

LAUREATE EDUCATION, INC.
Form 4
August 22, 2007

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 *
Wengen Alberta, LP

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)
9 WEST 57TH STREET, SUITE 4200,
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/16/2007

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

NEW YORK, NY 10019

(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 (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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 08/16/2007 | | P ⁽¹⁾ | | 3,046,839 | A | \$ 62 |
| | | | | | 49,571,209 | I | |
| Common Stock, par value \$0.01 per share | 08/17/2007 | | P | | 1,183,474 | A | \$ 60.5 |
| | | | | | 1,183,474 | D ⁽³⁾ | |
| | 08/17/2007 | | P | | 91,215 | A | \$ 62 |
| | | | | | 22,504 ⁽⁴⁾ | D ⁽³⁾ | |

See Footnote ⁽²⁾

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

| | | | | | | | |
|------------|------------------|-----------|---|------|------------|---|-------------------------------|
| 08/17/2007 | J ⁽⁵⁾ | 1,252,105 | A | \$ 0 | 50,823,314 | I | See Footnote <u>(2)</u> |
|------------|------------------|-----------|---|------|------------|---|-------------------------------|

| | | | | | | | |
|------------|------------------|------------|---|------|---|---|-------------------------------|
| 08/17/2007 | J ⁽⁶⁾ | 50,823,314 | D | \$ 0 | 0 | I | See Footnote <u>(2)</u> |
|------------|------------------|------------|---|------|---|---|-------------------------------|

| | | | | | | |
|------------|------------------|--------|---|------|---|------------------|
| 08/17/2007 | J ⁽⁶⁾ | 22,584 | D | \$ 0 | 0 | D ⁽³⁾ |
|------------|------------------|--------|---|------|---|------------------|

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

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.

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|---|--|---|---|--------------------------------------|--|--|---|---|---|

| | | | | | | | | | |
|--|--|--|--|------|-----------|---------------------|--------------------|-------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Wengen Alberta, LP
9 WEST 57TH STREET, SUITE 4200 X
NEW YORK, NY 10019

Wengen Investments LTD
C/O KKR X
9 WEST 57TH STREET SUITE 4200
NEW YORK, NY 10019

L Curve Sub Inc.
9 WEST 57TH STREET, SUITE 4200 X
NEW YORK, NY 10019

Signatures

/s/ Jonathan D. Smidt as Director of Wengen Investments Limited 08/22/2007
 __Signature of Reporting Person Date

/s/ Jonathan D. Smidt as Director of Wengen Investments Limited, General Partner of Wengen Alberta, Limited Partnership 08/22/2007
 __Signature of Reporting Person Date

/s/ Robert W. Zentz as Senior Vice-President of Laureate Education, Inc., successor by merger to L Curve Sub Inc. 08/22/2007
 __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) On August 16, 2007, pursuant to the option granted to L Curve Sub Inc. in the Amended and Restated Agreement and Plan of Merger dated as of June 3, 2007, by and among the Issuer, L Curve Sub Inc. and Wengen Alberta, Limited Partnership (the "Merger Agreement") and exercised by L Curve Sub Inc. on July 25, 2007, the Issuer issued to L Curve Sub Inc. that number of shares of common stock that, when added to the number of shares of common stock owned, directly or indirectly, by Wengen Alberta, Limited Partnership or L Curve Sub Inc. at the time of the exercise of the option, constituted one share of common stock more than 90% of the number of shares of common stock outstanding immediately after such issuance.

(2) These securities were held by L Curve Sub Inc. which, prior to its merger with and into the Issuer, was a direct subsidiary of Wengen Alberta, Limited Partnership. The general partner of Wengen Alberta, Limited Partnership is Wengen Investments Limited. Wengen Alberta, Limited Partnership may have been deemed to be the beneficial owner of the shares of common stock held by L Curve Sub Inc., and Wengen Investments Limited may have been deemed to be the beneficial owner of the shares of common stock of the Issuer beneficially owned by Wengen Alberta, Limited Partnership.

(3) The securities were held by Wengen Alberta, Limited Partnership. The general partner of Wengen Alberta, Limited Partnership is Wengen Investments Limited. Wengen Investments Limited may have been deemed to be the beneficial owner of the shares of common stock beneficially owned by Wengen Alberta, Limited Partnership.

(4) The number of shares of common stock held by Wengen Alberta, Limited Partnership following the reported transaction reflects the transfer of 1,252,105 shares of common stock to L Curve Sub Inc., described in footnote 5.

(5) On August 17, 2007, in connection with the merger of L Curve Sub Inc. with and into the Issuer pursuant to the Merger Agreement (the "Merger"), Wengen Alberta, Limited Partnership, transferred 1,252,105 shares of common stock to L Curve Sub Inc., its direct subsidiary.

(6) On August 17, 2007, L Curve Sub Inc. merged with and into the Issuer pursuant to the Merger Agreement. In the Merger, pursuant to the terms of the Merger Agreement, 50,823,314 shares of common stock of the Issuer held by L Curve Sub Inc. and 22,584 shares of common stock of the Issuer held by Wengen Alberta, Limited Partnership were cancelled and retired and ceased to exist, and no payments or distributions were made with respect thereto.

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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