

LAUREATE EDUCATION, INC.  
Form SC 13G  
May 29, 2018

\*\*

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

**SCHEDULE 13G**

(Amendment No. )\*

Under the Securities Exchange Act of 1934

**Laureate Education, Inc.**

(Name of Issuer)

**Class A Common Stock, \$0.001 par value per share**

(Title of Class of Securities)

**518613203**

(CUSIP Number)

**April 23, 2018**

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). AESI II, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 143,719 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 143,719 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 143,719 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) PN

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CUSIP No. 518613203

1	Name of Reporting Persons.		
	I.R.S. Identification Nos. of Above Persons (Entities Only).		
	Apollo European Strategic Management, L.P.		
2	Check the Appropriate Box if a Member of a Group (See Instructions)		
	(a)	<input type="radio"/>	
	(b)	<input type="radio"/>	
3	SEC Use Only		
4	Citizenship or Place of Organization		
	Delaware		
		5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:		6	Shared Voting Power 143,719 shares of Common Stock
		7	Sole Dispositive Power
		8	Shared Dispositive Power 143,719 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person		
	143,719 shares of Common Stock		
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)		<input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9)		
	0.2%		
12	Type of Reporting Person (See Instructions)		
	PN		

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo European Strategic Management GP, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 143,719 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 143,719 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 143,719 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Centre Street Partnership, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 <input type="checkbox"/> Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 <input type="checkbox"/> Shared Voting Power 397,954 shares of Common Stock
	7 <input type="checkbox"/> Sole Dispositive Power
	8 <input type="checkbox"/> Shared Dispositive Power 397,954 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 397,954 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.4%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Centre Street Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 397,954 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 397,954 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 397,954 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.4%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Zeus Investments, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 214,250 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 214,250 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 214,250 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) PN



CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Zeus Strategic Advisors, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 214,250 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 214,250 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 214,250 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Zeus Strategic Advisors, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 214,250 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 214,250 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	214,250 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	0.2%	
12	Type of Reporting Person (See Instructions)	
	OO	

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). APH Holdings (DC), L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 214,250 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 214,250 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 214,250 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Principal Holdings IV GP, Ltd.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 214,250 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 214,250 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 214,250 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) CO

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Credit Opportunity Trading Fund III	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 1,809,743 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 1,809,743 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	1,809,743 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	2.0%	
12	Type of Reporting Person (See Instructions)	
	PN	

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Opportunity Fund III LP
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 1,809,743 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 1,809,743 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,809,743 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 2.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Opportunity Fund (Offshore) III LP
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 1,809,743 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 1,809,743 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,809,743 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 2.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Credit Opportunity Management III LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 1,809,743 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 1,809,743 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 1,809,743 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 2.0%
12	Type of Reporting Person (See Instructions) OO



CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). AP Investment Europe III, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 120,338 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 120,338 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 120,338 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Europe Management III, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 120,338 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 120,338 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 120,338 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Hercules Partners, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input checked="" type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 162,408 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 162,408 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 162,408 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.2%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Hercules Management, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 162,408 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 162,408 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	162,408 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	0.2%	
12	Type of Reporting Person (See Instructions)	
	OO	

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Union Street Partners, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Cayman Islands
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 118,127 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 118,127 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 118,127 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Union Street Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 118,127 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 118,127 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 118,127 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Thunder Partners, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 135,336 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 135,336 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 135,336 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Thunder Management, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 135,336 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 135,336 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	135,336 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	0.1%	
12	Type of Reporting Person (See Instructions)	
	OO	



CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Kings Alley Credit Fund, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 135,405 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 135,405 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 135,405 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Kings Alley Credit Fund Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 135,405 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 135,405 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 135,405 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Lincoln Private Credit Fund, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 132,049 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 132,049 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 132,049 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.1%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Lincoln Private Credit Management, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 132,049 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 132,049 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	132,049 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	0.1%	
12	Type of Reporting Person (See Instructions)	
	OO	

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo A-N Credit Fund (Delaware), L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 8,590 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 8,590 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,590 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo A-N Credit Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 8,590 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 8,590 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 8,590 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.0%
12	Type of Reporting Person (See Instructions) OO

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Tower Credit Fund, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 343,360 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 343,360 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 343,360 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.4%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Tower Credit Management, LLC
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5
	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6
	Shared Voting Power 343,360 shares of Common Stock
	7
	Sole Dispositive Power
	8
	Shared Dispositive Power 343,360 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 343,360 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 0.4%
12	Type of Reporting Person (See Instructions) OO



CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Special Situations Fund, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 3,921,281 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 3,921,281 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	3,921,281 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	4.3%	
12	Type of Reporting Person (See Instructions)	
	PN	

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Special Situations Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 3,921,281 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 3,921,281 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 3,921,281 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 4.3%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.
	I.R.S. Identification Nos. of Above Persons (Entities Only). Apollo Capital Management, L.P.
2	Check the Appropriate Box if a Member of a Group (See Instructions)
	(a) <input type="radio"/>
	(b) <input type="radio"/>
3	SEC Use Only
4	Citizenship or Place of Organization Delaware
	5 Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6 Shared Voting Power 7,642,560 shares of Common Stock
	7 Sole Dispositive Power
	8 Shared Dispositive Power 7,642,560 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person 7,642,560 shares of Common Stock
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) <input checked="" type="checkbox"/>
11	Percent of Class Represented by Amount in Row (9) 8.4%
12	Type of Reporting Person (See Instructions) PN

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Capital Management GP, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 7,642,560 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 7,642,560 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	7,642,560 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	8.4%	
12	Type of Reporting Person (See Instructions)	
	OO	

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Management Holdings, L.P.	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 7,642,560 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 7,642,560 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	7,642,560 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	8.4%	
12	Type of Reporting Person (See Instructions)	
	PN	

CUSIP No. 518613203

1	Name of Reporting Persons.	
	I.R.S. Identification Nos. of Above Persons (Entities Only).	
	Apollo Management Holdings GP, LLC	
2	Check the Appropriate Box if a Member of a Group (See Instructions)	
	(a)	o
	(b)	o
3	SEC Use Only	
4	Citizenship or Place of Organization	
	Delaware	
	5	Sole Voting Power
Number of Shares Beneficially Owned by Each Reporting Person With:	6	Shared Voting Power 7,642,560 shares of Common Stock
	7	Sole Dispositive Power
	8	Shared Dispositive Power 7,642,560 shares of Common Stock
9	Aggregate Amount Beneficially Owned by Each Reporting Person	
	7,642,560 shares of Common Stock	
10	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	x
11	Percent of Class Represented by Amount in Row (9)	
	8.4%	
12	Type of Reporting Person (See Instructions)	
	OO	

**Item 1.**

- (a) Name of Issuer  
Laureate Education, Inc.
- (b) Address of Issuer's Principal Executive Offices  
650 South Exeter Street  
Baltimore, MD 21202

**Item 2.**

- (a) Name of Person Filing  
This statement is filed by: (i) AESI II, L.P. ( AESI ), (ii) Apollo European Strategic Management, L.P. ( Euro Management ), (iii) Apollo European Strategic Management GP, LLC ( Euro Management GP ), (iv) Apollo Centre Street Partnership, L.P. ( Centre Street ), (v) Apollo Centre Street Management, LLC ( Centre Street Management ), (vi) Zeus Investments, L.P. ( Zeus LP ), (vii) Apollo Zeus Strategic Advisors, L.P. ( Zeus Advisors LP ), (viii) Apollo Zeus Strategic Advisors, LLC ( Zeus Advisors GP ), (ix) APH Holdings (DC), L.P. ( APH Holdings (DC) ), (x) Apollo Principal Holdings IV GP, Ltd. ( Principal IV GP ), (xi) Apollo Credit Opportunity Trading Fund III ( Opportunity Trading Fund ), (xii) Apollo Credit Opportunity Fund III LP ( Credit Opportunity Fund ), (xiii) Apollo Credit Opportunity Fund (Offshore) III LP ( Credit Opportunity Fund (Offshore) ), (xiv) Apollo Credit Opportunity Management III LLC ( Credit Opportunity Management ), (xv) AP Investment Europe III, L.P. ( AP IE III ), (xvi) Apollo Europe Management III, LLC ( Euro Management III ), (xvii) Apollo Hercules Partners, L.P. ( Hercules LP ), (xviii) Apollo Hercules Management, LLC ( Hercules Management ), (xix) Apollo Union Street Partners, L.P. ( Union Street ), (xx) Apollo Union Street Management, LLC ( Union Street Management ), (xxi) Apollo Thunder Partners, L.P. ( Thunder Partners ), (xxii) Apollo Thunder Management, LLC ( Thunder Management ), (xxiii) Apollo Kings Alley Credit Fund, L.P. ( Kings Alley ), (xxiv) Apollo Kings Alley Credit Fund Management, LLC ( Kings Alley Management ), (xxv) Apollo Lincoln Private Credit Fund, L.P. ( Lincoln Fund ), (xxvi) Apollo Lincoln Private Credit Management, LLC ( Lincoln Management ), (xxvii) Apollo A-N Credit Fund (Delaware), L.P. ( A-N Credit ), (xxviii) Apollo A-N Credit Management, LLC ( A-N Credit Management ), (xxix) Apollo Tower Credit Fund, L.P. ( Tower Credit ), (xxx) Apollo Tower Credit Management, LLC ( Tower Credit Management ), (xxxi) Apollo Special Situations Fund, L.P. ( Special Situations ), (xxxii) Apollo Special Situations Management, L.P. ( Special Situations Management ), (xxxiii) Apollo Capital Management, L.P. ( Capital Management ), (xxxiv) Apollo Capital Management GP, LLC ( Capital Management GP ), (xxxv) Apollo Management Holdings, L.P. ( Management Holdings ), and (xxxvi) Apollo Management Holdings GP, LLC ( Management Holdings GP ). The foregoing are collectively referred to herein as the Reporting Persons.

AESI, Centre Street, Zeus LP, Opportunity Trading Fund, AP IE III, Hercules LP, Union Street LP, Thunder Partners, Kings Alley, Lincoln Fund, A-N Credit, Tower Credit, and Special Situations each hold shares of Common Stock of the Issuer.

Euro Management serves as the investment manager of AESI. Euro Management GP serves as the general partner of Euro Management. Centre Street Management serves as the investment manager of Centre Street.



Zeus Advisors LP serves as the general partner of Zeus LP, and Zeus Advisors GP serves as the general partner of Zeus Advisors LP. APH Holdings (DC) serves as the sole member of Zeus Advisors GP. Principal IV GP serves as the general partner of APH Holdings (DC).

Credit Opportunity Fund and Credit Opportunity Fund (Offshore) each serve as general partners of Opportunity Trading Fund. Credit Opportunity Management serves as the investment manager of Opportunity Trading Fund.

Euro Management III serves as the investment manager of AP IE III. Hercules Management serves as the investment manager of Hercules LP. Union Street Management serves as the investment manager of Union Street LP. Thunder Management serves as the investment manager of Thunder Partners. Kings Alley Management serves as the investment manager of Kings Alley.

Lincoln Management serves as the investment manager of Lincoln Fund. A-N Credit Management serves as the investment manager for A-N Credit. Tower Credit Management serves as the investment manager of Tower Credit. Special Situations Management serves as the investment manager of Special Situations.

Capital Management serves as the sole member of each of Euro Management GP, Centre Street Management, Apollo Zeus Strategic Management, LLC, Credit Opportunity Management, Euro Management GP, Euro Management III, Apollo Hercules Management, LLC, Apollo Union Street Management, LLC, Thunder Management, Kings Alley Management, Lincoln Management, A-N Credit Management, Tower Credit Management and Special Situations Management. Capital Management GP serves as the general partner of Capital Management. Management Holdings serves as the sole member-manager of Capital Management GP, and Management Holdings GP serves as the general partner of Management Holdings.

- (b) Address of Principal Business Office or, if none, Residence
- The principal office of each of AESI, Centre Street, Centre Street Management, Zeus LP, Zeus Advisors LP, Zeus Advisors GP, Opportunity Trading Fund, Credit Opportunity Fund, Credit Opportunity Fund (Offshore), AP IE III, Union Street, Thunder Partners, Kings Alley, Lincoln Fund, A-N Credit, Tower Credit, Special Situations is One Manhattanville Road, Suite 201, Purchase, New York 10577. The principal office of each of Euro Management, Euro Management GP, Credit Opportunity Management, Euro Management III, Hercules LP, Hercules Management, Union Street Management, Thunder Management, Kings Alley Management, Lincoln Management, A-N Credit Management, Tower Credit Management, Special Situations Management, Capital Management, Capital Management GP, Management Holdings and Management Holdings GP is 9 W. 57th Street, 43rd Floor, New York, New York 10019. The principal office of each of APH Holdings (DC) and Principal IV GP is c/o Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands.

- (c) Citizenship  
AESI, Zeus LP, Zeus Advisors LP, APH Holdings (DC), AP IE III, Hercules LP, and Union Street, are each exempted limited partnerships registered in the Cayman Islands.

Euro Management, Centre Street, Credit Opportunity Fund, Credit Opportunity Fund (Offshore), Thunder Partners, Kings Alley, Lincoln Fund, A-N Credit, Tower Credit, Special Situations, Special Situations Management, Capital Management and Management Holdings are each Delaware limited partnerships.

Euro Management GP, Centre Street Management, Zeus Advisors GP, Credit Opportunity Management, Euro Management III, Hercules Management, Union Street Management, Thunder Management, Kings Alley Management, Lincoln Management, A-N Credit Management, Tower Credit Management, Capital Management GP and Management Holdings GP are each Delaware limited liability companies.

Opportunity Trading Fund is a Delaware general partnership.

- (d) Principal IV GP is an exempted company incorporated in the Cayman Islands with limited liability.  
Title of Class of Securities  
Class A Common Stock, \$0.001 par value per share (the Common Stock ).
- (e) CUSIP Number  
518613203

**Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:**  
Not applicable.

**Item 4. Ownership.**

(a) Amount beneficially owned:

	As of April 23, 2018	As of the date hereof
AESI	214,167	143,719
Euro Management	214,167	143,719
Euro Management GP	214,167	143,719
Centre Street	592,960	397,954
Centre Street Management	592,960	397,954
Zeus LP	319,227	214,250
Zeus Advisors LP	319,227	214,250
Zeus Advisors GP	319,227	214,250
APH Holdings (DC)	319,227	214,250
Principal IV GP	319,227	214,250
Opportunity Trading Fund	2,696,544	1,809,743
Credit Opportunity Fund	2,696,544	1,809,743
Credit Opportunity Fund (Offshore)	2,696,544	1,809,743
Credit Opportunity Management	2,696,544	1,809,743
AP IE III	179,318	120,338
Euro Management III	179,318	120,338
Hercules LP	241,992	162,408
Hercules Management	241,992	162,408
Union Street	176,001	118,127
Union Street Management	176,001	118,127
Thunder Partners	201,660	135,336
Thunder Management	201,660	135,336
Kings Alley	201,660	135,405
Kings Alley Management	201,660	135,405
Lincoln Fund	196,750	132,049
Lincoln Management	196,750	132,049
A-N Credit	12,818	8,590
A-N Credit Management	12,818	8,590
Tower Credit	511,606	343,360
Tower Credit Management	511,606	343,360
Special Situations	5,744,824	3,921,281
Special Situations Management	5,744,824	3,921,281
Capital Management	11,289,643	7,642,560
Capital Management GP	11,289,643	7,642,560
Management Holdings	11,289,643	7,642,560
Management Holdings GP	11,289,643	7,642,560

Each of the Reporting Persons disclaims beneficial ownership of all shares of the Common Stock included in this report other than the shares of Common Stock held of record by such Reporting Person, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose. Each of the other Reporting Persons, and Messrs. Leon Black, Joshua Harris and Marc Rowan, the directors of Principal IV GP, and the managers, as well as executive officers, of

Management Holdings GP, disclaims beneficial ownership of all shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

## (b) Percent of class:

	As of April 23, 2018	As of the date hereof
AESI	0.2%	0.2%
Euro Management	0.2%	0.2%
Euro Management GP	0.2%	0.2%
Centre Street	0.6%	0.4%
Centre Street Management	0.6%	0.4%
Zeus LP	0.3%	0.2%
Zeus Advisors LP	0.3%	0.2%
Zeus Advisors GP	0.3%	0.2%
APH Holdings (DC)	0.3%	0.2%
Principal IV GP	0.3%	0.2%
Opportunity Trading Fund	2.9%	2.0%
Credit Opportunity Fund	2.9%	2.0%
Credit Opportunity Fund (Offshore)	2.9%	2.0%
Credit Opportunity Management	2.9%	2.0%
AP IE III	0.2%	0.1%
Euro Management III	0.2%	0.1%
Hercules LP	0.3%	0.2%
Hercules Management	0.3%	0.2%
Union Street	0.2%	0.1%
Union Street Management	0.2%	0.1%
Thunder Partners	0.2%	0.1%
Thunder Management	0.2%	0.1%
Kings Alley	0.2%	0.1%
Kings Alley Management	0.2%	0.1%
Lincoln Fund	0.2%	0.1%
Lincoln Management	0.2%	0.1%
A-N Credit	0.0%	0.0%
A-N Credit Management	0.0%	0.0%
Tower Credit	0.6%	0.4%
Tower Credit Management	0.6%	0.4%
Special Situations	6.3%	4.3%
Special Situations Management	6.3%	4.3%
Capital Management	12.3%	8.4%
Capital Management GP	12.3%	8.4%
Management Holdings	12.3%	8.4%
Management Holdings GP	12.3%	8.4%

The percentage amounts are based on 55,275,228 shares of Common Stock outstanding as of April 20, 2018 and giving effect to the 36,142,759 shares of Common Stock issued in connection with the conversion of all the issued and outstanding shares of the Issuer's Series A Convertible Redeemable Preferred

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Stock on April 23, 2018, as reported in the Issuer's Registration Statement on Form S-3ASR filed with the SEC on April 23, 2018.

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:  
0 for all Reporting Persons
- (ii) Shared power to vote or to direct the vote:

	As of April 23, 2018	As of the date hereof
AESI	214,167	143,719
Euro Management	214,167	143,719
Euro Management GP	214,167	143,719
Centre Street	592,960	397,954
Centre Street Management	592,960	397,954
Zeus LP	319,227	214,250
Zeus Advisors LP	319,227	214,250
Zeus Advisors GP	319,227	214,250
APH Holdings (DC)	319,227	214,250
Principal IV GP	319,227	214,250
Opportunity Trading Fund	2,696,544	1,809,743
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AP IE III	179,318	120,338
Euro Management III	179,318	120,338
Hercules LP	241,992	162,408
Hercules Management	241,992	162,408
Union Street	176,001	118,127
Union Street Management	176,001	118,127
Thunder Partners	201,660	135,336
Thunder Partners Management	201,660	135,336
Kings Alley	201,660	135,405
Kings Alley Management	201,660	135,405
Lincoln Fund	196,750	132,049
Lincoln Management	196,750	132,049
A-N Credit	12,818	8,590
A-N Credit Management	12,818	8,590
Tower Credit	511,606	343,360
Tower Credit Management	511,606	343,360
Special Situations	5,744,824	3,921,281
Special Situations Management	5,744,824	3,921,281
Capital Management	11,289,643	7,642,560
Capital Management GP	11,289,643	7,642,560
Management Holdings	11,289,643	7,642,560
Management Holdings GP	11,289,643	7,642,560

(iii) Sole power to dispose or to direct the disposition of:

0 for all Reporting Persons

(iv) Shared power to dispose or to direct the disposition of:

	As of April 23, 2018	As of the date hereof
AESI	214,167	143,719
Euro Management	214,167	143,719
Euro Management GP	214,167	143,719
Centre Street	592,960	397,954
Centre Street Management	592,960	397,954
Zeus LP	319,227	214,250
Zeus Advisors LP	319,227	214,250
Zeus Advisors GP	319,227	214,250
APH Holdings (DC)	319,227	214,250
Principal IV GP	319,227	214,250
Opportunity Trading Fund	2,696,544	1,809,743
Credit Opportunity Fund	2,696,544	1,809,743
Credit Opportunity Fund (Offshore)	2,696,544	1,809,743
Credit Opportunity Management	2,696,544	1,809,743
AP IE III	179,318	120,338
Euro Management III	179,318	120,338
Hercules LP	241,992	162,408
Hercules Management	241,992	162,408
Union Street	176,001	118,127
Union Street Management	176,001	118,127
Thunder Partners	201,660	135,336
Thunder Partners Management	201,660	135,336
Kings Alley	201,660	135,405
Kings Alley Management	201,660	135,405
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Lincoln Management	196,750	132,049
A-N Credit	12,818	8,590
A-N Credit Management	12,818	8,590
Tower Credit	511,606	343,360
Tower Credit Management	511,606	343,360
Special Situations	5,744,824	3,921,281
Special Situations Management	5,744,824	3,921,281
Capital Management	11,289,643	7,642,560
Capital Management GP	11,289,643	7,642,560
Management Holdings	11,289,643	7,642,560
Management Holdings GP	11,289,643	7,642,560

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7.**

Not applicable.

**Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.**

**Item 8.**

Not applicable.

**Identification and Classification of Members of the Group.**

**Item 9.**

Not applicable.

**Notice of Dissolution of Group.**

**Item 10.**

Not applicable.

**Certification.**

[The remainder of this page intentionally left blank.]



**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.

Date: May 29, 2018

AESI II, L.P.

By: AES Advisors II, L.P.  
its general partner

By: AES Advisors II GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO EUROPEAN STRATEGIC MANAGEMENT, L.P.

By: Apollo European Strategic Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO EUROPEAN STRATEGIC MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CENTRE STREET PARTNERSHIP, L.P.

By: Apollo Centre Street Advisors (APO DC), L.P.  
its general partner

By: Apollo Centre Street Advisors (APO DC-GP), LLC  
Its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President



APOLLO CENTRE STREET MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

ZEUS INVESTMENTS, L.P.

By: Apollo Zeus Strategic Advisors, L.P.  
its general partner

By: Apollo Zeus Strategic Advisors, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO ZEUS STRATEGIC ADVISORS, L.P.

By: Apollo Zeus Strategic Advisors, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO ZEUS STRATEGIC ADVISORS, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APH HOLDINGS (DC), L.P.

By: Apollo Principal Holdings IV GP, Ltd.  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO PRINCIPAL HOLDINGS IV GP, LTD.

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CREDIT OPPORTUNITY TRADING FUND III

By: Apollo Credit Opportunity Fund III LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC GP) LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

By: Apollo Credit Opportunity Fund (Offshore) III LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC GP) LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CREDIT OPPORTUNITY FUND III LP

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC GP) LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CREDIT OPPORTUNITY FUND (OFFSHORE) III LP

By: Apollo Credit Opportunity Advisors III (APO FC) LP  
its general partner

By: Apollo Credit Opportunity Advisors III (APO FC GP) LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CREDIT OPPORTUNITY MANAGEMENT III LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

AP INVESTMENT EUROPE III, L.P.

By: Apollo Europe Advisors III, L.P.  
its investment manager

By: Apollo Zeus Strategic Advisors, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO EUROPE MANAGEMENT III, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO HERCULES PARTNERS, L.P.

By: Apollo Hercules Advisors, L.P.  
its general partner

By: Apollo Hercules Advisors GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO HERCULES MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO UNION STREET PARTNERS, L.P.

By: Apollo Union Street Advisors, L.P.  
its general partner

By: Apollo Union Street Capital Management, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO UNION STREET MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO THUNDER PARTNERS, L.P.

By: Apollo Thunder Advisors, L.P.  
its general partner

By: Apollo Thunder Advisors GP, Ltd.  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO THUNDER MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President and Secretary

APOLLO KINGS ALLEY CREDIT FUND, L.P.

By: Apollo Kings Alleys Credit Advisors, L.P.  
its general partner

By: Apollo Kings Alley Credit Capital Management, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO KINGS ALLEY CREDIT FUND MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President and Secretary

APOLLO LINCOLN PRIVATE CREDIT FUND, L.P.

By: Apollo Lincoln Private Credit Advisors (APO DC), L.P.  
its general partner

By: Apollo Lincoln Private Credit Advisors (APO DC-GP),  
LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO LINCOLN PRIVATE CREDIT MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO A-N CREDIT FUND (DELAWARE), L.P.

By: Apollo A-N Credit Advisors (APO FC Delaware), L.P.  
its general partner

By: Apollo A-N Credit Advisors (APO FC-GP), LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO A-N CREDIT MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO TOWER CREDIT FUND, L.P.

By: Apollo Tower Credit Advisors, L.P.  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO TOWER CREDIT MANAGEMENT, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President and Secretary

APOLLO SPECIAL SITUATIONS FUND, L.P.

By: Apollo Special Situations Advisors, L.P.  
its general partner

By: Apollo Special Situations Advisors GP  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President

APOLLO SPECIAL SITUATIONS MANAGEMENT, L.P.

By: Apollo Special Situations Management, LLC  
its general partner

By: /s/ Laurie D. Medley  
Name: Laurie D. Medley  
Title: Vice President



APOLLO CAPITAL MANAGEMENT, L.P.

By: Apollo Capital Management GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO CAPITAL MANAGEMENT GP, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC  
its general partner

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Joseph D. Glatt  
Name: Joseph D. Glatt  
Title: Vice President