
Section 1: 8-K (ADTALEM GLOBAL EDUCATION INC. 8-K)

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report
(Date of earliest event reported)

November 8, 2017

ADTALEM GLOBAL EDUCATION INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

1-13988
(Commission File Number)

36-3150143
(IRS Employer Identification No.)

3005 Highland Parkway
Downers Grove, Illinois
(Address of principal executive offices)

60515
(Zip Code)

(630) 515-7700
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



Item 5.07 – Submission of Matters to a Vote of Security Holders

The Adtalem Global Education Group Inc. ("Adtalem") 2017 Annual Meeting of Shareholders (the "Annual Meeting") was held on November 8, 2017. A total 56,497,188 shares of Adtalem common stock, out of a total of 61,600,576 shares outstanding and entitled to vote as of the close of business on September 20, 2017 (the record date for the Annual Meeting), were present in person or represented by proxy. Set forth below are the matters acted upon by Adtalem shareholders at the Annual Meeting and the final voting results on each such matter.

The shareholders elected each of the eight nominees as directors to serve until the 2018 Annual Meeting of Shareholders or until their successors are elected and qualified:

<u>Director</u>	<u>Affirmative Votes</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
William W. Burke	53,268,278	35,230	3,193,680
Ann Weaver Hart	53,276,311	27,197	3,193,680
Kathy Boden Holland	53,269,859	33,649	3,193,680
Lyle Logan	51,871,364	1,432,144	3,193,680
Michael W. Malafronte	52,539,432	764,076	3,193,680
Ronald L. Taylor	51,929,001	1,374,507	3,193,680
Lisa W. Wardell	53,264,054	39,454	3,193,680
James D. White	52,541,305	762,203	3,193,680

The shareholders ratified the appointment of PricewaterhouseCoopers, LLP as the independent registered public accounting firm for Adtalem for fiscal year 2018:

<u>Affirmative Votes</u>	<u>Votes Against</u>	<u>Abstain</u>
56,053,993	348,467	94,728

The shareholders in an advisory vote approved the compensation of Adtalem's named executive officers, as described in the Proxy Statement:

<u>Affirmative Votes</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
52,550,678	724,727	28,103	3,193,680

The shareholders in an advisory vote approved recommended annual advisory votes on the compensation of Adtalem's named executive officers, as described in the Proxy Statement:

<u>Every Year</u>	<u>Every 2 Years</u>	<u>Every 3 Years</u>	<u>Abstain</u>
43,840,168	20,091	9,420,955	22,294

The shareholders approved the Fourth Amended and Restated incentive Plan of 2013:

<u>Affirmative Votes</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
50,633,311	2,575,649	94,548	3,193,680

Item 7.01 Regulation FD Disclosure.

On November 8, 2017, Ross University School of Medicine ("RUSM"), an operating unit of Adtalem Global Education Inc. ("Adtalem"), announced plans to temporarily relocate its operations to Knoxville, Tennessee. Currently, RUSM students are completing their fall semester medical sciences curriculum on a cruise ship ported off the island of St. Kitts. Students, faculty and staff plan to pursue their winter classes at facilities owned by Lincoln Memorial University ("LMU"). RUSM plans to continue to use its own faculty and medical sciences curriculum while making use of the LMU teaching and office facilities, including an anatomy lab. Efforts are underway by RUSM and Adtalem to acquire all necessary regulatory approvals and finalize other details. The full text of the RUSM press release is included in Exhibit 99.1 in this Form 8-K.

Cautionary Note on Forward Looking Statements

Certain statements contained in this Form 8-K and furnished materials, including those that affect the Adtalem's expectations or plans, may constitute forward-looking statements subject to the Safe Harbor Provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as Adtalem Global Education Inc. or its management "anticipates," "believes," "estimates," "expects," "forecasts," "foresees," "intends," "plans" or other words or phrases of similar import.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause the Adtalem's actual results to differ materially from those projected or implied by these forward-looking statements. Additional information regarding factors that could cause results to differ can be found in Adtalem's Annual Report on Form 10-K for the fiscal year ended June 30, 2017.

These forward-looking statements are based on information as of November 8, 2017 and Adtalem assumes no obligation to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

Item 9.01 Financial Statements and Exhibits.

99.1 [Ross University School of Medicine Press Release dated November 8, 2018](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ADTALEM GLOBAL EDUCATION INC.
(Registrant)

Date: November 9, 2017

By: /s/ Gena L. Ashe
Gena L. Ashe
Senior Vice President, Chief Legal Officer
and Secretary

[\(Back To Top\)](#)

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Ross University School of Medicine to Relocate Temporarily to Knoxville, Tenn. for Continuation of Medical School Classes

Plans to use facilities from Lincoln Memorial University

CHICAGO--(BUSINESS WIRE)--November 8, 2017--More than 1,400 students, faculty and staff from Ross University School of Medicine (RUSM) plan to relocate temporarily to Knoxville, Tenn. to continue their program of study after Hurricane Maria damaged the medical school's home country of Dominica in September. Currently, students are completing their fall semester medical sciences curriculum on a cruise ship ported off the island of St. Kitts and plan to begin their winter semester at the new facilities.

RUSM plans to relocate to facilities owned by Lincoln Memorial University (LMU). LMU, based in Harrogate and with operations in Knoxville, will provide the necessary operational capacity and the technical capabilities to support RUSM faculty, students and staff.

"While the island of Dominica continues to rebuild, we are pleased to have forged this arrangement with an outstanding university like LMU," said William F. Owen, MD, dean and chancellor of RUSM. "The continuity of our students' education and their academic programming is our highest priority, and we are pleased to work with LMU to make these extraordinary facilities available."

RUSM plans to continue to use its own medical sciences curriculum and faculty while making use of the LMU teaching and office facilities, including an anatomy lab. Efforts are underway by RUSM and Adtalem Global Education to acquire all necessary regulatory approvals and finalize other details.

“Lincoln Memorial University is proud to be able to assist Ross University School of Medicine under these extreme circumstances. As an institution with a strong commitment to combating health care shortages in Appalachia and beyond, there is a synergy in providing the students and faculty of RUSM a home away from home while they rebuild from this fall’s devastating hurricanes,” said LMU Chairman Autry O.V. “Pete” DeBusk. “Our recent purchase of the spacious west Knoxville property enables us to step up to help RUSM. Over the next year, LMU will continue to develop its plans to further expand its health offerings in Knoxville. In the meantime, we’re pleased to accommodate RUSM with an excellent facility that is well-suited in size and scale to meet the needs of a medical school curriculum.”

Lincoln Memorial University operates three extended learning sites in the greater Knoxville area including the LMU-Duncan School of Law, nursing at Physicians Regional Medical Center and business, education and nursing at the LMU Cedar Bluff Extended Learning Site.

About Ross University School of Medicine

Ross University School of Medicine is a member of Adtalem Global Education (NYSE: ATGE), a global education provider headquartered in the United States. The organization's purpose is to empower students to achieve their goals, find success and make inspiring contributions to our global community. Founded in 1978, Ross is committed to educating a diverse group of skilled physicians to serve as leaders in the U.S. healthcare system. With more than 13,000 alumni, Ross is an important contributor to healthcare in North America. Students complete their foundational studies in Dominica, West Indies, before completing their clinical training in one of Ross’s affiliated teaching hospitals throughout the United States. Ross is accredited by the Dominica Medical Board and the Caribbean Accreditation Authority for Education in Medicine and Other Health Professions (CAAM-HP).

About Adtalem Global Education

The purpose of Adtalem Global Education is to empower students to achieve their goals, find success, and make inspiring contributions to our global community. Adtalem Global Education Inc. (NYSE: ATGE; member S&P MidCap 400 Index) is a leading global education provider and the parent organization of Adtalem Educacional do Brasil, American University of the Caribbean School of Medicine, Association of Certified Anti-Money Laundering Specialists, Becker Professional Education, Carrington College, Chamberlain University, DeVry University and its Keller Graduate School of Management, Ross University School of Medicine and Ross University School of Veterinary Medicine. For more information, please visit adtalem.com.

About Lincoln Memorial University

Lincoln Memorial University is a values-based learning community dedicated to providing educational experiences in the liberal arts and professional studies. The main campus is located in Harrogate, Tennessee. For more information about the undergraduate and graduate programs available at LMU, contact the Office of Admissions at 423-869-6280 or e-mail at admissions@lmunet.edu.

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[\(Back To Top\)](#)