

HOEHN SARIC RULDOLF CHRISTOPHER

Form 4

September 10, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HOEHN SARIC RULDOLF
CHRISTOPHER

2. Issuer Name **and** Ticker or Trading
Symbol
LAUREATE EDUCATION, INC.
[LAUR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

1001 FLEET STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/17/2007

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

BALTIMORE, MD 21202

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	08/17/2007		S ⁽¹⁾		320,708	D	\$ 60.5	0
								D

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

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8.		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
options (rt to buy)	\$ 24.33	08/17/2007		D ⁽²⁾	252,000	<u>(2)</u>	<u>(2)</u>	common stock	252,000	\$
options (rt to buy)	\$ 28.67	08/17/2007		D ⁽²⁾	52,328	<u>(2)</u>	<u>(2)</u>	common stock	52,328	\$
options (rt to buy)	\$ 31.25	08/17/2007		D ⁽²⁾	100,000	<u>(2)</u>	<u>(2)</u>	common stock	100,000	\$
options (rt to buy)	\$ 3.59	08/17/2007		D ⁽²⁾	605,683	<u>(2)</u>	<u>(2)</u>	common stock	605,683	\$
options (rt to buy)	\$ 29.63	08/17/2007		D ⁽²⁾	6,500	<u>(2)</u>	<u>(2)</u>	common stock	6,500	\$
options (rt to buy)	\$ 44.18	08/17/2007		D ⁽²⁾	6,500	<u>(2)</u>	<u>(2)</u>	common stock	6,500	\$
Options (rt to buy)	\$ 50.61	08/17/2007		D ⁽²⁾	6,500	<u>(2)</u>	<u>(2)</u>	Common Stock	6,500	\$
Options (rt to buy)	\$ 48.78	08/17/2007		D ⁽²⁾	6,500	<u>(2)</u>	<u>(2)</u>	Common Stock	6,500	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOEHN SARIC RULDOLF CHRISTOPHER 1001 FLEET STREET BALTIMORE, MD 21202	X			

Signatures

R. Christopher
Hoehn-Saric

09/10/2007

__Signature of Reporting
Person

Date

Explanation of Responses:

* 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).

(1) Immediately prior to the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, Mr. Hoehn-Saric sold his 320,708 shares to Wengen Alberta, Limited Partnership, in exchange for partnership interests in Wengen valued at the product of 320,708 multiplied by \$60.50. Wengen was the Parent of L Curve and, upon the effectiveness of the Merger became the sole shareholder of the Issuer.

(2) Upon the effectiveness of the merger of L Curve Sub Inc. with and into the Issuer on August 17, 2007, all outstanding options of the Issuer were cancelled. In connection with the merger, the Issuer adopted a Deferred Compensation Plan for Mr. Hoehn-Saric, the value of which was equal to (A) the total number of options held by Mr. Hoehn-Saric at the time of the merger multiplied by \$60.50 minus (B) the aggregate exercise price of all of the options held by Mr Hoehn-Saric at the time of the merger.

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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