

Heath Chad N.
Form 3
November 19, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Heath Chad N.		(Month/Day/Year)	Grand Canyon Education, Inc. [LOPE]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
601 WEST FIFTH STREET,		11/19/2008	(Check all applicable)	
SUITE 700			<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(Street)			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
LOS ANGELES,Â CAÂ 90071			(give title below) (specify below)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
------------------------------------	--	---	--

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

(Instr. 5)

Series A Preferred Stock	Â (1)	Â (1)	Common Stock	4,213 ⁽¹⁾ ₍₂₎	\$ ⁽¹⁾ ₍₂₎	I	Endeavour Capital Fund IV, L.P.
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	258 ⁽¹⁾ ₍₂₎	\$ ⁽¹⁾ ₍₂₎	I	Endeavor Associates Fund IV, L.P.
Series A Preferred Stock	Â (1)	Â (1)	Common Stock	477 ⁽¹⁾ ₍₂₎	\$ ⁽¹⁾ ₍₂₎	I	Endeavor Capital Parallel Fund IV, L.P.
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	1,426.09 ⁽²⁾ ₍₃₎	\$ ⁽³⁾ ₍₃₎	I	Endeavour Capital Fund IV, L.P.
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	87.44 ⁽²⁾ ₍₃₎	\$ ⁽³⁾ ₍₃₎	I	Endeavor Associates Fund IV, L.P.
Series C Preferred Stock	Â (3)	Â (3)	Common Stock	161.48 ⁽²⁾ ₍₃₎	\$ ⁽³⁾ ₍₃₎	I	Endeavor Capital Parallel Fund IV, L.P.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Heath Chad N. 601 WEST FIFTH STREET, SUITE 700 LOS ANGELES, CA 90071	Â X	Â X	Â	Â

Signatures

/s/ Lyn Bickle,
Attorney-in-Fact

11/19/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) Upon the closing of the initial public offering of the Issuer's Common Stock, each share of Series A Preferred Stock will automatically convert into 1,826 shares of the Issuer's Common Stock, for no additional consideration.

- (2) Mr. Heath is a managing director of Endeavour Capital IV, LLC the general partner of Endeavour Capital Fund IV, L.P., Endeavor Associates Fund IV, L.P. and Endeavour Capital Parallel Fund IV, L.P. Mr. Heath disclaims beneficial ownership of these shares except to the extent of his pecuniary interest therein.

- (3) Upon the closing of the initial public offering of the Issuer's Common Stock, each share of Series C Preferred Stock will automatically convert into shares of the Issuer's Common Stock based on a conversion price equal to the initial public offering price per share, for no additional consideration.

Â

Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Edgar Filing: Heath Chad N. - Form 3

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.