LAUREATE EDUCATION, INC.
Form S-1/A
December 23, 2015

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As filed with the Securities and Exchange Commission on December 23, 2015

Registration No. 333-207243

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 2
to

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Laureate Education, Inc.

(Exact name of registrant as specified in its charter)

Delaware	8200	52-1492296
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

650 S. Exeter Street
Baltimore, Maryland 21202
(410) 843-6100
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert W. Zentz, Esq.
Senior Vice President, Secretary and General Counsel
Laureate Education, Inc.
650 S. Exeter Street
Baltimore, Maryland 21202
(410) 843-6100
(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

R.W. Smith, Jr., Esq.	**Gary Horowitz, Esq.**
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Baltimore, MD 21209	**New York, NY 10017**
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Approximate date of commencement of proposed sale to the public:
As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box: o

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o	Non-accelerated filer ý (Do not check if a smaller reporting company)	Smaller reporting company o

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Proposed Maximum Aggregate Offering Price(1)(2)**	**Amount of Registration Fee**
Class A common stock, par value $0.001 per share	$100,000,000	$10,070(3)

(1) Includes additional shares of Class A common stock that the underwriters have the option to purchase.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act.

(3) Previously paid.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated December 23, 2015

PROSPECTUS

Shares

Class A Common Stock

Laureate Education, Inc. is offering shares of its Class A common stock. This is our initial public offering and no public market currently exists for our shares of Class A common stock. We anticipate that the initial public offering price will be between $ and $ per share.

Following this offering, we will have two classes of outstanding common stock, Class A common stock and Class B common stock. The rights of the holders of Class A common stock and Class B common stock will be identical, except with respect to voting and conversion. Each share of Class A common stock will be entitled to one vote per share. Each share of Class B common stock will be entitled to ten votes per share and will be convertible at any time into one share of Class A common stock. Outstanding shares of Class B common stock will represent approximately % of the voting power of our outstanding capital stock following this offering. After completion of this offering, Wengen Alberta, Limited Partnership, an Alberta limited partnership ("Wengen"), our controlling stockholder, will continue to control a majority of the voting power of our outstanding common stock. As a result, we are a "controlled company" within the meaning of the corporate governance standards. See "Security Ownership of Certain Beneficial Owners and Management." In October 2015, we redomiciled in Delaware as a public benefit corporation as a demonstration of our long-term commitment to our mission to benefit our students and society.

We intend to apply for the listing of our Class A common stock on the under the symbol "LAUR."

Investing in our Class A common stock involves risks. See "Risk Factors" beginning on page 25.

	Per Share	Total
Initial public offering price	$	$
Underwriting discounts and commissions(1)	$	$
Proceeds, before expenses, to us	$	$

(1) We have agreed to reimburse the underwriters for certain expenses in connection with this offering. See "Underwriting (Conflicts of Interest)."

We have granted the underwriters the right to purchase up to an additional shares of Class A common stock from us.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the shares of Class A common stock to purchasers on , 2015.

Joint Book-Running Managers

Credit Suisse **Morgan Stanley** **Barclays**

J.P. Morgan **BMO Capital Markets** **Citigroup** **KKR** **Goldman, Sachs & Co.**

, 2015

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You should rely only on the information contained in this prospectus or contained in any free writing prospectus filed with the Securities and Exchange Commission (the "SEC"). Neither we nor the underwriters have authorized anyone to provide you with additional information or information different from that contained in this prospectus or in any free writing prospectus filed with the SEC. We are offering to sell, and seeking offers to buy, our Class A common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus.

Through and including , 2015 (the 25th day after the date of this prospectus), all dealers that effect transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to the dealers' obligation to deliver a prospectus when acting as underwriters and with respect to their unsold allotments or subscriptions.

For investors outside of the United States, neither we nor the underwriters have done anything that would permit this offering or possession or distribution of this prospectus or any free writing prospectus we may provide to you in connection with this offering in any jurisdiction where action for that purpose is required, other than in the United States. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus and any such free writing prospectus outside of the United States.

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As used in this prospectus, unless otherwise stated or the context otherwise requires, references to "we," "us," "our," the "Company," "Laureate" and similar references refer collectively to Laureate Education, Inc. and its subsidiaries. Unless otherwise stated or the context requires, references to the *Laureate International Universities* network include Santa Fe University of Art and Design ("SFUAD"), which is owned by Wengen. Laureate is affiliated with SFUAD, but does not own or control it and, accordingly, SFUAD is not included in the financial results of Laureate presented throughout this prospectus.

TRADEMARKS AND TRADENAMES

LAUREATE, LAUREATE INTERNATIONAL UNIVERSITIES and the leaf symbol are trademarks of Laureate Education, Inc. in the United States and other countries. This prospectus also includes other trademarks of Laureate and trademarks of other persons, which are properties of their respective owners.

INDUSTRY AND MARKET DATA

We obtained the industry, market and competitive position data used throughout this prospectus from our own internal estimates and research as well as from industry publications and research, surveys and studies conducted by third parties. This prospectus also contains the results from studies by Millward Brown and TNS. We commissioned the Millward Brown study as part of our periodic evaluation of employment rates and starting salary information for our graduates. In addition, we commissioned the TNS study to evaluate the reputation of various international hospitality management schools from which employers are likely to recruit staff for luxury international hospitality management positions.

Industry publications, studies and surveys generally state that they have been obtained from sources believed to be reliable, although they do not guarantee the accuracy or completeness of such information. While we believe that each of these publications, surveys and studies is reliable, we have not independently verified industry, market and competitive position data from third-party sources. While we believe our internal business research is reliable and the market definitions are appropriate, neither such research nor these definitions have been verified by any independent source.

PRESENTATION OF FINANCIAL INFORMATION

In this prospectus we present certain data for the 12-month period ("LTM") ended September 30, 2015. This data has been derived by summing our historical results for the year ended December 31, 2014 and our historical results for the nine months ended September 30, 2015, then subtracting our historical results for the nine months ended September 30, 2014. Our results of operations for the nine months ended September 30, 2015 are not necessarily indicative of the results that may be expected for the full year.

Our consolidated financial statements included in this prospectus are presented in U.S. dollars ($) rounded to the nearest thousand, with many amounts in this prospectus rounded to the nearest tenth of a million. Therefore, discrepancies in the tables between totals and the sums of the amounts listed may occur due to such rounding.

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LETTER FROM DOUG BECKER

Dear Prospective Investors,

As the founder of Laureate, it is my privilege to explain the company and its beliefs, as a way of educating potential new investors to determine if we are a compatible fit. This company was founded over 25 years ago and, while the offerings, strategies and even the name of the company have changed over the years, our core beliefs remain the same. Chief among them is our belief in the power of education to transform lives, and our view that the private sector can make a positive impact in a field that traditionally has been the province of the public sector. I have been accompanied on this journey by remarkable partners, friends and co-workers, and the success and longevity of this company is a credit to their passion, commitment and many sacrifices. Many of these contributors are still with us and some are gone, but I write this letter on behalf of them all, in a shared belief that Laureate is that rare company that will outlive its many founders and make lasting contributions to the world.

Sixteen years ago, we entered the field of international higher education with the acquisition of Universidad Europea de Madrid in Spain, and this became our testbed for innovation as we developed our ideas for new ways to manage universities and to improve outcomes for students. The company was built upon the idea that our main purpose was to prepare our students for success in their careers and lives. And we also believed that this was a much more valuable contribution if it could be done at scale. There are many barriers that inhibit participation in higher education and we committed ourselves to overcoming these barriers in order to expand access. This requires us to educate students at an affordable price, and in fact our tuition typically is far below the actual per-student cost to society of public institutions, which are heavily subsidized by government. Expanding access also requires us to accept more students compared to elite institutions, and to demonstrate that many of our students graduate and succeed in career and life.

From the very beginning, we wanted to create an international network of universities that would give our students a unique multicultural experience and better preparation for success in an increasingly globalized workforce. So we searched for other compatible acquisitions of, or partnerships with, universities in other countries, initially in Spanish-speaking markets but eventually across many languages and cultures. In the process, we forged the largest and most powerful network of universities of its kind, with 88 institutions that today serve more than one million students. Many of these universities are owned or controlled by Laureate, but we also manage institutions that we do not own. In addition, we provide services under contract to governments and to prestigious public and non-profit universities, which demonstrates our quality and value. We believe that providing these types of services will become an increasingly important part of our business model.

Accountability for results has been a critical factor in our success, and to accomplish this we have brought together best practices from the fields of higher education and business management. As a company, we understand the needs of the private sector, which will ultimately employ most of our graduates. So we build deep linkages with employers to ensure that our curriculum reflects the latest requirements and that our students graduate with the skills to succeed. But we are not just a company. We are a company of educators. Our academic leaders ensure that we have great teachers in the classroom, teaching in effective ways and with the right curriculum, and with a human connection to each of our students. They ensure that we understand the needs and requirements of regulators in the many countries that we serve, helping achieve the goals of increasing participation while assuring quality. Their efforts allow us to deliver great, measurable outcomes for our students, the majority of whom are outside the United States.

We recognize the enormous importance that society places on education as a public good or even a civil right, and we respect the role that government plays in ensuring quality and access to education. As a leader in this field, we are required to operate with the highest integrity and the deepest commitment to social responsibility. This has always caused us to have a culture that combines the "head" of a business enterprise scalable, efficient and accountable for measurable results with the

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"heart" of a non-profit organization dedicated to improving lives and benefitting society. We reconcile these two concepts by delivering measurable results for our students, recognizing that when our students succeed, countries prosper and societies benefit. This means that we have always asked our stockholders and employees to recognize our commitment to put the needs of our students first.

I believe that balancing the needs of our constituents has been instrumental to our success and longevity, allowing us to grow even in challenging economic times. For a long time, we didn't have an easy way to explain the idea of a for-profit company with such a deep commitment to benefitting society. So we took notice when in 2010 the first state in the U.S. passed legislation creating the concept of a Public Benefit Corporation, a new type of for-profit corporation with an expressed commitment to creating a material positive impact on society. We watched this concept carefully as it swept the nation, with 30 states and the District of Columbia now having passed legislation to allow for this new class of corporation, which commits itself to high standards of corporate purpose, accountability and transparency. This includes Delaware, the state that we have selected as our new domicile and which has the most up-to-date Public Benefit Corporation law. But to me, the Public Benefit Corporation concept could be an empty promise if companies do not measure themselves against an objective third-party standard. We have chosen to be assessed by B Lab, the pioneering non-profit organization behind this powerful movement, whose process is the standard in this field, and B Lab has designated us a "Certified B Corporation." We believe that we are by far the largest company to become a Public Benefit Corporation and that, following our IPO, we likely will be the first publicly traded Public Benefit Corporation.

Which brings me to the topic of our initial public offering. Many of you may know that Laureate was previously a publicly traded company, from 1993 until we went private in 2007. So we understand the advantages and challenges associated with being public. We went private with the intention of accomplishing some very specific objectives and, having achieved these goals, we believe it is time for us to re-establish ourselves as a publicly traded company. Being public brings the highest level of transparency, and will enable us to more easily raise capital to support our mission which, at its core, is about expanding access to higher education through greater scale. We want to best ensure that we always have capital to grow and bring the benefits of our education programs to more students. We recognize that some investors in public companies are highly focused on short-term results, and we hope that it is very clear to them that this is not our approach. With the benefit of a long-term view, we will balance the needs of stockholders with the needs of students, employees and the communities in which we operate, and we believe that this approach will deliver the best results for our investors. We plan to seek out and engage with investors who see the benefit of this approach, and who want to be a part of an enduring, mission-driven company that we believe has strong prospects for long-term growth and the opportunity to help millions of people change their lives through education. We use the expression *Here For Good* to explain our commitment to thinking and acting for the long-term, and providing a significant benefit to society.

Looking ahead, I can't think of a more exciting time for our company. The world embraces the power and importance of education and is seeking new ideas and technologies to deliver better education to more people at an affordable cost. We believe we are uniquely positioned to meet this need through our unparalleled scale and resources, and our growing capacity to provide our intellectual property and services to other universities and governments.

Sincerely yours,

Douglas L. Becker
Founder, Chairman and
Chief Executive Officer

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PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus and does not contain all of the information that you should consider before making your investment decision. Before investing in our Class A common stock, you should carefully read this entire prospectus, including the information presented under the section entitled "Risk Factors" and the financial statements and notes thereto included elsewhere in this prospectus.

LAUREATE EDUCATION, INC.

Our Mission

Laureate is an international community of universities that encourages learning without boundaries. Our purpose is to offer higher education with a unique multicultural perspective, and prepare our students for exciting careers and life-long achievement. We believe that when our students succeed, countries prosper and societies benefit.

Our Beliefs

We are a mission-driven company with a long-term perspective, committed to addressing the needs of our students and preparing them for their future endeavors. We are intensely focused on providing our students with the highest quality education resulting in strong employment opportunities. In addition to delivering superior outcomes for our students, we remain highly focused on delivering social returns to all of our constituents, especially the local communities we serve. Key decisions affecting each institution are made by local management and faculty, taking into account the needs of the students, prospective employers, surrounding communities and regulators. We believe our dedication to these constituencies has enabled our institutions to become trusted brands in their local markets, and has enabled Laureate to become a trusted name in global higher education.

Our Business

We are the largest global network of degree-granting higher education institutions, with more than one million students enrolled at our 88 institutions in 28 countries on more than 200 campuses, which we collectively refer to as the *Laureate International Universities* network. We participate in the global higher education market, which is estimated to account for revenues of approximately $1.5 trillion in 2015, according to GSV Advisors ("GSV"). We believe the global higher education market presents an attractive long-term opportunity, primarily because of the large and growing imbalance between the supply and demand for quality higher education around the world. Advanced education opportunities drive higher earnings potential, and we believe the projected growth in the middle class population worldwide and limited government resources dedicated to higher education create substantial opportunities for high-quality private institutions to meet this growing and unmet demand. Our outcomes-driven strategy is focused on enabling millions of students globally to prosper and thrive in the dynamic and evolving knowledge economy.

In 1999, we made our first investment in higher education and, since that time, we have developed into the global leader in higher education, based on the number of students, institutions and countries making up our network. As of September 30, 2015, our global network of 88 institutions comprised 72 institutions we owned or controlled, and an additional 16 institutions that we managed or with which we had other relationships. Our institutions are recognized for their high-quality academics. For example, we own and operate Universidad del Valle de México ("UVM Mexico"), the largest private university in Mexico, which in 2015 was ranked fourth among all public and private higher education institutions in the country by *Guía Universitaria*, an annual publication of *Reader's Digest*. Our track record for delivering high-quality outcomes to our students, while stressing affordability and accessibility, has been a key reason for our long record of success, including 15 consecutive years of

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enrollment growth. We have generated compound annual growth rates ("CAGRs") in total enrollment and revenues of 11.9% and 11.7%, respectively, from 2009 through September 30, 2015. For the LTM ended September 30, 2015, we generated total revenues of $4,470.4 million, approximately 80% of which was from private pay sources, operating income of $332.9 million, net loss of $252.1 million and Adjusted EBITDA of $803.9 million. For a reconciliation of Adjusted EBITDA to net loss, see "Prospectus Summary Summary Historical Consolidated Financial and Other Data."

Since being taken private in August 2007, we have undertaken several initiatives to continually improve the quality of our programs and outcomes for our students, while expanding our scale and geographic presence, and strengthening our organization and management team. From 2007 to September 30, 2015, we have expanded into 11 new countries, added over 100 campuses worldwide and grown enrollment from approximately 300,000 to more than one million students with a combination of strong organic revenue growth of 11.4% (average annual revenue growth from 2007 to 2014 excluding acquisitions) and the successful integration of 41 strategic acquisitions. Key to this growth were expansions into Brazil, where we owned 13 institutions with a combined enrollment of approximately 265,000 students, and expansions into Asia, the Middle East and Africa, where we owned or controlled 22 institutions with a combined enrollment of approximately 83,000 students, in each case as of September 30, 2015. Further, we have made significant capital investments and continue to make operational improvements in technology and human resources, including key management hires, and are developing scalable back-office operations to support the *Laureate International Universities* network, including implementing a vertically integrated information technology, finance, accounting and human resources organization that, among other things, are designed to enhance our analytical capabilities. Finally, over the past several years, we have invested heavily in technology-enabled solutions to enhance the student experience, increase penetration of our hybrid offerings and optimize efficiency throughout our network. We believe these investments have created an intellectual property advantage that has further differentiated our offerings from local market competitors.

The *Laureate International Universities* network enables us to educate our students locally, while connecting them to an international community with a global perspective. Our students can take advantage of shared curricula, optional international programs and services, including English language instruction, dual-degree and study abroad programs and other benefits offered by other institutions in our network. We believe that the benefits of the network translate into better career opportunities and higher earnings potential for our graduates.

The institutions in the *Laureate International Universities* network offer a broad range of undergraduate and graduate degrees through campus-based, online and hybrid programs. As of September 30, 2015, 93% of our students attended traditional, campus-based institutions offering multi-year degrees, similar to leading private and public higher education institutions in the United States and Europe. In addition, as of September 30, 2015, approximately two thirds of our students were enrolled in programs of four or more years in duration. Our programs are designed with a distinct emphasis on applied, professional-oriented content for growing career fields and are focused on specific academic disciplines, or verticals, that we believe demonstrate strong employment opportunities and provide high earnings potential for our students, including:

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Across these academic disciplines, we continually and proactively adapt our curriculum to the needs of the market, including emphasizing the core STEM (science, technology, engineering and math) and business disciplines. We believe the STEM and business disciplines present attractive areas of study to students, especially in developing countries where there exists a strong and ongoing focus to develop and retain professionally trained individuals. In the last five years, we have more than doubled our enrollment of students pursuing degrees in Business & Management, Medicine & Health Sciences and Engineering & Information Technology, our three largest disciplines. We believe the work of our graduates in these disciplines creates a positive impact on the communities we serve and strengthens our institutions' reputations within their respective markets.

Across the world, we operate institutions that address regional, national and local supply and demand imbalances in higher education. As the global leader in higher education, we believe we are uniquely positioned to effectively deliver high-quality education across different brands and tuition levels in the markets in which we operate. In many developing markets, traditional higher education students (defined as 18-24 year olds) have historically been served by public universities, which have limited capacity and are often underfunded, resulting in an inability to meet growing student demands and employer requirements. Our institutions in these markets offer traditional higher education students a private education alternative, often with multiple brands and price points in each market, with innovative programs and strong career-driven outcomes. In many of these same markets, non-traditional students such as working adults and distance learners have limited options for pursuing higher education. Through targeted programs and multiple teaching modalities, we are able to serve the differentiated needs of this unique demographic. Our flexible approach across geographies allows Laureate to access a broader addressable market of students by efficiently tailoring institutions to meet the needs of a particular geography and student population.

We have four reporting segments, which are summarized in the table below. We group our institutions by geography in Latin America ("LatAm"), Europe ("Europe") and Asia, Middle East and Africa ("AMEA") for reporting purposes. Our Global Products and Services segment ("GPS") includes institutions that have products and services that span the *Laureate International Universities* network and attract students from across geographic boundaries, including our fully online universities.

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The following information for our operating segments is presented as of September 30, 2015, except where otherwise indicated:

	LatAm	Europe	AMEA	GPS	Total
Countries	8	7	7	8	28*
Institutions	30	21	22	15	88
Enrollments (rounded to nearest thousand)	809,000	53,000	83,000	81,000	1,026,000
LTM ended September 30, 2015 Revenues ($ in millions)	$ 2,556.9	$ 465.8	$ 423.5	$ 1,038.8	$ 4,470.4
% Contribution to LTM ended September 30, 2015 Revenues	57%	10%	10%	23%	100%

* Our AMEA and GPS segments both have institutions located in China and our Europe and GPS segments both have institutions located in Spain. The total reflects the elimination of this duplication.

The elimination of inter-segment revenues and amounts related to Corporate, which total $14.6 million, is not separately presented.

Our Industry

We are the leader in the global market for higher education, which is characterized by a significant imbalance between supply and demand, especially in developing economies. In many countries, demand for higher education is large and growing. GSV estimates that higher education institutions will account for total revenues of approximately $1.5 trillion globally in 2015, with the higher education market expected to grow by approximately 5% per annum through 2020. Global growth in higher education is being fueled by several demographic and economic factors, including a growing middle class, global growth in services and technology-related industries and recognition of the significant personal and economic benefits gained by graduates of higher education institutions. At the same time, many governments have limited resources to devote to higher education, resulting in a diminished ability by the public sector to meet growing demand, and creating opportunities for private education providers to enter these markets and deliver high-quality education. As a result, the private sector plays a large and growing role in higher education globally. While the *Laureate International Universities* network is the largest global network of degree-granting higher education institutions in the world, as of September 30, 2015, our total enrollment of more than one million students represented only 0.5% of worldwide higher education students.

Large, Growing and Underpenetrated Population of Qualified Higher Education Students. According to the United Nations Educational, Scientific and Cultural Organization ("UNESCO"), 198.6 million students worldwide were enrolled in higher education institutions in 2013, nearly double the 99.7 million students enrolled in 2000, and approximately 90% of those students were enrolled at institutions outside of the United States as of 2013. In many countries, including throughout Latin America, Asia and other developing regions, there is growing demand for higher education based on favorable demographics, increasing secondary completion rates and increasing higher education participation rates, resulting in continued growth in higher education enrollments. While global participation rates have increased for traditional higher education students (defined as 18-24 year olds), the market for higher education is still significantly underpenetrated, particularly in developing countries. Given the low penetration rates, many governments in developing countries have a stated goal of increasing the number of students participating in higher education. For example, Mexico's participation rate increased from approximately 16% to approximately 22% from 2003 to 2013, and the Mexican government has set a goal of increasing the number of students enrolled in higher education by 17% over the next four years. Other developing countries with large addressable markets are

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similarly underpenetrated as evidenced by the following participation rates for 2013: Brazil (31%), China (22%) and India (19%), all of which are well below rates of developed countries such as the United States and Spain, which in 2013 had participation rates of approximately 63% and approximately 60%, respectively.

Strong Economic Incentives for Higher Education. According to the Brookings Institution, approximately 1.8 billion people in the world composed the middle class in 2009, a number that is expected to more than double by 2030 to almost five billion people. We believe that members of this large and growing group seek advanced education opportunities for themselves and their children in recognition of the vast differential in earnings potential with and without higher education. According to data from the Organization for Economic Co-operation and Development ("OECD"), in certain European markets in which we operate, the earnings from employment for an adult completing higher education were approximately 59% higher than those of an adult with just an upper secondary education, while in the United States the differential was approximately 74%. This income gap is even more pronounced in many developing countries around the world, including a differential of approximately 160% in Chile and approximately 147% in Brazil. OECD statistics also show that overall employment rates are greater for individuals completing higher education than for those who have not completed upper secondary education. In addition, we believe as economies around the world are increasingly based on the services sector, they will require significant investment in human capital, advanced education and specialized training to produce knowledgeable professionals. We believe the cumulative impact of favorable demographic and socio-economic trends, coupled with the superior earnings potential of higher education graduates, will continue to expand the market for private higher education.

Increasing Role of the Private Sector in Higher Education. In many of our markets, the private sector plays a meaningful role in higher education, bridging supply and demand imbalances created by a lack of capacity at public universities. In addition to capacity limitations, we believe that limited public resources, and the corresponding policy reforms to make higher education systems less dependent on the financial and operational support of local governments, have resulted in increased enrollments in private institutions relative to public institutions.

According to the OECD, from 2003 to 2012, the number of students enrolled in private institutions grew from approximately 26% to approximately 30% of total enrollments within OECD countries. For example, Brazil and Chile rely heavily upon private institutions to deliver quality higher education to students, with approximately 71% and approximately 84%, respectively, of higher education students in these countries enrolled in private institutions in 2012.

The decrease in government funding to public higher education institutions in recent years has served to spur the growth of private institutions, as tuitions have been increasingly funded by private sources. On average, OECD countries experienced a decrease in public funding from approximately 75% of total funding in 2000 to approximately 69% in 2011. For example, Mexico experienced a decrease in public funding as a percentage of total funding of approximately 12% during the same period. We believe these trends have increased demand for competitive private institutions as public institutions are unable to meet the demand of students and families around the world, especially in developing markets.

Greater Accessibility to Higher Education through Online and Hybrid Offerings. Improving Internet broadband infrastructure and new instruction methodologies designed for the online medium have driven increased acceptance of the online modality globally. According to a survey of over 2,800 responses from chief academic officers and other officials at U.S. universities conducted by the Babson Survey Research Group, approximately 74% of academic leaders rated online learning outcomes as the same or superior to classroom learning in 2014, up from approximately 57% in 2003. GSV estimates that the online higher education market will grow by a CAGR of approximately 25%,

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from $49 billion in 2012 to $149 billion in 2017. Additionally, new online and hybrid education offerings have enabled the cost-effective delivery of higher education, while improving overall affordability and accessibility for students. We believe that increasing student demand, coupled with growing employer and regulatory acceptance of degrees obtained through online and hybrid modalities, will continue to drive significant growth in the online and hybrid higher education market globally.

Our Strengths and Competitive Advantages

We believe our key competitive strengths that will enable us to execute our growth strategy include the following:

First Mover and Leader in Global Higher Education. In 1999, we made our first investment in global higher education. Since that time, the *Laureate International Universities* network has grown to include 88 institutions in 28 countries that enroll more than one million students, of which approximately 95% were outside of the United States as of September 30, 2015. Our growth has been the result of numerous organic initiatives, supplemented by successfully completing and integrating 41 acquisitions since August 2007, substantially all of which were completed through private negotiations and not as part of an auction process. Given our size and status as the first mover in many of our markets, we have been able to acquire many marquee assets, which we believe will help us maintain our market-leading position due to the considerable time and expense it would take a competitor to establish an integrated network of international universities of similar scale with the brands, intellectual property and accreditations that we possess.

Long-Standing and Reputable University Brands Delivering High Quality Education. We believe we have established a reputation for providing high-quality higher education around the world, and that our schools are among the most respected higher education brands in their local markets. Many of our institutions have over 40-year histories, with some institutions approaching 100 years. In addition to long-standing presences in their local communities, many of our institutions are ranked among the best in their respective countries. For example, the *Barómetro de la Educación Superior* has ranked Universidad Andrés Bello as a top university in Chile. Similarly, in Brazil, Universidade Anhembi Morumbi is ranked by *Guia do Estudante* as one of São Paulo's top universities, and in Europe, *L'Usine Nouvelle* ranks École Centrale d'Electronique among the top ten private engineering schools in France. The institutions within Laureate's GPS segment have also received recognition for academic excellence. Les Roches International School of Hotel Management and the Glion Institute of Higher Education have been named as two of the world's top three hospitality management institutions for an international career in the hospitality industry by TNS.

Our strong brands are perpetuated by our student-centric focus and our mission to provide greater access to cost-effective, high-quality higher education, which allows more students to pursue their academic and career aspirations. We are committed to continually evaluating our institutions to ensure we are providing the highest quality education to our students. Our proprietary management tool, the Laureate Education Assessment Framework ("LEAF"), is used to evaluate institutional performance based on 44 unique criteria across five different categories: Employability, Learning Experience, Personal Experience, Access & Outreach and Academic Excellence. LEAF, in conjunction with additional external assessment methodologies, such as QS Stars™, allows us to identify key areas for improvement in order to drive a culture of quality and continual innovation at our institutions. For example, more than 96% of students attending Laureate institutions in Brazil are enrolled in an institution with an IGC score (an indicator used by the Brazilian Ministry of Education to evaluate the quality of higher education institutions) that has improved since 2010. In addition, our Brazilian institutions' IGC scores have increased by approximately 19% on average from 2010 to 2013, placing three of our institutions in the top quintile, and nine (encompassing approximately 96% of our student enrollment in Brazil) in the top half of all private higher education institutions in the country.

Many of our institutions and programs have earned the highest accreditation available, which provides us with a strong competitive advantage in local markets. For example, we serve more than 200,000 students in the fields of medicine and health sciences on over 100 campuses throughout the *Laureate International Universities* network, including 21 medical schools and 19 dental schools. Medical school licenses are often the most difficult to obtain and are only granted to institutions that meet rigorous standards. We believe the existence of medical schools at many of our institutions further validates the quality of our institutions and programs. Similarly, other institutions have received numerous specialized accreditations, including those for Ph.D. programs.

Superior Outcomes for Our Students. We offer high-quality undergraduate, graduate and specialized programs in a wide range of disciplines that generate strong interest from students and provide attractive employment prospects. We design our programs to prepare students to contribute productively in their chosen professions upon employment. Our curriculum development process includes employer surveys and ongoing research into business trends to determine the skills and knowledge base that will be required by those employers in the future. This information results in timely curriculum upgrades, which helps ensure that our graduates acquire the skills that will make them marketable to employers. In 2014, we commissioned a study by Millward Brown, a leading third-party market research organization, of graduates at Laureate institutions representing over 60% of total Laureate enrollments. Graduates at 12 of our 13 surveyed international institutions achieved, on average, equal or higher employment rates within 12 months of graduation as compared to graduates of other institutions in the same markets, and in all of our premium institutions surveyed, graduates achieved higher starting salaries as compared to graduates of other institutions in those same markets (salary premium to market benchmarks ranged from approximately 6% to approximately 118%).

Robust technology and intellectual property platform. By virtue of our 15 years of experience operating in a global environment, managing campus-based institutions across multiple disciplines and developing and administering online programs and curricula, we have developed an extensive collection of intellectual property. We believe this collection of intellectual property, which includes online capabilities, campus design and management, recruitment of transnational students, faculty training, curriculum design and quality assurance, among other proprietary solutions, provides our students a truly differentiated learning experience and creates a significant competitive advantage for our institutions over competitors.

A critical element of our intellectual property is a suite of proprietary technology solutions. Select examples include *OneCampus*, which connects students across our network with shared online courses and digital experiences, and *Slingshot,* an online career orientation tool that enables students to explore career paths through state-of-the-art interest assessment and rich content about hundreds of careers. Our commitment to investing in technology infrastructure, software and human capital ensures a high-quality educational experience for our students and faculty, while also providing us with the infrastructure to manage and scale our business.

Our intellectual property has been a key driver in developing partnerships with prestigious independent institutions and governments globally. For example, we have partnered with other traditional public and private higher education institutions as a provider of online services. We have operated this model for more than ten years with the University of Liverpool in the United Kingdom and, more recently, we have added new partnerships with the University of Roehampton in the United Kingdom and the University of Miami in the United States. Additionally, in 2013, the Kingdom of Saudi Arabia launched the College of Excellence program with a long-term goal of opening 100 new technical colleges, and sought private operators to manage the institutions on its behalf under an operating model in which the Kingdom of Saudi Arabia funds the capital requirements to build the institutions, and the private operator runs the academic operations under a contract model. As of September 30, 2015, we have been awarded contracts to operate eight of the 37 colleges for which contracts have been awarded to date, more than any other provider in the Kingdom of Saudi Arabia.

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Scale and Diversification of Our Global Network. The *Laureate International Universities* network is diversified across 28 countries, 88 campus-based and online institutions and over 2,500 programs. Additionally, in many markets, we have multiple institutions serving different segments of the population, at different price points and with different academic offerings. Although the majority of our institutions serve the premium segment of the market, we also have expanded our portfolio of offerings in many markets to include high-quality value and technical-vocational institutions. By serving multiple segments of the market, all with high-quality offerings, we are able to continue to expand our enrollments during varying economic cycles. We believe there is no other public or private organization that commands comparable global reach or scale.

Our global network allows our institutions to bring their distinctive identities together with our proprietary international content, managerial best practices and international programs. Through collaboration across the global network, we can efficiently share academic curricula and resources, create dual degree programs and student exchanges, develop our faculty and incorporate best practices throughout the organization. In addition, our wide-ranging network allows us to continue to scale our business by facilitating the expansion of existing programs and campuses, the launch of new programs, the opening of new campuses in areas of high demand and the strategic acquisition and integration of new institutions into our network. For example, the resources and support of our global network have had a demonstrated impact on our Medicine & Health Sciences expansion effort, which has resulted in enrollment growth from approximately 75,000 students in 2009 to more than 200,000 students in 2014. Furthermore, the existing breadth of our network allows us to provide a high-quality educational experience to our students, while simultaneously accessing the broadest addressable market for our offerings.

In recognition of the benefits of our international scale, and in order to formalize our organizational focus on the opportunities presented by our established network, we created the Laureate Network Office ("LNO") in 2015. The LNO is an important resource that allows us, among other things, to better leverage our expertise in the online modality to increase the frequency and effectiveness of online and hybrid learning opportunities across the network.

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To further illustrate the breadth and diversity of our global network, the charts below show the mix of our geographic revenues, programs, modality and levels of study:

Attractive Financial Model.

Strong and Consistent Growth. We have a proven track record of delivering strong financial results through various economic cycles. From 2009 to 2014, our revenues and Adjusted EBITDA grew at a CAGR of 13.3% and 15.9%, respectively (13.3% and 15.4% on a constant currency basis, respectively). From 2009 to 2014, our net loss increased at a CAGR of 1.6% to $162.5 million for the year ended December 31, 2014. During this same period, we realized constant currency revenue growth of at least 10.3% every year. Adjusted for acquisitions, our average annual organic revenue growth over the same period was 9.9% (11.3% on a constant currency basis). For a reconciliation of Adjusted EBITDA to net loss, see " Summary Historical Consolidated Financial and Other Data."

Private Pay Model. Approximately 80% of our revenues for the year ended December 31, 2014 were generated from private pay sources. We believe students' and families' willingness to allocate personal resources to fund higher education at our institutions validates our strong value proposition.

Revenue Visibility Enhanced by Program Length and Strong Retention. The majority of the academic programs offered by our institutions last between three and five years, and approximately two thirds of our students were enrolled in programs of at least four years or more in duration, as of September 30, 2015. The length of our programs provides us with a high degree of revenue visibility, which historically has led to more predictable financial results. Given that our fall student intake is substantially completed by the end of September, we have visibility into approximately 70% of the following year's revenues, assuming retention and graduation rates in line with historical performance. We actively monitor and manage student retention because of the impact it has on student outcomes and our financial results. The historical annual student retention rate, which we define as the proportion of prior year students returning in the current year (excluding graduating students), of over 80% has not varied by more than 3% in any one year over the last five years. Given our high degree of revenue visibility, we are able to make attractive capital investments and execute other strategic initiatives to help drive sustainable growth in our business.

Attractive Return on Incremental Invested Capital ("ROIIC"). Our capital investments since inception have created significant scale and have also laid the foundation for continued strong organic growth. Given that we have already made foundational infrastructure investments in many of our core markets, we expect to recognize attractive returns on incremental invested capital deployed. As of December 31, 2014, our three-year ROIIC was 26.1%. For more information on ROIIC, see "Selected Historical Consolidated Financial and Other Data."

Proven Management Team. We have an experienced and talented senior management team, with strong international expertise from a wide variety of industry-leading global companies. Our executive officers have been with us an average of 11 years and have led our transformation into the largest global network of degree-granting higher education institutions in the world. Douglas L. Becker, our Chairman, Chief Executive Officer and founder, has led our Company since its inception in 1989 and has cultivated an entrepreneurial and collaborative management culture. This entrepreneurial leadership style has been complemented by an executive management team with broad global experience, enabling us to institute strong governance practices throughout our network. The strength of the management team has enabled the sharing of best practices, allowing us to capitalize on favorable market dynamics and leading to the successful integration of numerous institutions into the *Laureate International Universities* network. In addition, we have strong regional and local management teams with a deep understanding of the local markets, that are focused on meeting the needs of our students and communities, and maintaining key relationships with regulators and business leaders. Our management team has a proven track record of gaining the trust and respect of the many regulatory authorities that are critical to our business.

Our Growth Strategy

We intend to continue to focus on growing the *Laureate International Universities* network through the following key strategies:

Expand Programs, Demographics and Capacity. We will continue to focus on opportunities to expand our programs and the type of students that we serve, as well as our capacity in our markets to meet local demand. We also intend to continue to improve the performance of each of our institutions by adopting best practices that have been successful at other institutions in the *Laureate International Universities* network. We believe these initiatives will drive organic growth and provide an attractive return on capital. In particular, we intend to:

Add New Programs and Course Offerings. We will continue to develop new programs and course offerings to address the changing needs in the markets we serve by using shared curricula available through the network, and in consultation with leading local businesses. New programs and course offerings enable us to consistently provide a high-quality education that is desired by students and prospective employers. As we optimize our offerings to deliver courses in high-demand disciplines, we also believe we will be able to increase enrollment and improve utilization at institutions across our network.

Expand Target Student Demographics. In many of our markets, we use sophisticated analytical techniques to identify opportunities to provide quality education to new or underserved student populations where market demand is not being met, such as non-traditional students (e.g., working adults) who may value flexible scheduling options, as well as traditional students. Our ability to provide quality education to these underserved markets has provided additional growth to the *Laureate International Universities* network and we intend to leverage our management capabilities and local knowledge to further capitalize on these higher education opportunities in new and existing markets. As we expand in a particular country or region, we often develop tailored programs to address the unmet needs of these markets.

Increase Capacity at Existing and New Campus Locations. We will continue to make demand-driven investments in additional capacity throughout the *Laureate International Universities* network by expanding existing campuses and opening new campuses, including in new cities. We employ a highly analytical process based on economic and demographic trends, and demand data for the local market to determine when and where to expand capacity. When opening a new campus or expanding existing facilities, we use best practices that we have developed over more than the past decade to cost-effectively expedite the opening and development of that location.

We have successfully implemented these strategies at many of our institutions. For example, at UVM Mexico we grew total enrollments from approximately 37,000 students in 2002 to approximately 126,000 in 2014. This growth was the result of the introduction of new programs, including in the fields of health sciences, engineering and hospitality, the addition of 23 new campus locations (from 13 in 2002 to 36 in 2014), and the ability to serve new market segments such as working adults. While UVM Mexico has grown into the largest private institution in Mexico, our relentless focus on academic quality remains. In fact, UVM Mexico has improved from the 9th ranked institution in 2004 to the 4th ranked institution in 2015 according to *Guía Universitaria.*

Expand Penetration of Online and Hybrid Offerings. We intend to increase the number of our students who receive their education through fully online or hybrid programs to meet the growing demand of younger generations that continue to embrace technology. Over the past decade, the global population with Internet access has continued to grow, and Forrester Research, Inc. ("Forrester") estimates a total of 3.5 billion people will have Internet access by 2017, representing nearly half of the world's population. Additionally, in many of our markets, online education is becoming more accepted by regulators and education professionals as an effective means of providing quality higher education. As the quality and acceptance of online education increases globally, we plan to continue investing in both expanding our stand-alone online course offerings and enhancing our traditional campus-based course offerings via complementary online delivery, creating a hybrid delivery model. We believe our history of success with Walden University, a fully online institution in the United States, and our well-developed online program offerings will provide a considerable advantage over local competitors, enabling us to combine our strong local brands with our experience in delivering online education. Over the next five years, our goal is to increase the number of student credit hours taken online, which was less than 10% as of September 30, 2015, to approximately 25%. Some of our network institutions are already implementing online programs with significant progress being made. For example, at Universidad Europea de Madrid in Spain, approximately 19% of our students took at least one online course as of September 30, 2015. Our online initiative is designed to not only provide our students with access to the technology platforms and innovative programs they expect, but also to increase our enrollment in a more capital efficient manner, leveraging current infrastructure and improving classroom utilization.

Expand Presence in AMEA. AMEA represents the largest higher education market opportunity in the world with more than 120 million students enrolled in higher education institutions in 2013, according to UNESCO. Despite the large number of students enrolled, participation rates in the region suggest significantly underpenetrated enrollment given the strong imbalance between the supply and demand for higher education.

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In 2008, we entered the AMEA higher education market with our acquisition of an interest in INTI Education Group in Malaysia. In the last seven years, we have grown our AMEA footprint to include 22 institutions in seven countries, serving approximately 83,000 students as of September 30, 2015, representing an enrollment CAGR of approximately 23% since entering the region in 2008. Recent expansion in the AMEA region includes eight Colleges of Excellence in the Kingdom of Saudi Arabia, and our first institution in Sub-Saharan Africa in 2013, Monash South Africa. In anticipation of continued growth, we have made significant investments in the region, including hiring an experienced regional management team and establishing the infrastructure to help facilitate growth and further expand our footprint in the region. We plan to continue to expand our presence in AMEA by prioritizing markets based on demographic, market and regulatory factors, while seeking attractive returns on capital.

Accelerate Partnership and Services Model Globally. As the global leader in higher education, we believe we are well-positioned to capitalize on additional opportunities in the form of partnership and service models that are designed to address the growing needs of traditional institutions and governments around the world.

Increasingly more complex services and operating capabilities are required by higher education institutions to address the needs of students effectively, and we believe our expertise and knowledge will allow us to leverage our intellectual property and technology to serve this market need. We have partnered with traditional public and private education institutions as a provider of online services and we believe there will be opportunities to expand that platform under similar relationships with other prestigious independent institutions in the future. Additionally, we are continually adding to our suite of solutions, and we believe many of these products and services will provide additional contractual and licensing opportunities for us in the future. For example, in recent years we have significantly advanced our digital teaching and learning efforts through proprietary technology-enabled solutions such as:

- *OneFolio,* an online tool that connects Laureate faculty members, instructional designers, and learning architects to valuable digital resources they can use to enhance the student learning experience.

- *Laureate Languages,* which provides digital language learning solutions to our students and faculty in the areas of General English, Professional English and English for Academic Purposes, as well as teacher training and assessment.

Additionally, governments around the world are increasingly focused on increasing participation rates and often do not have an established or scalable public sector platform with the necessary expertise to accomplish that objective, and therefore are willing to fund private sector solutions. We believe our current partnership with the Kingdom of Saudi Arabia, where we were selected as their largest partner, is a demonstration of how our distinct portfolio of solutions differentiates us from other providers who participated in the selection process. We are in active discussion with other governments regarding similar partnerships, as well as other solutions that we can provide to existing and new partners, and we anticipate this could be a source of additional revenue for us in the future.

Increase Operating Efficiencies through Centralization and Standardization. In 2014, we launched *Excellence in Process* ("EiP") as an enterprise-wide initiative to optimize and standardize our processes to enable sustained growth and margin expansion. The program aims to enable vertical integration of procurement, information technology, finance, accounting and human resources, thus enabling us to fully leverage the growing size and scope of our local operations. Specifically, we have developed and begun to deploy regional shared services organizations ("SSOs") around the world, which will process most back-office and non-student facing transactions for the institutions in the *Laureate International Universities* network, such as accounting, finance and procurement. The implementation of EiP and regional SSOs are expected to generate significant cost savings throughout the network as we eliminate redundant processes and better leverage our global scale. In addition, centralized information

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technology, product development and content management will allow us to propagate best practices throughout the *Laureate International Universities* network and capitalize on efficiencies to help improve performance. We anticipate EiP will require an investment of approximately $180 million from 2015 to 2017, with the first significant investments already having been made in 2015. These investments have already begun to generate cost savings and, upon completion of the project, we expect these efficiencies to generate approximately $100 million in annual cost savings in 2019, while also enhancing our internal controls and the speed of integration of new acquisitions. We also believe these initiatives will enhance the student experience by improving the quality of our operations and by enabling additional reinvestment in facilities, faculty and course offerings.

Target Strategic Acquisitions. Since being taken private in August 2007, we have made 41 acquisitions with an aggregate purchase price of approximately $2.0 billion, including assumed debt. Substantially all of these acquisitions were completed through private negotiations and not as part of an auction process, which we believe demonstrates our standing as a partner of choice. We intend to continue to expand through the selective acquisition of institutions in new and existing markets. We employ a highly disciplined approach to acquisitions by focusing on key characteristics that make certain markets particularly attractive for private higher education, such as demographics, economic and social factors, the presence of a stable political environment and a regulatory climate that values private higher education. When we enter a new market or industry sector, we target institutions with well-regarded reputations and which are well-respected by regulators. We also invest time and resources to understand the managerial, financial and academic resources of the prospect and the resources we can bring to that institution. After an acquisition, we focus on organic growth and financial returns by applying best practices and integrating, both operationally and financially, the institution into the *Laureate International Universities* network, and we have a strong track record of success. For all the institutions we acquired between 1999 and September 30, 2010, we achieved average enrollment and revenue CAGRs of approximately 15% and approximately 20%, respectively, in the four full years following the first anniversary of the acquisition. Additionally, we bring programs and expertise to increase the quality and reputation of institutions after we acquire them, and assist them in earning new forms of licenses and accreditations. We believe our experienced management team, history of strong financial performance rooted in the successful integration of previous acquisitions, local contacts and cultural understanding makes us the leading choice for higher education institutions seeking to join an international educational network.

Our History and Sponsor

We were founded in 1989 as Sylvan Learning Systems, Inc., a provider of a broad array of supplemental and remedial educational services. In 1999, we made our first investment in global higher education with our acquisition of Universidad Europea de Madrid, and in 2001 we entered the market for online delivery of higher education services in the United States with our acquisition of Walden University. In 2003, we sold the principal operations that made up our then K-12 educational services business and certain venture investments deemed not strategic to our higher education business, and in 2004 we changed our name to Laureate Education, Inc. Between the time we sold the K-12 educational services business in 2003 and August 2007, we acquired nine institutions for an aggregate purchase price of approximately $160 million, including assumed debt, and entered seven new countries.

In August 2007, we were acquired in a leveraged buyout by a consortium of investment funds and other investors affiliated with or managed by, among others, Douglas L. Becker, our Chairman and Chief Executive Officer and founder, Steven M. Taslitz, a director of the Company, Kohlberg Kravis Roberts & Co. L.P. (together with its affiliates, "KKR"), Point72 Asset Management, Bregal Investments, StepStone Group, Sterling Partners and Snow Phipps Group (collectively, the "Wengen Investors"), for an aggregate total purchase price of $3.8 billion, including $1.7 billion of debt, all of which has been refinanced or replaced. See "Risk Factors Risks Relating to Our Indebtedness The

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fact that we have substantial debt could materially adversely affect our ability to raise additional capital to fund our operations and limit our ability to pursue our growth strategy or to react to changes in the economy or our industry." We believe that these investors have embraced our mission, commitment to academic quality and ongoing focus to provide a social benefit to the communities we serve.

Since being taken private in August 2007, we have undertaken several initiatives to continually improve the quality of our programs and outcomes for our students, while expanding our scale and geographic presence, and strengthening our organization and management team. From August 2007 to September 30, 2015, we completed 41 acquisitions with an aggregate purchase price of approximately $2 billion, including assumed debt, bringing our total institution count to 88, and entered 11 new countries.

In early 2013, International Finance Corporation ("IFC"), a member of the World Bank Group, the IFC Africa, Latin American and Caribbean Fund, LP and the Korea Investment Corporation (together with the IFC, the "IFC Investors") collectively invested $200 million in our common stock. IFC is a global development institution that helps developing countries achieve sustainable growth by financing investment in international financial markets and providing advisory services to businesses and governments.

In December 2013, the board of directors of Wengen and Laureate authorized the combination of Laureate and Laureate Education Asia Limited ("Laureate Asia"). Laureate Asia was a subsidiary of Wengen that provided higher education programs and services to students through a network of licensed institutions located in Australia, China, India, Malaysia and Thailand. Wengen transferred 100% of the equity of Laureate Asia to Laureate. The transaction is accounted for as a transfer between entities under common control and, accordingly, the accounts of Laureate Asia are retrospectively included in the financial statements and notes thereto included elsewhere in this prospectus.

Public Benefit Corporation Status

In October 2015, we redomiciled in Delaware as a public benefit corporation as a demonstration of our long-term commitment to our mission to benefit our students and society. Public benefit corporations are a relatively new class of corporations that are intended to produce a public benefit and to operate in a responsible and sustainable manner. Under Delaware law, public benefit corporations are required to identify in their certificate of incorporation the public benefit or benefits they will promote and their directors have a duty to manage the affairs of the corporation in a manner that balances the pecuniary interests of the stockholders, the best interests of those materially affected by the corporation's conduct, and the specific public benefit or public benefits identified in the public benefit corporation's certificate of incorporation. Public benefit corporations organized in Delaware are also required to publicly disclose at least biennially a report that assesses their public benefit performance, and may elect to measure that performance against an objective third-party standard. We have elected to have our public benefit performance assessed by B Lab, an independent non-profit organization, and B Lab has designated us a "Certified B Corporation."

We do not believe that an investment in the stock of a public benefit corporation differs materially from an investment in a corporation that is not designated as a public benefit corporation. We believe that our ongoing efforts to achieve our public benefit goals and the B Lab certification will not materially affect the financial interests of our stockholders. Holders of our Class A common stock will have voting, dividend and other economic rights that are the same as the rights of stockholders of a corporation that is not designated as a public benefit corporation. See "Risk Factors Risks Relating to Investing in Our Class A Common Stock As a public benefit corporation, our focus on a specific public benefit purpose and producing a positive effect for society may negatively influence our financial performance" and "Description of Capital Stock Public Benefit Corporation Status."

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Our public benefit, as provided in our certificate of incorporation, is: to produce a positive effect (or a reduction of negative effects) for society and persons by offering diverse education programs delivered online and on premises operated in the communities that we serve. By doing so, we believe that we provide greater access to cost-effective, high-quality higher education that enables more students to achieve their academic and career aspirations. Most of our operations are outside the United States, where there is a large and growing imbalance between the supply and demand for quality higher education. Our stated public benefit is firmly rooted in our company mission and our belief that when our students succeed, countries prosper and societies benefit. Becoming a public benefit corporation underscores our commitment to our purpose and our stakeholders, including students, regulators, employers, local communities and stockholders.

Risk Factors

We are subject to certain risks related to our industry and our business, and there are risks associated with investing in our Class A common stock. The risks set forth under the section entitled "Risk Factors" reflect risks and uncertainties that may materially adversely affect our business, prospects, financial condition, operating results and growth strategy. In summary, significant risks related to our business include:

- we are a global business with operations in 28 countries around the world and are subject to complex business, economic, legal, political, tax and foreign currency risks, which risks may be difficult to adequately address;

- if we do not effectively manage our growth and business, our results of operations may be materially adversely affected;

- if we cannot maintain student enrollments in our institutions and maintain tuition levels, our results of operations may be materially adversely affected;

- we have incurred net losses in each of the last three fiscal years;

- our institutions are subject to uncertain and varying laws and regulations, and any changes to these laws or regulations may materially adversely affect our business, financial condition and results of operations;

- our right to receive economic benefits from certain of the institutions that are organized as not-for-profit or non-stock entities, and that we account for as variable interest entities, may be limited;

- our ability to control our institutions may be materially adversely affected by changes in laws affecting higher education in certain countries in which we operate;

- the fact that we have substantial debt could adversely affect our ability to raise additional capital to fund our operations and limit our ability to pursue our growth strategy or to react to changes in the economy or our industry;

- the dual class structure of our common stock as contained in our certificate of incorporation has the effect of concentrating voting control with those stockholders who held our stock prior to this offering, including Wengen and our executive officers, employees and directors and their affiliates, and limiting your ability to influence corporate matters;

- we have two material weaknesses and if we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be materially adversely affected; and

as a public benefit corporation, our focus on a specific public benefit purpose and producing a positive effect for society may cause our board of directors to make decisions that may not be in the best interests of our stockholders.

In connection with your investment decision, you should review the section of this prospectus entitled "Risk Factors."

Corporate Information

Our principal executive offices are located at 650 S. Exeter Street, Baltimore, Maryland 21202. Our telephone number is (410) 843-6100. Our website is accessible through www.laureate.net. Information on, or accessible through, our website is not part of, and is not incorporated into, this prospectus.

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THE OFFERING

Class A common stock offered by us	shares
Class A common stock to be outstanding after this offering	shares, representing a % voting interest (or shares, representing a % voting interest, if the underwriters exercise in full their option to purchase additional shares of Class A common stock).
Class B common stock to be outstanding after this offering	shares, representing a % voting interest (or a % voting interest, if the underwriters exercise in full their option to purchase additional shares of Class A common stock).
Underwriters' option to purchase additional shares of our Class A common stock	We have granted the underwriters an option to purchase up to additional shares of Class A common stock at the initial public offering price for a period of 30 days from the date of this prospectus.
Use of proceeds	We estimate that our net proceeds from the sale of shares of our Class A common stock being offered by us pursuant to this prospectus at an assumed initial public offering price of $ per share, the midpoint of the range set forth on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, will be approximately $ million. We intend to use the net proceeds of this offering to repay certain of our outstanding indebtedness and for general corporate purposes, which may include working capital. See "Use of Proceeds."
Dividend policy	We do not intend to pay dividends on our Class A common stock following this offering. Any declaration and payment of future dividends to holders of our Class A common stock may be limited by restrictive covenants in our debt agreements, and will be at the sole discretion of our board of directors and will depend on many factors, including our financial condition, earnings, capital requirements, level of indebtedness, statutory and contractual restrictions applicable to the payment of dividends and other considerations that our board of directors deems relevant. See "Dividend Policy."
Risk factors	Please read "Risk Factors" and other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in our Class A common stock.

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Conflicts of interest	Affiliates of KKR beneficially own (through their investment in Wengen) in excess of 10% of our issued and outstanding common stock. Because KKR Capital Markets LLC, an affiliate of KKR, is an underwriter and KKR's affiliates beneficially own in excess of 10% of our issued and outstanding common stock, KKR Capital Markets LLC is deemed to have a "conflict of interest" under Rule 5121 ("Rule 5121") of the Financial Industry Regulatory Authority, Inc. ("FINRA"). Accordingly, this offering is being made in compliance with the requirements of Rule 5121. Pursuant to that rule, the appointment of a "qualified independent underwriter" is not required in connection with this offering as the members primarily responsible for managing the public offering do not have a conflict of interest, are not affiliates of any member that has a conflict of interest and meet the requirements of paragraph (f)(12)(E) of Rule 5121. KKR Capital Markets LLC will not confirm sales of the securities to any account over which it exercises discretionary authority without the specific written approval of the account holder. See "Underwriting (Conflicts of Interest)."
Proposed symbol	LAUR

The total number of shares of our Class A and Class B common stock outstanding after this offering is based on no shares of our Class A common stock and 531,764,835 shares of our Class B common stock outstanding, as of September 30, 2015, and excludes the following shares:

- 531,764,835 shares of Class A common stock issuable upon the conversion of our Class B common stock that will be outstanding after this offering;

- 47,601,583 shares of Class B common stock issuable upon the exercise of total stock options outstanding as of September 30, 2015 at a weighted average exercise price of $6.48 per share;

- 299,939 shares of Class B common stock that are subject to forfeiture and substantial restrictions on transfer;

- shares of Class B common stock issuable in connection with two stock-based deferred compensation arrangements (one, for the benefit of Mr. Becker, the "Executive DCP" and, together, the "stock-based DCPs"), assuming an initial public offering price of $ per share, which is the midpoint of the range set forth on the cover page of this prospectus;

- shares of Class B common stock issuable upon exercise of options to be granted to Mr. Becker at the consummation of this offering in exchange for the liquidation of certain profits interests he holds in Wengen (the "Executive Profits Interests"), assuming an initial public offering price of $ per share, which is the midpoint of the range set forth on the cover page of this prospectus;

- 5,534,644 shares of common stock available for additional grants under the Laureate Education, Inc. 2013 Long-Term Incentive Plan, which grants will be for Class B common stock if granted prior to the completion of this offering and for Class A common stock if granted after the completion of this offering; and

- 29,724 shares of Class B common stock reserved for issuance under the Laureate Education, Inc. Deferred Compensation Plan, as amended and restated effective January 1, 2009 (the "Post-2004 DCP").

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Unless otherwise stated, information in this prospectus (except for the historical financial statements) assumes:

- the reclassification of our existing common stock into an equivalent number of shares of our Class B common stock and the authorization of our Class A common stock;

- that our amended and restated certificate of incorporation, which we will file in connection with the completion of this offering, is in effect;

- that our amended and restated bylaws, which we will adopt in connection with the completion of this offering, are in effect; and

- no exercise by the underwriters of their option to purchase additional shares of Class A common stock from us in this offering.

The information in this prospectus does not reflect a to reverse stock split of our common stock that we intend to effect prior to the effectiveness of the registration statement of which this prospectus is a part.

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SUMMARY HISTORICAL CONSOLIDATED FINANCIAL AND OTHER DATA

Set forth below are summary historical consolidated financial data of Laureate Education, Inc., at the dates and for the periods indicated. The summary historical statements of operations data and statements of cash flows data for the fiscal years ended December 31, 2014, 2013 and 2012 have been derived from our historical audited consolidated financial statements included elsewhere in this prospectus. The unaudited historical consolidated statements of operations data and statements of cash flows data for the nine months ended September 30, 2015 and 2014 and the unaudited consolidated balance sheet data as of September 30, 2015, have been derived from our historical unaudited consolidated financial statements included elsewhere in this prospectus. We have prepared the unaudited financial information on the same basis as the audited consolidated financial statements and have included, in our opinion, all adjustments that we consider necessary for a fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of our future results. The data should be read in conjunction with the consolidated financial statements and related notes and other financial information included therein. See accompanying historical financial statements of FMU Group and Sociedade Educacional Sul-Rio-Grandense Ltda., as well as the pro forma financial statements included elsewhere in this prospectus, which are included because these two acquisitions met the significance thresholds of Rule 3-05 of Regulation S-X.

The summary historical consolidated financial and other data should be read in conjunction with "Selected Historical Consolidated Financial and Other Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this prospectus.

	Nine Months Ended September 30,		Fiscal Year Ended December 31,		
(Dollar amounts in thousands, except per share amounts)	**2015**	**2014**	**2014**	**2013**	**2012**
	(unaudited)				
Consolidated Statements of Operations:					
Revenues	$ 3,141,156	$ 3,085,473	$ 4,414,682	$ 3,913,881	$ 3,567,117
Costs and expenses:					
Direct costs	2,795,027	2,789,469	3,838,179	3,418,449	3,148,530
General and administrative expenses	134,103	100,946	151,215	141,197	110,078
Loss on impairment of assets		16,454	125,788	33,582	58,329
Operating income	212,026	178,604	299,500	320,653	250,180
Interest income	9,924	19,344	21,822	21,805	19,467
Interest expense	(300,145)	(279,118)	(385,754)	(350,196)	(307,728)
Loss on debt extinguishment	(1,263)		(22,984)	(1,361)	(4,421)
(Loss) gain on derivatives	(2,618)	(2,020)	(3,101)	6,631	(63,234)
Loss from regulatory changes(1)					(43,716)
Other income (expense), net	1,268	(73)	(1,184)	7,499	(5,533)
Foreign currency exchange (loss) gain, net	(139,416)	(72,293)	(109,970)	(3,102)	14,401
(Loss) income from continuing operations before income taxes and equity in net income (loss) of affiliates	(220,224)	(155,556)	(201,671)	1,929	(140,584)
Income tax (expense) benefit	(81,587)	(54,402)	39,060	(91,246)	(68,061)
Equity in net income (loss) of affiliates, net of tax	2,106	(127)	158	(905)	(8,702)
Loss from continuing operations	(299,705)	(210,085)	(162,453)	(90,222)	(217,347)
Income from discontinued operations, net of tax of $0, $0, $0, $0, and $787, respectively				796	4,384
Gain on sales of discontinued operations, net of tax of $0, $0, $0, $1,864 and $179, respectively				4,350	3,308
Net loss	(299,705)	(210,085)	(162,453)	(85,076)	(209,655)
Net loss attributable to noncontrolling interests	124	4,832	4,162	15,398	8,597
Net loss attributable to Laureate Education, Inc.	$ (299,581)	$ (205,253)	$ (158,291)	$ (69,678)	$ (201,058)

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(Dollar amounts in thousands, except per share amounts)	Nine Months Ended September 30, 2015	Nine Months Ended September 30, 2014	Fiscal Year Ended December 31, 2014	Fiscal Year Ended December 31, 2013	Fiscal Year Ended December 31, 2012
	(unaudited)	(unaudited)			
Net loss per share attributable to common stockholders					
Basic	$ (0.57)	$ (0.40)	$ (0.31)	$ (0.15)	$ (0.40)
Diluted	$ (0.57)	$ (0.40)	$ (0.31)	$ (0.15)	$ (0.40)
Weighted-average common stock used to compute net loss per share attributable to common stockholders					
Basic	531,765	530,401	530,467	527,935	506,063
Diluted	531,765	530,401	530,467	527,935	506,063
Consolidated Statements of Cash Flows:					
Net cash provided by operating activities of continuing operations	$ 220,295	$ 230,103	$ 269,156	$ 277,202	$ 245,653
Net cash used in investing activities of continuing operations	(41,324)	(351,555)	(489,181)	(889,083)	(453,747)
Net cash provided by financing activities of continuing operations	12,056	125,166	172,586	756,663	124,825
Net cash provided by (used in) operating activities of discontinued operations				344	(6,190)
Net cash used in investing activities of discontinued operations					(149)
Net cash provided by (used in) discontinued operations				344	(6,339)
Effects of exchange rate changes on cash	(34,221)	(37,100)	(50,877)	(12,531)	2,712
Business acquisitions, net of cash acquired	(6,705)	(277,614)	(287,945)	(177,550)	203
Payments of contingent consideration for acquisitions				(5,674)	
Segment Data:					
Revenues:					
LatAm	$ 1,775,287	$ 1,750,809	$ 2,532,451	$ 2,340,867	$ 2,135,176
Europe	297,482	330,929	499,261	469,733	434,571
AMEA	305,949	278,346	395,907	194,060	158,476
GPS	767,943	727,267	998,154	911,023	852,886
Corporate	(5,505)	(1,878)	(11,091)	(1,802)	(13,992)
Total revenues	$ 3,141,156	$ 3,085,473	$ 4,414,682	$ 3,913,881	$ 3,567,117
Adjusted EBITDA(2):					
LatAm	$ 323,143	$ 318,165	$ 541,975	$ 466,664	$ 380,254
Europe	23,128	23,502	71,116	74,591	73,757
AMEA	36,627	16,173	28,580	(5,177)	(5,939)
GPS	176,848	154,010	226,208	204,068	191,095
Corporate	(83,881)	(66,371)	(94,354)	(93,674)	(92,134)
Total Adjusted EBITDA(2)	$ 475,865	$ 445,479	$ 773,525	$ 646,472	$ 547,033
Other Data:					
Total enrollments (rounded to the nearest thousand):					

LatAm	809,000	767,000	752,000	617,000	559,000
Europe	53,000	46,000	51,000	47,000	42,000
AMEA	83,000	77,000	77,000	61,000	44,000
GPS	81,000	77,000	79,000	78,000	76,000
Total	1,026,000	967,000	959,000	803,000	721,000
New enrollments (rounded to the nearest hundred):					
LatAm	384,600	340,400	344,700	315,400	300,700
Europe	9,100	8,200	20,200	18,500	16,500
AMEA	38,900	39,400	42,100	20,600	17,600
GPS	34,700	32,300	42,600	40,500	41,600
Total	467,300	420,300	449,600	395,000	376,400

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(Dollar amounts in thousands)	As of September 30, 2015 Actual	As Adjusted(3)
	(unaudited)	
Consolidated Balance Sheets:		
Cash and cash equivalents (includes VIE amounts of $167,346)	$ 618,390	$
Restricted cash(4)	147,690	
Net working capital (deficit) (including cash and cash equivalents)	(413,314)	
Property and equipment, net	2,271,027	
Goodwill	2,125,846	
Tradenames and accreditations	1,363,515	
Other intangible assets, net	57,593	
Total assets (includes VIE amounts of $1,476,293)	7,845,987	
Total debt, including due to shareholders of acquired companies(5)	4,662,924	
Deferred compensation	118,072	
Redeemable noncontrolling interests and equity	49,142	
Total Laureate Education, Inc. stockholders' equity	369,376	

(1) Represents a loss of $43.7 million from regulatory changes resulting from the deconsolidation of Universidad de Las Américas ("UDLA Ecuador") at the end of the third quarter of 2012.

(2) We define Adjusted EBITDA as net loss, *before* gain on sales of discontinued operations, net of tax, income from discontinued operations, net of tax, equity in net (income) loss of affiliates, net of tax, income tax expense (benefit), foreign currency exchange loss (income), net, other (income) expense, net, loss from regulatory changes (for 2012), loss (gain) on derivatives, loss on debt extinguishment, interest expense and interest income, *plus* depreciation and amortization, stock-based compensation expense, loss on impairment of assets and expenses related to implementation of our EiP initiative. When we review Adjusted EBITDA on a segment basis, we exclude inter-segment revenues and expenses that eliminate in consolidation. Adjusted EBITDA is used in addition to and in conjunction with results presented in accordance with generally accepted accounting principles in the United States ("GAAP") and should not be relied upon to the exclusion of GAAP financial measures.

We have included Adjusted EBITDA in this prospectus because it is a key measure used by our management and board of directors to understand and evaluate our core operating performance and trends, to prepare and approve our annual budget and to develop short- and long-term operational plans. In particular, the exclusion of certain expenses in calculating Adjusted EBITDA can provide a useful measure for period-to-period comparisons of our core business. Additionally, Adjusted EBITDA is a key financial measure used by the compensation committee of our board of directors and our Chief Executive Officer in connection with the payment of incentive compensation to our executive officers and other members of our management team. Accordingly, we believe that Adjusted EBITDA provides useful information to investors and others in understanding and evaluating our operating results in the same manner as our management and board of directors.

Our use of Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation or as a substitute for analysis of our results as reported under GAAP. Some of these limitations are:

- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized may have to be replaced in the future, and Adjusted EBITDA does not reflect cash capital expenditure requirements for such replacements or for new capital expenditure requirements;
- Adjusted EBITDA does not include impairment charges on long-lived assets;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;

Adjusted EBITDA does not consider the potentially dilutive impact of equity-based compensation;

Adjusted EBITDA does not reflect expenses related to implementation of our EiP program to optimize and standardize our processes; and

Adjusted EBITDA does not reflect tax payments that may represent a reduction in cash available to us.

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Other companies may calculate Adjusted EBITDA differently than the way we do, limiting the usefulness of these items as comparative measures. We believe that the inclusion of Adjusted EBITDA in this prospectus is appropriate to provide additional information to investors about our business. While management believes that these measures provide useful information to investors, the SEC may require that Adjusted EBITDA be presented differently or not at all in filings made with the SEC.

Because of these limitations, you should consider Adjusted EBITDA alongside other financial performance measures, including various cash flow metrics, net loss and our other GAAP results. The following unaudited table sets forth a reconciliation of Adjusted EBITDA to net loss for the periods indicated:

	Nine Months Ended September 30,		**Fiscal Year Ended December 31,**		
(Dollar amounts in thousands)	**2015**	**2014**	**2014**	**2013**	**2012**
** **					