LORAINE DONNA M Form 4

August 24, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * LORAINE 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) 3005 HIGHLA	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/22/2017	Director 10% Owner Officer (give title Other (specify below) President, Carrington Colleges
DOWNERS C	(Street)	60515	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person
(C:t)	(Ctota)	(7:)		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock (1) (2)	08/22/2017		A	2,031	A	\$ 33.95	9,310	D	
Common Stock (1) (2)	08/22/2017		F	765	D	\$ 33.95	8,545	D	
Common Stock (3)	08/23/2017		A	2,210	A	\$0	10,755	D	

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

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number.

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. Transactic 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Incentive Stock Option (Right to Buy)	\$ 33.9	08/23/2017		A	6,456	08/23/2018(4)	08/23/2027	Common Stock	6
Non-qualified Stock Option (Right to Buy)	\$ 33.9	08/23/2017		A	1,019	08/23/2018 <u>(4)</u>	08/23/2027	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LORAINE DONNA M			President,				
3005 HIGHLAND PARKWAY			Carrington				
DOWNERS GROVE, IL 60515			Colleges				

Signatures

/s/ Robert P. Sieland for Donna M. Loraine 08/24/2017

**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) Common stock acquired upon lapsing of restrictions of performance-based restricted stock units, known as "Performance Shares" at Adtalem Global Education Inc., granted August 20, 2014.
- (2) Includes restricted stock units which represent a right to receive one share of common stock for each restricted stock unit. Each restricted stock units vest 25% on the anniversary of the original grant date and is fully-vested on the four year anniversary of the grant date.
- (3) The common stock is a restricted stock unit which represents a right to receive one share of common stock for each restricted stock unit. Stock units vest in four equal installments beginning on the anniversary of the transaction date.

(4)

Reporting Owners 2

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This option vests at 25% per year and will be fully vested at the end of the 4th year. This option was issued in two parts - one as an incentive stock option (ISO), and the other as a non-qualified stock option (NQSO) due to the ISO limitations.

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