

CAREER EDUCATION CORP  
Form 4  
October 02, 2015

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Wang Richard D

2. Issuer Name **and** Ticker or Trading  
Symbol  
CAREER EDUCATION CORP  
[CECO]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
09/30/2015

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

CAREER EDUCATION  
CORPORATION, 231 N.  
MARTINGALE ROAD

(Street)

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

SCHAUMBURG, IL 60173

(City) (State) (Zip)

**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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	09/30/2015		J <sup>(1)</sup>	99,319 D \$ 0	1,470,804	I	See footnote <sup>(2)</sup>
Common Stock	09/30/2015		J <sup>(1)</sup>	99,319 A \$ 0	579,196	I	See footnote <sup>(3)</sup>
Common Stock					2,928 <sup>(4)</sup>	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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control 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. 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 Beneficially Owned Following the Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Wang Richard D  
CAREER EDUCATION CORPORATION  
231 N. MARTINGALE ROAD  
SCHAUMBURG, IL 60173

X

## Signatures

/s/ Gail B. Rago, pursuant to POA for: Richard D.  
Wang

10/02/2015

\*\*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).

(1) Prior to the transaction, the shares were held by Fund I (defined in footnote 2) and have been reallocated to the Parallel Account (defined in footnote 3).

The securities are held by Tenzing Global Investors Fund I LP, a Delaware limited partnership ("Fund I"). Tenzing Global Management LLC, a Delaware limited liability company ("Tenzing Global Management"), is the investment advisor of Fund I. Richard Wang is the

(2) Managing Member of Tenzing Global Management, and may be deemed to share voting and investment power over the shares held of record by Fund I. Mr. Wang disclaims beneficial ownership of all shares held by the foregoing entities except to the extent of his pecuniary interest therein.

(3) The securities are held by accounts managed by Tenzing Global Management on a discretionary basis (the "Parallel Account"). Mr. Wang may be deemed to share voting and investment power over the shares held of record by the Parallel Account. Mr. Wang disclaims beneficial ownership of all shares held by the Parallel Account except to the extent of his pecuniary interest therein.

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Includes 2,928 deferred stock units (each a "DSU") granted pursuant to the Career Education Corporation 2008 Incentive Compensation

- (4) Plan with each DSU representing a contingent right to receive one share of common stock upon Mr. Wang's termination of service from the Issuer. The DSUs shall vest in three equal installments on March 14 in each of 2016, 2017 and 2018.

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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