

LORAINÉ DONNA M

Form 4

February 15, 2018

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *
LORAINÉ DONNA M2. 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
FLOOR3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2018☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, Carrington Colleges

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock ⁽¹⁾	02/13/2018		M		2,025	A	\$ 45.55
Common Stock ⁽¹⁾	02/13/2018		M		6,475	A	\$ 45.55
Common Stock ⁽¹⁾	02/13/2018		M		2,987	A	\$ 45.55
Common Stock ⁽¹⁾	02/13/2018		M		1,063	A	\$ 45.55
Common Stock ⁽¹⁾	02/13/2018		M		2,150	A	\$ 45.55

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Common Stock <u>(1)</u>	02/13/2018	M	2,150	A	\$ 45.55	26,063	D
Common Stock <u>(1)</u>	02/13/2018	S	16,850	D	\$ 45.55	9,213	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 Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (Right to Buy)	\$ 23.78	02/13/2018		M		2,025		08/25/2017 ⁽²⁾	08/25/2026	Common Stock	2
Incentive Stock Option (Right to Buy)	\$ 28.32	02/13/2018		M		6,475		08/21/2014 ⁽²⁾	08/21/2023	Common Stock	6
Incentive Stock Option (Right to Buy)	\$ 41.87	02/13/2018		M		2,987		08/24/2012 ⁽³⁾	08/24/2021	Common Stock	2
Non-qualified Stock Option (Right to Buy)	\$ 41.87	02/13/2018		M		1,063		08/24/2012 ⁽³⁾	08/24/2021	Common Stock	1
Non-qualified Stock Option (Right to Buy)	\$ 38.71	02/13/2018		M		2,150		08/27/2011 ⁽³⁾	08/27/2020	Common Stock	2
Incentive Stock Option (Right to Buy)	\$ 38.71	02/13/2018		M		2,150		08/27/2011 ⁽³⁾	08/27/2020	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LORAIN DONNA M 500 WEST MONROE 28TH FLOOR CHICAGO, IL 60661			President, Carrington Colleges	

Signatures

/s/ Robert P. Sieland for Donna M. Loraine	02/15/2018
<u> </u> 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. These restricted stock units vest 25% on the anniversary of the original grant date and are fully-vested on the four year anniversary of the grant date.
- (2) This option vests at 25% per year. This option will be fully vested at the end of the 4th year.
- (3) 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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