

LORAINÉ DONNA M
Form 4
August 31, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LORAINÉ 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

(Street)

CHICAGO, IL 60661

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
08/29/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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 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 <u>(1)</u> | 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) | 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 |
| LORAINÉ DONNA M 500 WEST MONROE 28TH FLOOR CHICAGO, IL 60661 | | | President, Carrington Colleges | |

Signatures

/s/ Stephen W. Beard for Donna
Lorraine

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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