

LANDY JOSEPH

Form 4

April 20, 2009

**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 \*  
**WARBURG PINCUS PRIVATE  
EQUITY VIII L P**

(Last) (First) (Middle)

**C/O WARBURG PINCUS LLC, 466  
LEXINGTON AVENUE**

(Street)

**NEW YORK, NY 10017**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Bridgepoint Education Inc [BPI]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/20/2009**

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)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/02/2009		C	504,342	A <u>(1)</u> 504,342 <u>(1)</u>	D <u>(2)</u>	
Common Stock	01/02/2009		J <u>(1)</u>	504,342	D <u>(1)</u> 0 <u>(1)</u>	D <u>(2)</u>	
Common Stock	04/20/2009		C	43,684,517	A <u>(3)</u> 43,684,517 <u>(3)</u>	D <u>(2)</u>	
Common Stock	04/20/2009		S	9,095,297	D \$ 34,589,220 10.5	D <u>(2)</u>	

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)

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 Underlying Security (Instr. 3 and 4)	8. Date Exercisable	9. Expiration Date	10. Title	11. Amount
Series A Convertible Preferred Stock	(1)	01/02/2009		C	49,473.38	(1)	(1)			Common Stock	5
Series A Convertible Preferred Stock	(4)	04/20/2009		C	19,283,526.62	(4)	(4)			Common Stock	43

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WARBURG PINCUS PRIVATE EQUITY VIII L P C/O WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
Warburg Pincus Partners LLC C/O WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
WARBURG PINCUS & CO C/O WARBURG PINCUS LLC 466 LEXINGTON AVENUE NEW YORK, NY 10017	X	X		
KAYE CHARLES R C/O WARBURG PINCUS LLC	X	X		

466 LEXINGTON AVE  
NEW YORK, NY 10017

LANDY JOSEPH  
C/O WARBURG PINCUS LLC  
466 LEXINGTON AVE  
NEW YORK, NY 10017

X X

## Signatures

Warburg Pincus Private Equity VIII, L.P., by Warburg Pincus Partners, LLC (General Partner), by Warburg Pincus & Co. (Managing Member), by /s/ Scott A. Arenare (Partner)

04/20/2009

\_\_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) See Exhibit 99.1, Note 1
- (2) See Exhibit 99.1, Note 2
- (3) See Exhibit 99.1, Note 3
- (4) See Exhibit 99.1, Note 4

### Remarks:

#### Exhibit List:

Exhibit 24.1 - Power of Attorney for Joseph P. Landy, filed with Warburg Pincus Private Equity IX, L.P. Form 3 for Builders FirstSource, Inc., on March 3, 2006

Exhibit 24.2 - Power of Attorney for Charles R. Kaye, filed with Warburg Pincus Private Equity IX, L.P. Form 3 for Builders FirstSource, Inc., on March 3, 2006

Exhibit 99.1 - Explanation of Responses

Exhibit 99.2 - Joint Filers' Names and Addresses

Exhibit 99.3 - Joint Filers' Signatures

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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