

GILLIGAN J KEVIN  
Form 4  
December 03, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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 \*  
GILLIGAN J KEVIN

2. Issuer Name and Ticker or Trading Symbol  
Strategic Education, Inc. [STRA]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

2303 DULLES STATION BLVD

11/29/2018

Executive Vice Chairman

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HERNDON, VA 20171

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 (A) or (D) Price   |  |                                   |
| Common Stock                    | 11/29/2018                           |  | S                              |   | \$ 131.74 (1)   | D  |                                   |
| Common Stock                    | 11/29/2018                           |  | S                              |   | \$ 132.56 (2)   | D  |                                   |
| Common Stock                    | 11/29/2018                           |  | S                              |   | \$ 133.21   | D  |                                   |
| Common Stock                    | 11/30/2018                           |  | G                              | V   | 4,000 (3)   | D  |                                   |

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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)

Table with 9 columns: 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). Includes sub-headers for Date Exercisable and Expiration Date, and Title or Number of Shares.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Sub-headers for Relationships: Director, 10% Owner, Officer, Other. Entry for GILLIGAN J KEVIN at 2303 DULLES STATION BLVD, HERNDON, VA 20171, with relationship of Executive Vice Chairman.

Signatures

/s/ Daniel W. Jackson, Attorney-in-Fact, 12/03/2018. \*\*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) Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$131.09 to \$132.03, inclusive. Weighted average price, as these shares were sold in multiple transactions at prices ranging from \$132.13 to \$132.98, inclusive. The reporting person undertakes to provide Strategic Education, Inc., any security holder of Strategic Education, Inc., or the staff of the
(2) Securities and Exchange Commission, upon request, full information regarding the number shares sold at each price within the ranges set forth in these footnotes. The sales reported in this Form 4 were effected pursuant to a rule 105b-1 trading plan adopted by the reporting person on August 6, 2018.
(3) Shares gifted to a charitable organization.

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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