

Edgar Filing: STRAYER EDUCATION INC - Form 3

STRAYER EDUCATION INC
Form 3
March 26, 2001

OMB APPROVAL

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

FORM 3

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(f) of the Investment Company Act of 1940

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1. Name and Address of Reporting Person*

Taunus Corporation

(Last) (First) (Middle)

31 West 52nd Street

(Street)

New York, New York 10019

(City) (State) (Zip)

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2. Date of Event Requiring Statement (Month/Day/Year)

March 16, 2001

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3. IRS Identification Number of Reporting Person, if an entity (voluntary)

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4. Issuer Name and Ticker or Trading Symbol

Strayer Education, Inc. (STRA)

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5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

[] Director [X] 10% Owner
[] Officer (give title below) [] Other (specify below)

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6. If Amendment, Date of Original (Month/Day/Year)

7. Individual or Joint/Group Filing (Check applicable line)

[] Form Filed by One Reporting Person

[X] 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 (Instr.)
(1) Common Stock (1)	3,400	I	By Deuts

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)	Amount or Number of Shares
	Date Expira- Exer- tion cisable Date	Title	
(1) Not Applicable			

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

4. Conver- sion or Exercise	5. Owner- ship Form of Derivative Securities: Direct (D) or	6. Nature of Indirect
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1. Title of Derivative Security (Instr. 4)	Price of Derivative Security	Indirect (I) (Instr.5)	Beneficial Ownership (Instr. 5)
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(1) Not Applicable

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

Explanation of Responses: (1) The Reporting Person pursuant to an irrevocable proxy granted on March 16, 2001, is part of a group which was granted the right, along with New Mountain Partners, L.P. and DB Capital Investors, L.P., to vote the 8,175,000 shares of common stock, par value \$.01 per share, of the Issuer covered by the proxy, subject to certain limitations set forth in the proxy. The 3,400 shares of common stock listed above are owned by Deutsche Banc Alex. Brown Inc., a subsidiary of Taunus Corporation. DB Capital Investors, L.P., DB Capital Partners, L.P. and DB Capital Partners, Inc., disclaim any beneficial ownership of or any pecuniary interest in the 3,400 shares of common stock listed above.

/s/ James T. Byrne, Jr.

3/26/01

**Signature of Reporting Person

Date

Name: DB Capital Investors, L.P.

Address: 130 Liberty Street, 25th Floor
New York, New York 10006

By: DB CAPITAL PARTNERS, L.P.
its General Partner

By: DB CAPITAL PARTNERS, INC.,
its General Partner

Signature: /s/ Charles Ayres

Name: DB Capital Partners, L.P.

Address: 130 Liberty Street, 25th Floor
New York, New York 10006

Signature: /s/ Charles Ayres

Name: DB Capital Partners, Inc.

Address: 130 Liberty Street, 25th Floor
New York, New York 10006

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Signature: /s/ Charles Ayres

* 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).

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

Alternatively, this form is permitted to be submitted to the Commission in electronic format at the option of the reporting person pursuant to Rule 101(b) (4) of Regulation S-T.

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.

SEC 1473 (7-96)