

Edgar Filing: APOLLO EDUCATION GROUP INC - Form 4

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 Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRSCHNER ANN 4025 S. RIVERPOINT PKWY PHOENIX, AZ 85040		X		

Signatures

By Gregory J. Iverson for Dr. Ann Kirschner
Date: 08/14/2015

__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).

Represents shares of the Issuer's Class A common stock underlying restricted stock units ("RSUs") granted to the Reporting Person. The RSUs will vest in full upon the Reporting Person's continuation in Board service with the Issuer through August 31, 2016, subject to accelerated vesting of the entire award upon certain changes in ownership or control of the Issuer. The vested shares of the Issuer's Class

(1) A common stock underlying the RSUs will be issued in one or more installments following the Reporting Person's cessation of Board service. The RSUs also include dividend equivalent rights which will entitle the Reporting Person to the same dividends that would be payable were the shares of the Issuer's Class A common stock underlying the RSUs actually outstanding shares at the time of such dividends. The credited dividends will be paid concurrently with the issuance of those shares of the Issuer's Class A common stock.

(2) Includes (i) 12,893 shares of the Issuer's Class A common stock subject to the reported RSU award, (ii) 7,106 shares of the Issuer's Class A common stock subject to RSUs granted August 12, 2014 that will vest upon the Reporting Person's continuation in Board service with the Issuer through August 31, 2015 and will be issued in one or more installments following the Reporting Person's cessation of Board service with the Issuer, and (iii) 22,657 deferred shares of the Issuer's Class A common stock that will be issued in one or more installments following the Reporting Person's cessation of Board service with the Issuer. All of the RSUs are subject to accelerated vesting upon certain changes in ownership or control of the Issuer.

(3) The Reporting Person disclaims beneficial ownership of such securities, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of those 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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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.