

LORAIN DONNA M

Form 4

August 31, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LORAIN DONNA M

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)
08/29/2018

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

(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	08/29/2018		M		2,025	A \$ 47.79	12,682	D	
Common Stock	08/29/2018		M		1,529	A \$ 47.76	14,211	D	
Common Stock	08/29/2018		M		339	A \$ 47.79	14,550	D	
Common Stock	08/29/2018		S		2,025	D \$ 47.79	12,525	D	
Common Stock	08/29/2018		S		1,529	D \$ 47.76	10,996	D	

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Common Stock	08/29/2018	S	339	D	\$ 47.79	10,657	D
Common Stock ⁽¹⁾	08/29/2018	S	3,956	D	\$ 47.75	6,701	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 of 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	08/29/2018		M	2,025	08/25/2017	08/25/2026	Common Stock	2,025
Incentive Stock Option (Right to Buy)	\$ 33.9	08/29/2018		M	1,529	08/23/2018	08/23/2027	Common Stock	1,529
Non-qualified Stock Option (Right to Buy)	\$ 33.9	08/29/2018		M	339	08/23/2018	08/23/2027	Common Stock	339

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/ Stephen W. Beard for Donna
Loraine

08/31/2018

__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 common stock acquired upon lapsing of restrictions of performance-based restricted stock units, known as "Performance Shares" at Adtalem Global Education Inc. and common stock acquired upon vesting of restricted stock.

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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