

DEVRY EDUCATION GROUP INC.

Form 4

August 26, 2016

**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 \*  
International Value Advisers, LLC

2. Issuer Name **and** Ticker or Trading  
Symbol  
DEVRY EDUCATION GROUP  
INC. [DV]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/24/2016

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

717 FIFTH AVENUE, 10TH  
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  
\_X\_ Form filed by More than One Reporting  
Person

NEW YORK, NY 10022

(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                    | 08/24/2016                           |                                                    | S                              |                                                                   | 3      | D \$ 23.97       | 141                                                                                           | I                                                        | See Footnote (1)                                      |
| Common Stock                    | 08/25/2016                           |                                                    | S                              |                                                                   | 2      | D \$ 23.82       | 139                                                                                           | I                                                        | See Footnote (1)                                      |
| Common Stock                    | 08/24/2016                           |                                                    | S                              |                                                                   | 1,536  | D \$ 23.97       | 72,533                                                                                        | I                                                        | See Footnote (2)                                      |
| Common                          | 08/25/2016                           |                                                    | S                              |                                                                   | 1,228  | D \$             | 71,305                                                                                        | I                                                        | See                                                   |

## Edgar Filing: DEVRY EDUCATION GROUP INC. - Form 4

|                 |            |   |    |   |             |       |   |  |                        |
|-----------------|------------|---|----|---|-------------|-------|---|--|------------------------|
| Stock           |            |   |    |   | 23.82       |       |   |  | Footnote<br>(2)        |
| Common<br>Stock | 08/24/2016 | S | 33 | D | \$<br>23.97 | 1,554 | I |  | See<br>Footnote<br>(3) |
| Common<br>Stock | 08/25/2016 | S | 26 | D | \$<br>23.82 | 1,528 | I |  | See<br>Footnote<br>(3) |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 6) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                       | Expiration<br>Date                                  | Title<br>or<br>Number<br>of<br>Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                           | Director      | 10% Owner | Officer | Other |
| International Value Advisers, LLC<br>717 FIFTH AVENUE<br>10TH FLOOR<br>NEW YORK, NY 10022 |               | X         |         |       |
| DE VAULX CHARLES<br>717 FIFTH AVENUE, 10TH FLOOR<br>NEW YORK, NY 10022                    |               | X         |         |       |
| DE LARDEMELLE CHARLES<br>717 FIFTH AVENUE, 10TH FLOOR<br>NEW YORK, NY 10022               |               | X         |         |       |

## Signatures

Michael W. Malafronte, Managing Partner of International Value Advisers,  
LLC

08/26/2016

\_\_Signature of Reporting Person

Date

Charles de Vaultx

08/26/2016

\_\_Signature of Reporting Person

Date

Charles de Lardemelle

08/26/2016

\_\_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).

- International Value Advisers, LLC ("IVA"), as the managing member of IVA Global Master Fund, L.P.'s (the "Partnership") general
- (1) partner, may be deemed to have a pecuniary interest in the general partner's proportionate interest in the shares of common stock ("Shares") of DeVry Education Group Inc. (the "Issuer") held by the Partnership.
  - (2) Charles de Vaultx, as the Chief Investment Officer, Portfolio Manager and a managing member of IVA, has a pecuniary interest in his proportionate interest in the Shares of the Issuer held by the Partnership.
  - (3) Charles de Lardemelle, as the Portfolio Manager and a managing member of IVA, has a pecuniary interest in his proportionate interest in the Shares of the Issuer held by the Partnership.

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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