

AMERICAN PUBLIC EDUCATION INC
 Form 4
 June 07, 2013

FORM 4

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

OMB APPROVAL

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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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
WEGLIICKI TIMOTHY T

2. Issuer Name and Ticker or Trading Symbol
AMERICAN PUBLIC EDUCATION INC [APEI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 400 EAST PRATT STREET, SUITE 910

3. Date of Earliest Transaction (Month/Day/Year)
 06/05/2013

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

(Street)
 BALTIMORE, MD 21202

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

(City) (State) (Zip)

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 (A) 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock, par value \$.01 | 06/05/2013 | | S | 25,000 (4) (8) | D \$ 38.2836 | 86,400 (5) | I See footnote (1) |
| Common Stock, par value \$.01 | 06/07/2013 | | S | 25,000 (6) (8) | D \$ 38.3547 | 61,400 (7) | I See footnote (1) |
| Common Stock, par value \$.01 | | | | | | 27,242 (3) | D |
| Common | | | | | | 2,993 | I See |

Stock, par value \$.01

footnote
(2)

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

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(9-02)

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

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WGLICKI TIMOTHY T 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202 | X | | | |

Signatures

Timothy T. Weglicki 06/07/2013

**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) Mr. Weglicki is a member of ABS Partners VI, LLC, the general partner of ABS Capital Partners VI, LP, ABS Capital Partners VI-A, LP and ABS Capital Partners VI Offshore, LP (together, the "ABS Entities"). ABS Partners VI, LLC exercises voting and dispositive power over the shares held by the ABS Entities. Mr. Weglicki disclaims beneficial ownership of the shares held by the ABS Entities except to the extent of his pecuniary interest therein.

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- (2) Mr. Weglicki is a managing director of ABS Capital Partners, Inc. Mr. Weglicki disclaims beneficial ownership of the shares held by ABS Capital Partners, Inc. except to the extent of his pecuniary interest therein.

- Mr. Weglicki directly owns 22,050 shares and indirectly owns 5,192 shares owned by The Timothy T. Weglicki Irrevocable Trust dated
- (3) March 11, 1999 (the "Trust"), which shares Mr. Weglicki disclaims beneficial ownership of except to the extent of his pecuniary interest therein.

- Consists of the following shares sold by the following entities: (a) 22,160 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 392 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 2,448 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (4)

- Consists of the following shares held by the following entities: (a) 76,588 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 1,357 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 8,455 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (5)

- Consists of the following shares sold by the following entities: (a) 22,160 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 392 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 2,448 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (6)

- Consists of the following shares held by the following entities: (a) 54,428 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 965 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 6,007 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (7)

- (8) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 20, 2013.

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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