Roselli John P Form 4 August 24, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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(b).

(City)

1. Name and Address of Reporting Person * Roselli John P

Symbol

Adtalem Global Education Inc.

2. Issuer Name and Ticker or Trading

[ATGE]

(Last) (First) (Middle)

(Street)

(State)

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

3005 HIGHLAND PARKWAY

(Zip)

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

5. Relationship of Reporting Person(s) to

Issuer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Check all applicable)

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

President, Becker Professional

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

DOWNERS GROVE, IL 60515

		Table	c I - Moli-D	ciivative	Secui	nies Acq	s Acquired, Disposed of, of Deficientially Owned		
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if	3. Transactio	` ′	ispose	d of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	Indirect
(Instr. 3)		any (Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and	3)	Owned Following	Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
					(A) or		Reported Transaction(s) (Instr. 3 and 4)		
			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Common Stock (1) (2)	08/22/2017		A	990	A	\$ 33.95	14,612	D	
Common Stock (1) (2)	08/22/2017		F	309	D	\$ 33.95	14,303	D	
Common Stock (3)	08/23/2017		A	2,210	A	\$0	16,513	D	

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

SEC 1474 (9-02)

Edgar Filing: Roselli John P - Form 4

number.

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. Transactio Code (Instr. 8)	5. Number proof 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 Amo Underlying Secu (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of Sh
Incentive Stock Option (Right to Buy)	\$ 33.9	08/23/2017		A	2,767	08/23/2018(4)	08/23/2027	Common Stock	2
Non-qualified Stock Option (Right to Buy)	\$ 33.9	08/23/2017		A	4,708	08/23/2018(4)	08/23/2027	Common Stock	4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Roselli John P			President,				
3005 HIGHLAND PARKWAY			Becker				
DOWNERS GROVE, IL 60515			Professional				

Signatures

/s/ Robert P. Sieland for John P. Roselli 08/24/2017

**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) 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.
- (2) Includes restricted stock units which represent a right to receive one share of common stock for each restricted stock unit. Each restricted stock units vest 25% on the anniversary of the original grant date and is fully-vested on the four year anniversary of the grant date.
- (3) 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.

(4)

Reporting Owners 2

Edgar Filing: Roselli John P - Form 4

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.