

SILBERMAN ROBERT S
Form 4
August 06, 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 *
SILBERMAN ROBERT S

(Last) (First) (Middle)
2303 DULLES STATION BLVD.
(Street)

HERNDON, VA 20171

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Strategic Education, Inc. [STRA]

3. Date of Earliest Transaction
(Month/Day/Year)
08/02/2018

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Executive Chairman

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 | 08/02/2018 | | M | | 33,000 A \$ 51.95 | 337,793 ⁽¹⁾ | D |
| Common Stock | 08/02/2018 | | S | | 6,900 D \$ 122.11 | 330,893 ₍₂₎ | D |
| Common Stock | 08/02/2018 | | S | | 11,915 D \$ 122.94 | 318,978 ₍₃₎ | D |
| Common Stock | 08/02/2018 | | S | | 5,039 D \$ 123.85 | 313,939 ₍₄₎ | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|-------------------|--------|---------|---|
| Common Stock | 08/02/2018 | S | 2,825 | D | \$ <u>(5)</u> | 125.21 | 311,114 | D |
| Common Stock | 08/02/2018 | S | 3,021 | D | \$ <u>(6)</u> | 126.14 | 308,093 | D |
| Common Stock | 08/02/2018 | S | 2,100 | D | \$ <u>(7)</u> | 127.1 | 305,993 | D |
| Common Stock | 08/02/2018 | S | 900 | D | \$ <u>(8)</u> | 128.26 | 305,093 | D |
| Common Stock | 08/02/2018 | S | 300 | D | \$ | 130 | 304,793 | D |
| Common Stock | 08/03/2018 | M | 33,000 | A | \$ | 51.95 | 337,793 | D |
| Common Stock | 08/03/2018 | S | 18,502 | D | \$ <u>(9)</u> | 122.98 | 319,291 | D |
| Common Stock | 08/03/2018 | S | 6,262 | D | \$ <u>(10)</u> | 123.7 | 313,029 | D |
| Common Stock | 08/03/2018 | S | 2,716 | D | \$ <u>(11)</u> | 125.25 | 310,313 | D |
| Common Stock | 08/03/2018 | S | 3,120 | D | \$ <u>(12)</u> | 125.78 | 307,193 | D |
| Common Stock | 08/03/2018 | S | 2,400 | D | \$ <u>(13)</u> | 126.96 | 304,793 | D |
| Common Stock | 08/06/2018 | M | 34,000 | A | \$ | 51.95 | 338,793 | D |
| Common Stock | 08/06/2018 | S | 30,662 | D | \$ <u>(14)</u> | 123 | 308,131 | D |
| Common Stock | 08/06/2018 | S | 3,338 | D | \$ <u>(15)</u> | 123.52 | 304,793 | D |

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

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(9-02)

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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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 51.95 | 08/02/2018 | | M | 33,000 | 02/15/2015 02/14/2021 | Common Stock | 33,000 |
| Stock Option | \$ 51.95 | 08/03/2018 | | M | 33,000 | 02/15/2015 02/14/2021 | Common Stock | 33,000 |
| Stock Option | \$ 51.95 | 08/06/2018 | | M | 34,000 | 02/15/2015 02/14/2021 | Common Stock | 34,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SILBERMAN ROBERT S 2303 DULLES STATION BLVD. HERNDON, VA 20171 | X | | Executive Chairman | |

Signatures

/s/ Daniel W. Jackson, Attorney-in-Fact 08/06/2018

**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 822 shares acquired under the Company's 401(k) plan.
- (2) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$121.41 to \$122.40, inclusive.
- (3) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$122.47 to \$123.44, inclusive.
- (4) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$123.50 to \$124.36, inclusive.
- (5) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$124.59 to \$125.57, inclusive.
- (6) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$125.60 to \$126.43, inclusive.
- (7) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$126.70 to \$127.52, inclusive.
- (8) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$127.91 to \$128.32, inclusive.

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- (9) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$122.42 to \$123.40, inclusive.
- (10) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$123.46 to \$124.35, inclusive.
- (11) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$124.525 to \$125.52, inclusive.
- (12) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$125.55 to \$126.14, inclusive.
- (13) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$126.63 to \$127.35, inclusive.
- (14) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$122.39 to \$123.37, inclusive.
- (15) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$123.41 to \$123.67, inclusive. The reporting person undertakes to provide Strategic Education, Inc., any security holder of Strategic Education, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in these footnotes.

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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