

LAUREATE EDUCATION, INC.

Form 3

January 31, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *StepStone Group Holdings
LLC

(Last) (First) (Middle)

4275 EXECUTIVE SQUARE,
SUITE 500

(Street)

SAN DIEGO, CA 92037

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/31/2017

3. Issuer Name and Ticker or Trading Symbol

LAUREATE EDUCATION, INC. [LAUR]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date
ExercisableExpiration
Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

				Shares		or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	3,999,536	\$ (1)	I (2)	See footnote (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
StepStone Group Holdings LLC 4275 EXECUTIVE SQUARE, SUITE 500 SAN DIEGO,Â CAÂ 92037	Â	Â X	Â	Â
StepStone Group LP 4275 EXECUTIVE SQUARE, SUITE 500 SAN DIEGO,Â CAÂ 92037	Â	Â X	Â	Â
StepStone Co-Investment Funds GP, LLC 4275 EXECUTIVE SQUARE, SUITE 500 SAN DIEGO,Â CAÂ 92037	Â	Â X	Â	Â
2007 Co-Investment Portfolio, L.P. 4275 EXECUTIVE SQUARE, SUITE 500 SAN DIEGO,Â CAÂ 92037	Â	Â X	Â	Â
STEPSTONE CAPITAL PARTNERS II ONSHORE L P 4275 EXECUTIVE SQUARE, SUITE 500 SAN DIEGO,Â CAÂ 92037	Â	Â X	Â	Â
StepStone Capital Partners II Cayman Holdings, L.P. 4275 EXECUTIVE SQUARE, SUITE 500 SAN DIEGO,Â CAÂ 92037	Â	Â X	Â	Â

Signatures

StepStone Group Holdings LLC, by its partner and general counsel, Jason Ment. /s/ Jason Ment	01/31/2017
__Signature of Reporting Person	Date
StepStone Group LP, by its general partner StepStone Group Holdings LLC, by its partner and general counsel, Jason Ment. /s/ Jason Ment	01/31/2017
__Signature of Reporting Person	Date
StepStone Co-Investment Funds GP, LLC, by its partner and general counsel, Jason Ment. /s/ Jason Ment	01/31/2017
__Signature of Reporting Person	Date
Each StepStone Fund, by its respective general partner, StepStone Co-Investment Funds GP, LLC, by its partner and general counsel, Jason Ment. /s/ Jason Ment	01/31/2017
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Each share of Class B Common Stock ("Class B Common Stock") of Laureate Education, Inc. (the "Issuer") is convertible into one share of Class A Common Stock of the Issuer ("Class A Common Stock") upon the election of the holder or upon transfer, subject to the terms of the Issuer's Amended and Restated Certificate of Incorporation.

(2) Shares of Class B Common Stock are held directly by Wengen Alberta, Limited Partnership ("Wengen"). Wengen Investments Limited ("Wengen GP") is the general partner of Wengen. Certain investors, including, but not limited to, certain investment funds and other persons affiliated with or managed by Kohlberg Kravis Roberts & Co. L.P., Cohen Private Ventures, LLC, Bregal Investments, Inc., StepStone Group LP ("StepStone LP"), Sterling Fund Management, LLC and Snow Phipps Group, LLC (collectively, the "Wengen Investors") have interests in the Issuer through Wengen. The Reporting Persons and certain of the other Wengen Investors have designated representatives who serve as the members of the board of directors of Wengen GP.

(3) 2007 Co-Investment Portfolio L.P. ("2007 Co-Invest"), StepStone Capital Partners II Onshore, L.P. ("Onshore") and StepStone Capital Partners II Cayman Holding, L.P. (collectively with 2007 Co-Invest and Onshore, the "StepStone Funds") may be deemed to indirectly beneficially own shares of Class B Common Stock owned by Wengen by virtue of the limited partnership interests they hold in Wengen. StepStone Group Holdings LLC is the general partner of StepStone LP, which is the sole member of StepStone Co-Investment Funds GP, LLC ("StepStone GP" and, collectively with the StepStone Funds and StepStone LP, the "Reporting Persons"), which is the sole general partner of each of the StepStone Funds. None of the Reporting Persons directly own shares of the Issuer.

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Remarks:

ThisÂ filingÂ shallÂ notÂ beÂ deemedÂ anÂ admissionÂ thatÂ theÂ ReportingÂ PersonsÂ areÂ subjectÂ toÂ SectionÂ 16.

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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