

Groenwald Susan  
 Form 4  
 August 24, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
 Groenwald Susan

2. Issuer Name and Ticker or Trading Symbol  
 Adtalem Global Education Inc.  
 [ATGE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 3005 HIGHLAND PARKWAY  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 08/22/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, Chamberlain

DOWNERS GROVE, IL 60515

(City) (State) (Zip)

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

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock <u>(1)</u> <u>(2)</u>	08/22/2017		A	V	8,545	\$ 33.95	33,433 D
Common Stock <u>(1)</u> <u>(2)</u>	08/22/2017		F		2,658	\$ 33.95	30,775 D
Common Stock <u>(2)</u> <u>(3)</u>	08/22/2017		A		1,518	\$ 33.95	32,293 D
Common Stock <u>(2)</u> <u>(3)</u>	08/22/2017		F		474	\$ 33.95	31,819 D
Common Stock <u>(4)</u>	08/23/2017		A		4,650	\$ 0	36,469 D



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- (3) Common stock acquired upon lapsing of restrictions of performance-based restricted stock units, known as "Performance Shares" at Adtalem Global Education Inc., granted August 20, 2014.
- (4) The common stock is a restricted stock unit which represents a right to receive one share of common stock for each restricted stock unit. Stock units vest in four equal installments beginning on the anniversary of the transaction date.
- (5) This option vests at 25% per year and will be fully vested at the end of the 4th year. This option was issued in two parts - one as an incentive stock option (ISO), and the other as a non-qualified stock option (NQSO) due to the ISO limitations.

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.