

AMERICAN PUBLIC EDUCATION INC  
 Form 4  
 June 19, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**WEGLIICKI TIMOTHY T**

2. Issuer Name and Ticker or Trading Symbol  
**AMERICAN PUBLIC EDUCATION INC [APEI]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 400 EAST PRATT STREET, SUITE 910

3. Date of Earliest Transaction (Month/Day/Year)  
 06/17/2013

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

(Street)  
 BALTIMORE, MD 21202

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 or Price   |  |                                   |   |                  |
| Common Stock, par value \$.01   | 06/17/2013                           |  | A                              |   | 1,083<br>(1)  | A  | \$ 0 28,325 (2)                   | D |                  |
| Common Stock, par value \$.01   |                                      |  |                                |   |   |  | 26,400                            | I | See footnote (3) |
| Common Stock, par value \$.01   |                                      |  |                                |   |   |  | 2,993                             | I | See footnote (4) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

**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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| WGLICKI TIMOTHY T<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202 | X             |           |         |       |

## Signatures

Timothy T. Weglicki 06/19/2013

\_\_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).
- Under the directors' compensation policy for non-employee directors of American Public Education, Inc. (the "Company"), the Company's compensation committee annually grants each non-employee director an award of restricted common stock of the Company having a value of \$41,750 on the date of grant. The shares vest on the earlier of the one year anniversary of the date of grant and immediately prior to the 2014 annual meeting of stockholders.
- (1) Mr. Weglicki directly owns 23,133 shares and indirectly owns 5,192 shares owned by The Timothy T. Weglicki Irrevocable Trust dated March 11, 1999 (the "Trust"), which shares Mr. Weglicki disclaims beneficial ownership of except to the extent of his pecuniary interest therein.
  - (2)
  - (3)

## Edgar Filing: AMERICAN PUBLIC EDUCATION INC - Form 4

Mr. Weglicki is a member of ABS Partners VI, LLC, the general partner of ABS Capital Partners VI, LP, ABS Capital Partners VI-A, LP and ABS Capital Partners VI Offshore, LP (together, the "ABS Entities"). ABS Partners VI, LLC exercises voting and dispositive power over the shares held by the ABS Entities. Mr. Weglicki disclaims beneficial ownership of the shares held by the ABS Entities except to the extent of his pecuniary interest therein.

- (4) Mr. Weglicki is a managing director of ABS Capital Partners, Inc. Mr. Weglicki disclaims beneficial ownership of the shares held by ABS Capital Partners, Inc. except to the extent of his pecuniary interest therein.

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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