

LAUREATE EDUCATION, INC. Reported by **KKR FUND HOLDINGS GP LTD**

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 02/08/17 for the Period Ending 02/06/17

Address	650 S. EXETER STREET
	BALTIMORE, MD, 21202
Telephone	4108436100
CIK	0000912766
Symbol	LAUR
SIC Code	8200 - Services-Educational Services
Industry	Personal Services
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

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FORM 4	
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*]	6 5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
KKR Fund Holdings L.P.	LAUREATE EDUCATION, INC. [LAUR]	Director X 10% Owner				
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Officer (give title below) Other (specify below)				
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,, 9 WEST 57TH STREET	2/6/2017					
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)				
NEW YORK, NY 10019 (City) (State) (Zip)		Form filed by One Reporting Person X _ Form filed by More than One Reporting Person				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)		3. Trans. Co (Instr. 8)	3. Trans. Code [Instr. 8] 4. Securities Acquired (A Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial	
		Code	v	Amount	(A) or (D)	Price		Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Class A Common Stock	2/6/2017	Р		3532737	А	\$14.00 (<u>1</u>)	3532737	I	See Footnotes (2) (4)
Class A Common Stock	2/6/2017	Р		38691	А	\$14.00 (<u>1</u>)	38691		See Footnotes (3) (4)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

											-				
1. Title of Derivate	2.	3. Trans.	3A. Deemed	4. Trans. C	Code	5. Number	of	6. Date Exer	cisable and	7. Tit	le and Amount of	8. Price of	9. Number of	10.	11. Nature
Security	Conversion	Date	Execution	(Instr. 8)		Derivative	Securities	Expiration I	Date	Secur	ities Underlying	Derivative	derivative	Ownership	of Indirect
(Instr. 3)	or Exercise		Date, if any			Acquired (A) or	-		Deriv	ative Security	Security	Securities	Form of	Beneficial
	Price of		-			Disposed o	f (D)			(Instr	. 3 and 4)	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					(Instr. 3, 4	and 5)			-			Owned	Security:	(Instr. 4)
	Security					-							Following	Direct (D)	
	-							Date	Expiration		Amount or Number of		Reported	or Indirect	
								Exercisable	Date	Title	Amount or Number of Shares		Transaction(s)	(I) (Instr.	
				Code	V	(A)	(D)						(Instr. 4)	4)	

Explanation of Responses:

- (1) These shares of Class A Common Stock, par value \$0.004 per share ("Class A Common Stock"), of Laureate Education, Inc. (the "Issuer") were purchased for \$14.00 per share in the initial public offering of the Issuer.
- (2) KKR 2006 Fund (Overseas), Limited Partnership directly holds these shares of Class A Common Stock. KKR Associates 2006 (Overseas), Limited Partnership is the general partner of KKR 2006 Fund (Overseas), Limited Partnership. KKR 2006 Limited is the general partner of KKR Associates 2006 (Overseas), Limited Partnership. KKR Fund Holdings L.P. is the sole shareholder of KKR 2006 Limited. KKR Fund Holdings GP Limited is a general partner of KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. is the sole shareholder of KKR Fund Holdings GP Limited and a general partner of KKR Fund Holdings L.P. KKR Group Limited is the general partner of KKR Group Holdings L.P. KKR Group Limited is the general partner of KKR & Co. L.P. KKR & Co. L.P. is the sole shareholder of KKR Management LLC is the general partner of KKR & Co. L.P. Messrs. Henry R. Kravis and George R. Roberts are the designated members of KKR Management LLC.
- (3) KKR Partners II (International), L.P. directly holds these shares of Class A Common Stock. KKR PI-II GP Limited is the general partner of KKR Partners II (International), L.P.
- (4) Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein. This filing shall not be deemed an admission that the Reporting Persons are subject to Section 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of any securities reported herein for purposes of Section 16 of the Exchange Act otherwise.

Remarks:

Because no more than 10 reporting persons can file any one Form 4 through the Securities and Exchange Commission's EDGAR system, KKR Partners II (International), L.P., KKR PI-II GP Limited, KKR 2006 Fund (Overseas), Limited Partnership, KKR Associates 2006 (Overseas), Limited Partnership and KKR 2006 Limited have filed a separate Form 4.

Reporting Owners

Reporting Owners	Relationships						
Reporting Owner Name / Address	Director	10% Owner		Other			
KKR Fund Holdings L.P.	Director	1070 Owner	omeer	ouner			
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,							
9 WEST 57TH STREET		Х					
NEW YORK, NY 10019							
KKR Fund Holdings GP Ltd							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,							
9 WEST 57TH STREET		Х					
NEW YORK, NY 10019							
KKR Group Holdings L.P.							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,							
9 WEST 57TH STREET		Х					
NEW YORK, NY 10019							
KKR Group Ltd							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,		х					
9 WEST 57TH STREET		Λ					
NEW YORK, NY 10019							
KKR & Co. L.P.							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,		х					
9 WEST 57TH STREET		Л					
NEW YORK, NY 10019							
KKR Management LLC							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,		х					
9 WEST 57TH STREET		Λ					
NEW YORK, NY 10019							
KRAVIS HENRY R							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,		х					
9 WEST 57TH STREET		1					
NEW YORK, NY 10019							
ROBERTS GEORGE R							
C/O KOHLBERG KRAVIS ROBERTS & CO. L.P.,		х					
9 WEST 57TH STREET							
NEW YORK, NY 10019							

Signatures

KKR Fund Holdings L.P. By: KKR Fund Holdings GP Limited, a General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director						
** Signature of Reporting Person	Date					
KKR Fund Holdings GP Limited By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director						
** Signature of Reporting Person	Date					
KKR Group Holdings L.P. By: KKR Group Limited, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director	2/8/2017					
** Signature of Reporting Person						
KKR Group Limited By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Director						
** Signature of Reporting Person	Date					
KKR & Co. L.P. By: KKR Management LLC, its General Partner By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Chief Financial Officer	2/8/2017					
** Signature of Reporting Person	Date					
KKR Management LLC By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact for William J. Janetscheck, Chief Financial Officer						
** Signature of Reporting Person	Date					
Henry R. Kravis By: /s/ Terence Gallagher Name: Terence Gallagher Title: Attorney-in-fact	2/8/2017					
** Signature of Reporting Person	Date					

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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