

Groenwald Susan
Form 4
February 12, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
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)

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

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

500 WEST MONROE, 28TH FLOOR

(Street)

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

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

CHICAGO, IL 60661

(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 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	

Edgar Filing: Groenwald Susan - Form 4

Common Stock ⁽¹⁾	02/09/2018	M	9,650	A	\$ 45.2534	67,779	D
Common Stock ⁽¹⁾	02/09/2018	M	5,318	A	\$ 45.2534	73,097	D
Common Stock ⁽¹⁾	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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Underlying Security (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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.