

DEVRY EDUCATION GROUP INC.  
Form S-8  
August 27, 2014

As filed with the Securities and Exchange Commission on August 27, 2014  
Registration No. 333-

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

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Registration Statement  
under  
The Securities Act of 1933

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DeVry Education Group Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

36-3150143  
(I.R.S. employer  
identification no.)

3005 Highland Parkway  
Downers Grove, Illinois 60515  
(Address of principal executive offices, including zip code)

DEVRY EDUCATION GROUP INC.  
NONQUALIFIED DEFERRED COMPENSATION PLAN  
(Full title of the plan)

Gregory S. Davis  
Senior Vice President, General Counsel and Corporate Secretary  
DeVry Education Group Inc.  
3005 Highland Parkway  
Downers Grove, Illinois 60515  
(Name and address of agent for service)

(630) 515-7700  
(Telephone number, including area code, of agent for service)

With a copy to:

Lauralyn G. Bengel  
Schiff Hardin LLP  
233 South Wacker Drive, Suite 6600  
Chicago, Illinois 60606  
(312) 258-5670

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated  
filer

Accelerated filer

Non-accelerated  (Do not check if a smaller reporting  
filer company)

Smaller reporting  
company

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CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Deferred Compensation Obligations    | \$10,000,000(1)         | \$0                                       | \$10,000,000                              | \$1,288.00                 |

(1) Deferred Compensation Obligations represent general unsecured obligations of the Registrant to pay deferred compensation in accordance with the above-referenced Plan.

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STATEMENT PURSUANT TO GENERAL INSTRUCTION E  
OF FORM S-8 "REGISTRATION OF ADDITIONAL SECURITIES"

The contents of the Registration Statement on Form S-8 (File No. 333-169222), filed by the Registrant with the Securities and Exchange Commission on September 3, 2010, registering among other things, Deferred Compensation Obligations under the Plan, are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in the Registration Statement (other than the exhibits and the signature page) is set forth in the Registration Statement on Form S-8 (File No. 333-169222), as described above, and is incorporated herein by reference.

Item 8. Exhibits.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Downers Grove, State of Illinois, on this 27th day of August, 2014.

DEVRY EDUCATION GROUP INC.  
(Registrant)

By: /s/ Daniel M. Hamburger  
Daniel M. Hamburger  
President and Chief Executive Officer

Each person whose signature appears below appoints Daniel M. Hamburger and Gregory S. Davis, or each of them, as such person's true and lawful attorneys to execute in the name of each such person, and to file, any pre-effective or post-effective amendments to this Registration Statement that any of such attorneys shall deem necessary or advisable to enable the Registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission with respect thereto, in connection with this Registration Statement, which amendments may make such changes in such Registration Statement as any of the above-named attorneys deems appropriate, and to comply with the undertakings of the Registrant made in connection with this Registration Statement; and each of the undersigned hereby ratifies all that either of said attorneys shall do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on the 27th day of August, 2014, by the following persons in the capacities indicated below.

| Signature                                      | Title   |
|--|---|
| /s/ Connie R. Curran<br>Connie R. Curran       | Board Chair and Director  |
| /s/ Daniel M. Hamburger<br>Daniel M. Hamburger | President and Chief Executive Officer<br>(Principal Executive Officer) and<br>Director              |
| /s/ Timothy J. Wiggins<br>Timothy J. Wiggins   | Senior Vice President, Chief Financial<br>Officer<br>and Treasurer (Principal Financial<br>Officer) |
| /s/ Patrick J. Unzicker<br>Patrick J. Unzicker | Vice President, Finance and Chief<br>Accounting Officer<br>(Principal Accounting Officer)           |



/s/ Christopher B. Begley  
Christopher B. Begley Director

/s/ David S. Brown  
David S. Brown Director

/s/ Lyle Logan  
Lyle Logan Director

/s/ Alan G. Merten  
Alan G. Merten Director

/s/ Fernando Ruiz  
Fernando Ruiz Director

/s/ Ronald L. Taylor  
Ronald L. Taylor Director

/s/ Lisa W. Wardell  
Lisa W. Wardell Director

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The Plan. Pursuant to the requirements of the Securities Act of 1933, the Plan Administrator has caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the in the City of Downers Grove, State of Illinois, on the 27th day of August, 2014.

DEVRY EDUCATION GROUP INC.  
NONQUALIFIED DEFERRED  
COMPENSATION PLAN

/s/ Christopher B. Begley  
Christopher B. Begley  
Member, Compensation Committee

/s/ Lyle Logan  
Lyle Logan  
Member, Compensation Committee

/s/ Fernando Ruiz  
Fernando Ruiz  
Member, Compensation Committee

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INDEX TO EXHIBITS

| Exhibit<br>Number | Exhibit  |
|-------------------|--|
| 4.1               | Restated Certificate of Incorporation of DeVry Education Group Inc., as amended (incorporated by reference to Exhibit 3.1 to the Registrant's Report on Form 10-Q dated February 4, 2014).                                 |
| 4.2               | Amended and Restated By-Laws of DeVry Education Group Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K dated August 26, 2014).  |
| 4.3               | DeVry Education Group Inc. Non-Qualified Deferred Compensation Plan  |
| 4.4               | Rights Agreement between DeVry Education Group Inc. and Computershare Investor Services, L.L.C. (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form 8-A dated November 23, 2004) |
| 5                 | Opinion of Schiff Hardin LLP   |
| 23.1              | Consent of PricewaterhouseCoopers LLP  |
| 23.2              | Consent of Schiff Hardin LLP (contained in the Opinion filed as Exhibit 5)   |
| 24                | Power of Attorney (contained on the signature pages hereto)  |