

LAUREATE EDUCATION, INC.
Form SC 13D
March 26, 2007

**UNITED STATES
SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No.)*

OMB APPROVAL
OMB Number:
3235-0145

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2009

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burden hours per
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LAUREATE EDUCATION, INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

518613 10 4

(CUSIP Number)

Douglas L. Becker

c/o Fund Management Services, LLC

6225 Smith Avenue

Suite 210

Baltimore, Maryland 21209

(443) 703-1700

Copy to:

Jeffrey R. Patt, Esq.

Katten Muchin Rosenman LLP

525 West Monroe Street

Suite 1900

Chicago, Illinois 60661

(312) 902-5200

Peter A. Nussbaum, Esq.

S.A.C. Capital Advisors, LLC

72 Cummings Point Road

Stamford, CT 06902

(203) 890-2000

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 13, 2007

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Douglas L. Becker
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | |
|-----|-------------------------------------|
| 7. | Sole Voting Power
1,784,291 |
| 8. | Shared Voting Power
200,625 |
| 9. | Sole Dispositive Power
1,784,291 |
| 10. | Shared Dispositive Power
200,625 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
1,984,916*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
3.7%**
14. Type of Reporting Person (See Instructions)
IN

* Includes (i) 131,780 shares of Laureate Common Stock (as defined in Item 1) that Mr. Douglas Becker may be deemed to beneficially own as settlor of the Irrevocable Grantor Retained Annuity Trust No. 11, (ii) 68,845 shares of Laureate Common Stock that Mr. Douglas Becker may be deemed to beneficially own as settlor of The Irrevocable BBHT II IDGT Dtd. 2/19/03 trust, and (iii) 1,544,260 shares of Laureate Common Stock that may be acquired upon exercise of options that are exercisable as of the date of this Statement (as defined in Item 2) or within 60 days hereafter. Mr. Douglas Becker expressly disclaims any and all beneficial ownership of any shares of Laureate Common Stock held by the Irrevocable Grantor Retained Annuity Trust No. 11 and The Irrevocable BBHT II IDGT Dtd. 2/19/03 trust.

** Based on 51,881,859 outstanding shares of Laureate Common Stock as of March 15, 2007 (as reported in the preliminary Proxy Statement filed by the Issuer under Regulation 14A of the Act on March 16, 2007 (the Proxy Statement)).

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CUSIP No. 518613 10 4

- | | |
|-----|--|
| 1. | Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
R. Christopher Hoehn-Saric |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
PF |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
U.S.A. |
| 7. | Sole Voting Power
1,354,763* |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
1,354,763* |
| 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
1,354,763* |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
2.6%** |
| 14. | Type of Reporting Person (See Instructions)
IN |

* Includes 1,031,677 shares of Laureate Common Stock that may be acquired upon exercise of options that are exercisable as of the date of this Statement or within 60 days hereafter.

** Based on 51,881,859 outstanding shares of Laureate Common Stock as of March 15, 2007 (as reported in the Proxy Statement).

CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Steven M. Taslitz
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | | |
|---|-----|------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
268,845 |
| | 8. | Shared Voting Power
68,845 |
| | 9. | Sole Dispositive Power
200,000 |
| | 10. | Shared Dispositive Power
68,845 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
268,845*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.5%**
 14. Type of Reporting Person (See Instructions)
IN

* Includes 68,845 shares of Laureate Common Stock that Mr. Taslitz may be deemed to beneficially own as co-trustee and business and investment advisor of the KJT Gift Trust. Mr. Taslitz expressly disclaims any and all beneficial ownership of such shares.

** Based on 51,881,859 outstanding shares of Laureate Common Stock as of March 15, 2007 (as reported in the Proxy Statement).

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CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Eric D. Becker
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
PF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
U.S.A.
- | | | |
|---|-----|------------------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 7. | Sole Voting Power
268,845 |
| | 8. | Shared Voting Power
7,485* |
| | 9. | Sole Dispositive Power
268,845 |
| | 10. | Shared Dispositive Power
7,485* |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
276,330*
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0.5%**
 14. Type of Reporting Person (See Instructions)
IN

* Includes 7,485 shares of Laureate Common Stock held directly by Mr. Eric Becker's spouse. Mr. Eric Becker expressly disclaims any and all beneficial ownership of such shares.

** Based on 51,881,859 outstanding shares of Laureate Common Stock as of March 15, 2007 (as reported in the Proxy Statement).

5

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CUSIP No. 518613 10 4

- | | |
|-----|--|
| 1. | Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Sigma Capital Management, LLC |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
AF |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
40,000* |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
40,000* |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
40,000* |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0.1%** |
| 14. | Type of Reporting Person (See Instructions)
OO |

* Represents 40,000 shares of Laureate Common Stock held by Sigma Capital Associates, LLC. Pursuant to an investment management agreement, Sigma Capital Management, LLC exercises investment and voting power with respect to the shares of Laureate Common Stock held by Sigma Capital Associates, LLC. Steven A. Cohen controls Sigma Capital Management, LLC. Sigma Capital Management, LLC is owned by S.A.C. Capital Management, LLC, and Mr. Cohen directly and indirectly owns all of the equity interests of S.A.C. Capital Management, LLC.

** Based on 51,881,859 outstanding shares of Laureate Common Stock as of March 15, 2007 (as reported in the Proxy Statement).

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CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Steven A. Cohen
2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
3. SEC Use Only
4. Source of Funds (See Instructions)
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
U.S.A.

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

- | | | |
|-----|--------------------------|---------|
| 7. | Sole Voting Power | 0 |
| 8. | Shared Voting Power | 40,000* |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 40,000* |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
40,000*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0.1%**
14. Type of Reporting Person (See Instructions)
IN

* Represents 40,000 shares of Laureate Common Stock held by Sigma Capital Associates, LLC. Pursuant to an investment management agreement, Sigma Capital Management, LLC exercises investment and voting power with respect to the shares of Laureate Common Stock held by Sigma Capital Associates, LLC. Steven A. Cohen controls Sigma Capital Management, LLC. Sigma Capital Management, LLC is owned by S.A.C. Capital Management, LLC, and Mr. Cohen directly and indirectly owns all of the equity interests of S.A.C. Capital Management, LLC.

** Based on 51,881,859 outstanding shares of Laureate Common Stock as of March 15, 2007 (as reported in the Proxy Statement).

CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Citigroup Capital Partners II 2007 Citigroup Investment, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|-------------------------------|
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
PN

8

CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
CGI CPE LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|-------------------------------|
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
0 |
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0%
 14. Type of Reporting Person (See Instructions)
OO

CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
CGI Private Equity LP, LLC
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
AF
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | |
|-----|-------------------------------|
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0%
 14. Type of Reporting Person (See Instructions)
OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

10

CUSIP No. 518613 10 4

- | | |
|-----|--|
| 1. | Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Citicorp Banking Corporation |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions)
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3. | SEC Use Only |
| 4. | Source of Funds (See Instructions)
AF |
| 5. | Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6. | Citizenship or Place of Organization
Delaware |
| 7. | Sole Voting Power
0 |
| 8. | Shared Voting Power
0 |
| 9. | Sole Dispositive Power
0 |
| 10. | Shared Dispositive Power
0 |
| 11. | Aggregate Amount Beneficially Owned by Each Reporting Person
0 |
| 12. | Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="radio"/> |
| 13. | Percent of Class Represented by Amount in Row (11)
0% |
| 14. | Type of Reporting Person (See Instructions)
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Citigroup Capital Partners II Employee Master Fund, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | | |
|---|-----|--------------------------|---|
| | 7. | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 0 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0%
 14. Type of Reporting Person (See Instructions)
PN

12

CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Citigroup Capital Partners II Onshore, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Delaware
- | | | |
|-----|--------------------------|---|
| 7. | Sole Voting Power | 0 |
| 8. | Shared Voting Power | 0 |
| 9. | Sole Dispositive Power | 0 |
| 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
0%
14. Type of Reporting Person (See Instructions)
PN

13

CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Citigroup Capital Partners II Cayman Holdings, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)	<input type="radio"/>
(b)	<input checked="" type="radio"/>
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Cayman Islands
- | | | | |
|---|-----|--------------------------|---|
| | 7. | Sole Voting Power | 0 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8. | Shared Voting Power | 0 |
| | 9. | Sole Dispositive Power | 0 |
| | 10. | Shared Dispositive Power | 0 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
0
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
0%
 14. Type of Reporting Person (See Instructions)
PN

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CUSIP No. 518613 10 4

1. Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
Citigroup Private Equity LP
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power
0
8. Shared Voting Power
0
9. Sole Dispositive Power
0
- 10.