

Jackson Renee Leone  
Form 4  
August 03, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jackson Renee Leone

2. Issuer Name **and** Ticker or Trading  
Symbol  
CAPELLA EDUCATION CO  
[CPLA]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
225 SOUTH 6TH STREET, 9TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/01/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
SVP and General Counsel

(Street)  
MINNEAPOLIS, MN 55402

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

(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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/01/2018		D		6,309	D	<u>11</u> 0

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.**

SEC 1474  
(9-02)

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

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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.
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				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 65.4	08/01/2018		D		827		<u>(2)</u>	02/18/2025	Common Stock	827
Employee Stock Option (right to buy)	\$ 76.7	08/01/2018		D		5,117		<u>(3)</u>	02/27/2027	Common Stock	5,117

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jackson Renee Leone 225 SOUTH 6TH STREET, 9TH FLOOR MINNEAPOLIS, MN 55402	SVP and General Counsel

## Signatures

/s/ Kelly Jacobus as Attorney-in-Fact for Renee L.  
Jackson 08/03/2018

\_\_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) Each share of common stock of Capella Education Company ("Capella") reported as disposed of herein was cancelled and converted into the right to receive 0.875 shares of Strategic Education, Inc. (the "Exchange Ratio") at the effective time of the merger pursuant to that certain Agreement and Plan of Merger, dated as of October 29, 2017, by and among Strayer Education, Inc. (which was renamed "Strategic Education, Inc." on August 1, 2018), Capella and Sarg Sub Inc. ("Merger Sub"), whereby the parties thereto effected the merger of Capella into Merger Sub to become a wholly owned subsidiary of Strayer Education, Inc. (the "Merger"). No additional consideration was received in connection with the disposition of such securities.
- (2) This option provided for vesting in four equal annual installments beginning February 19, 2016, of which 827 shares remained unexercised. Pursuant to the Merger Agreement, each unexercised option was disposed of in exchange for options to acquire a number of Strategic Education, Inc.'s common stock ("Strategic common stock") shares based on the Exchange Ratio with an exercise price per

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share of Strategic common stock equal to the exercise price per share of the Capella stock options divided by the Exchange Ratio. No additional consideration was received in connection with the disposition of such securities.

This option provided for vesting in four equal annual installments beginning February 27, 2018, of which 5,117 shares remained unexercised. Pursuant to the Merger Agreement, each unexercised option was disposed of in exchange for options to acquire a number of

- (3) Strategic common stock shares based on the Exchange Ratio with an exercise price per share of Strategic common stock equal to the exercise price per share of the Capella stock options divided by the Exchange Ratio. No additional consideration was received in connection with the disposition of such securities.

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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