

GILLIGAN J KEVIN
 Form 4
 August 03, 2018

FORM 4

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

OMB APPROVAL

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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 *
GILLIGAN J KEVIN

(Last) (First) (Middle)
 2303 DULLES STATION
 BOULEVARD
 (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)
 08/01/2018

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 Vice 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)
				(A) or (D) Price			
Common Stock	08/01/2018		A	138,594 A \$ 0	138,594 ⁽¹⁾	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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- (2) Received in the Merger in exchange for an employee stock option to acquire 33,925 shares of Capella common stock at an exercise price of \$65.40 per share. This option provided for vesting in four equal annual installments beginning February 19, 2016.
- (3) Received in the Merger in exchange for an employee stock option to acquire 67,786 shares of Capella common stock at an exercise price of \$45.46 per share. This option provided for vesting in four equal annual installments beginning February 22, 2017.
- (4) Received in the Merger in exchange for an employee stock option to acquire 40,307 shares of Capella common stock at an exercise price of \$76.70 per share. This option provided for vesting in four equal annual installments beginning February 27, 2018.

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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