

Edgar Filing: STRAYER EDUCATION INC - Form 4

STRAYER EDUCATION INC

Form 4

November 22, 2002

FORM 4

[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

Table with OMB APPROVAL, OMB NUMBER: 3235-0287, EXPIRES: JANUARY 31, 2005, ESTIMATED AVERAGE BURDEN HOURS PER RESPONSE ... 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person\*

New Mountain GP, LLC

(Last) (First) (Middle)

712 Fifth Avenue, 23rd Floor

(Street)

New York NY 10019

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol Strayer Education, Inc. (NASDAQ:STRA)

3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 13-4099827

4. Statement for Month/Day/Year November 20, 2002

5. If Amendment, Date of Original (Month/Day/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable)

- [ ] Director [ X] 10% Owner [ ] Officer (give title below) [ ] Other (specify title below)

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

- [ X] Form filed by One Reporting Person [ ] Form filed by More than One Reporting Person

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TABLE I - NON-DERIVATIVE SECURITIES ACQUIRED, DISPOSED OF,  
OR BENEFICIALLY OWNED

-----

1. Title of Security (Instr. 3)  
Common Stock (1)

-----

2. Transaction Date (Month/Day/Year)  
November 20, 2002

-----

2A. Deemed Execution Date, if any (Month/Day/Year)

-----

3. Transaction Code (Instr. 8)  
C

-----

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  
Price:  
A; (1)

-----

5. Amount of Securities Beneficially Owned Following Reported  
Transaction(s)  
(Instr. 3 and 4)  
1,700,000

-----

6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  
I

-----

7. Nature of Indirect Beneficial Ownership (Instr. 4)  
(2)

-----

1. Title of Security (Instr. 3)  
Common Stock (1)

-----

2. Transaction Date (Month/Day/Year)  
November 20, 2002

-----

2A. Deemed Execution Date, if any (Month/Day/Year)

-----

3. Transaction Code (Instr. 8)  
S

-----

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  
Price:  
D; \$49.27

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5. Amount of Securities Beneficially Owned Following Reported  
Transaction(s)  
(Instr. 3 and 4)  
-0-

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6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)  
I

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7. Nature of Indirect Beneficial Ownership (Instr. 4)  
(2)

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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)  
Series A Convertible Preferred Stock (3)
- 
2. Conversion or Exercise Price of Derivative Security  
\$26.00 (4)
- 
3. Transaction Date (Month/Day/Year)  
November 20, 2002
- 
- 3A. Deemed Execution Date, if any (Month/Day/Year)
- 
4. Transaction Code (Instr. 8)  
C
- 
5. Number of Derivative Securities Acquired (A) or Disposed of (D)  
(Instr. 3, 4, and 5)  
D; 1,700,000
- 
6. Date Exercisable and Expiration Date (Month/Day/Year)  
  
Immediate
- 
7. Title and Amount of Underlying Securities (Instr. 3 and 4)  
  
Common Stock; 1,700,000
- 
8. Price of Derivative Securities (Instr. 5)
- 
9. Number of Derivative Securities Beneficially Owned Following Reported  
Transaction(s)  
(Instr. 4)  
2,944,816 (5)
- 
10. Ownership Form of Derivative Securities Beneficially Owned at End  
Of Month  
(Instr. 4)  
I
- 
11. Nature of Indirect Beneficial Ownership (Instr. 4)  
  
(2)
- 

EXPLANATION OF RESPONSES:

- (1) On November 14, 2002, New Mountain Partners, L.P. ("New Mountain") and DB Capital Investors, L.P. ("DB Capital" and New Mountain are referred to collectively as the "Selling Stockholders"), Strayer Education, Inc. (the "Issuer") and Credit Suisse First Boston Corporation ("CSFB"), Banc of America Securities LLC ("Banc of America") and Legg Mason Wood Walker, Incorporated ("Legg Mason", CSFB, Banc of America and Legg Mason, are referred to collectively as the "Underwriters"), as representatives of the several underwriters, entered into an underwriting agreement (the "Underwriting Agreement")



