

Edgar Filing: STRAYER EDUCATION INC - Form SC 13D/A

STRAYER EDUCATION INC
Form SC 13D/A
February 25, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Amendment No. 5)

Under the Securities Exchange Act of 1934

Strayer Education, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

863236105
(CUSIP Number)

James T. Byrnes, Jr.
Taunus Corporation
31 West 52nd Street
New York, New York 10019
212-469-5000

with copies to:
Timothy Goodell, Esq.
White & Case LLP
1155 Avenue of the Americas
New York, NY 10036
212-819-8200

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

February 21, 2003
(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Taunus Corporation* I.R.S. Identification No. 13-4060471

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS
N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED []
PURSUANT TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
State of Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,867
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 10,475
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,867

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.11%

14 TYPE OF REPORTING PERSON
CO

* In accordance with Release No. 34-39538 (January 12, 1998), this filing reflects the securities beneficially owned by Taunus Corporation, a holding company that is a wholly owned subsidiary of Deutsche Bank A.G. Taunus Corporation is a separate operating unit of Deutsche Bank A.G. This filing does not reflect securities beneficially owned by any other business unit of Deutsche Bank A.G., and Taunus Corporation expressly disclaims beneficial ownership of any such securities.

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Strayer Education, Inc.

This Amendment No. 5 amends and terminates the Schedule 13D filed on March

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26, 2001 ("Schedule 13D"), as amended by Amendment No. 1 to Schedule 13D filed on May 21, 2001 ("Amendment No. 1"), Amendment No. 2 to Schedule 13D filed on October 9, 2002 ("Amendment No. 2"), Amendment No. 3 to Schedule 13D filed on November 15, 2002 ("Amendment No. 3") and as further amended by Amendment No. 4 to Schedule 13D filed on November 21, 2002 ("Amendment No. 4"), relating to the shares of common stock, \$0.01 par value per share ("Common Stock"), of Strayer Education, Inc., a Maryland corporation (the "Company"), the principal executive offices of which are located at 1025 15th Street, N.W. Washington D.C. 20005. Terms not otherwise defined herein shall have the respective meaning given to such terms in the Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3 or Amendment No. 4, as applicable.

This Amendment No. 5 to the Schedule 13D terminates the filing obligations of Taunus Corporation ("Taunus"), because Taunus is currently the beneficial owner of less than 5% of the Common Stock. As part of the transaction among DB Capital Partners L.P., MidOcean Partners, L.P. (the "Buyer") and various other parties on February 21, 2003, the securities positions held by DB Capital Partners L.P. were transferred to the Buyer.

Item 5. Interest in Securities of the Issuer

The response to this item is deleted in its entirety and replaced by the following:

"(a) As of the date of this Amendment No. 5, Taunus may be deemed to be the beneficial owner of 6,615 shares of Common Stock owned by Deutsche Bank Securities Inc. ("DBSI") (formerly known as Deutsche Banc Alex. Brown Inc.), a wholly-owned subsidiary of Taunus. In addition, Taunus may be deemed to be the beneficial owner of 4,952 shares of Common Stock owned by Deutsche Bank Trust Company Americas ("DBTCA"), a wholly-owned subsidiary of Taunus. Taunus also may be deemed to be the beneficial owner of 300 shares of Common Stock owned by Deutsche Bank AG, London Branch ("DBAG London"), a wholly-owned subsidiary of Taunus, which when aggregated with the 6,615 and 4,952 shares of Common Stock which Taunus may be deemed to beneficially own as a result of the beneficial ownership of DBSI and DBTCA, constitutes beneficial ownership by Taunus of approximately 0.11% of the total number of the shares of outstanding Common Stock. Accordingly, Taunus's obligation to file reports on Schedule 13D has terminated.

(b) Not applicable.

(c) Not applicable.

(d) Not applicable.

(e) As of February 21, 2003, Taunus ceased to be the beneficial owner of more than five percent of the shares of Common Stock."

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 25, 2003

TAUNUS CORPORATION

By: /s/JAMES WILHELM

Name: James Wilhelm
Title: Assistant Secretary

By: /s/SONJA K. OLSEN

Name: Sonja K. Olsen
Title: Assistant Secretary