

Grand Canyon Education, Inc.  
 Form 3  
 November 19, 2008

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

OMB APPROVAL

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**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Endeavour Capital IV, LLC</p> <p>(Last) (First) (Middle)</p> <p>920 SW SIXTH AVENUE,                  SUITE 1400</p> <p>(Street)</p> <p>PORTLAND,Â ORÂ 97204</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/19/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Grand Canyon Education, Inc. [LOPE]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director    <input checked="" type="checkbox"/> 10% Owner                  ___ Officer    ___ Other                  (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person                  ___ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security                  (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned                  (Instr. 4)</p>	<p>3. Ownership Form:                  Direct (D)                  or Indirect (I)                  (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership                  (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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

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

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Endeavour Capital IV, LLC 920 SW SIXTH AVENUE, SUITE 1400 PORTLAND, OR 97204	Â	Â X	Â	Â

## Signatures

/s/ Lyn Bickle, 11/19/2008  
Attorney-in-Fact

\_\_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.  
Endeavour Capital IV, LLC is the general partner of Endeavour Capital Fund IV, L.P., Endeavour Associates Fund IV, L.P. and
- (2) Endeavour Capital Parallel Fund IV, L.P. Endeavour Capital IV, LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.
- Upon the closing of the initial public offering of the Issuer's Common Stock, each share of Series C Preferred Stock will automatically
- (3) 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.

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### 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: Grand Canyon Education, Inc. - Form 3

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