

Groenwald Susan
Form 4
February 12, 2018

FORM 4

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

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

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Groenwald Susan

2. Issuer Name **and** Ticker or Trading
Symbol
Adtalem Global Education Inc.
[ATGE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
500 WEST MONROE, 28TH
FLOOR

3. Date of Earliest Transaction
(Month/Day/Year)
02/09/2018

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
President, Chamberlain

(Street)
CHICAGO, IL 60661

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock ⁽¹⁾ | 02/09/2018 | | M | | 5,082 | A | \$ 45.2534 | 34,876 | D |
| Common Stock ⁽¹⁾ | 02/09/2018 | | M | | 4,316 | A | \$ 45.2534 | 39,192 | D |
| Common Stock ⁽¹⁾ | 02/09/2018 | | F | | 4,790 | D | \$ 45.2534 | 34,402 | D |
| Common Stock ⁽¹⁾ | 02/09/2018 | | M | | 11,643 | A | \$ 45.2534 | 46,045 | D |
| Common Stock ⁽¹⁾ | 02/09/2018 | | M | | 12,084 | A | \$ 45.2534 | 58,129 | D |

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| | | | | | | | |
|----------------------------|------------|---|--------|---|---------------|--------|---|
| Common Stock <u>(1)</u> | 02/09/2018 | M | 9,650 | A | \$ 45.2534 | 67,779 | D |
| Common Stock <u>(1)</u> | 02/09/2018 | M | 5,318 | A | \$ 45.2534 | 73,097 | D |
| Common Stock <u>(1)</u> | 02/09/2018 | S | 38,695 | D | \$ 45.2534 | 34,402 | D |

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|--|--|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Incentive Stock Option (Right to Buy) | \$ 18.6 | 02/09/2018 | | M | 5,082 | 08/29/2013 ⁽²⁾ 08/29/2022 | Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 28.32 | 02/09/2018 | | M | 4,316 | 08/21/2014 ⁽²⁾ 08/21/2023 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 18.6 | 02/09/2018 | | M | 11,643 | 08/29/2013 ⁽²⁾ 08/29/2022 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 28.32 | 02/09/2018 | | M | 12,084 | 08/21/2014 ⁽²⁾ 08/21/2023 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 26.23 | 02/09/2018 | | M | 9,650 | 08/26/2016 ⁽²⁾ 08/26/2025 | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 23.78 | 02/09/2018 | | M | 5,318 | 08/25/2017 ⁽²⁾ 08/25/2026 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Groenwald Susan 500 WEST MONROE 28TH FLOOR CHICAGO, IL 60661 | | | President, Chamberlain | |

Signatures

/s/ Robert P. Sieland for Susan
Groenwald

02/12/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Includes restricted stock units which represent a right to receive one share of common stock for each restricted stock unit. Each restricted stock units vest 25% on the anniversary of the original grant date and is fully-vested on the four year anniversary of the grant date.
- (2) This option vests at 25% per year and will be fully vested at the end of the 4th year. This option was issued in two parts - one as an incentive stock option (ISO), and the other as a non-qualified stock option (NQSO) due to the ISO limitations.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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