
Section 1: DEF 14A (DEF 14A)

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

Adtalem Global Education Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the

offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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LETTER FROM ADTALEM GLOBAL EDUCATION PRESIDENT AND CHIEF EXECUTIVE OFFICER

OCTOBER 4, 2018

TO OUR SHAREHOLDERS:

Fiscal 2018 was a year of tremendous opportunities and challenges.

I am pleased to report that the Adtalem team addressed the opportunities and responded to the challenges in ways that we believe have made us a stronger and more competitive company heading into Fiscal 2019.

The past year saw us enter into agreements to transfer the ownership of DeVry University and its Keller Graduate School of Business and Carrington College. Once completed, these two divestitures will significantly transform our portfolio. Our remaining assets create a more focused, higher performing portfolio; competing in areas where we have the right to win with platforms upon which we have opportunities to grow.

The past year also presented us with an unprecedented set of challenges in the form of hurricanes Irma and Maria. These two "Category 5" storms posed an existential threat to our students, colleagues and facilities at American University of the Caribbean School of Medicine (AUC) and Ross University School of Medicine (RUSM), and forced a full evacuation of our medical schools from St. Maarten and Dominica.

However, the Adtalem community responded to this crisis with extraordinary professionalism and empathy. We successfully relocated AUC and RUSM minimizing interruption in their respective operations and leveraged the crisis as a catalyst for identifying a new long-term home for RUSM in Barbados – a location that provides opportunities for enhanced competitiveness relative to other medical schools. This was no small feat. And it would be impossible to overstate how proud I am of the way the Adtalem team performed in support of our resilient students and colleagues in the Caribbean.

Even as the Adtalem team managed through these extraordinary developments over the course of the past year, it also managed to execute impressively and exceed our plans for the year. Our fiscal 2018 operating results reflect growth across our verticals, offset in part by cyclical headwinds affecting the Technology and Business vertical and costs associated with the transfer of DeVry University.

Of particular note was impressive organic growth at the Association of Certified Anti-Money Laundering Specialists (ACAMS), which we believe continues to validate our investment thesis and has positioned us as a leader in the professional education space for financial services. As we further refine our inorganic growth strategies, ACAMS serves as

an instructive precedent – a scalable platform with attractive organic growth potential that permits us to be methodical and targeted in identifying new opportunities for additional scale, strengthened market positioning or complementary capabilities. Our commitment to the prudent and disciplined allocation of capital means that we will consider only those acquisitions that will be accretive to the portfolio in the long-term.

So, as we move into fiscal 2019, we have significant cash flow, brands that are associated with market leadership in each of our verticals, products and services that are clearly differentiated in their respective markets, and a team that understands both scale and profitability. Our team is more experienced, more diverse, and more growth-oriented, and that is reflected in our ability to deliver consistent operating results. You can trust that we will continue to streamline and strategically align our portfolio to deliver growth while driving improved operating efficiencies across our organization, and prudently balance our capital allocation by investing in platforms for growth while providing direct returns to our owners.

Just as important, you can expect that our work will continue to be guided by our mission of providing global access to knowledge that transforms lives and enables careers.

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On behalf of our Board of Directors and the entire Adtalem Global Education team, I would like to thank you, our fellow owners, for your support. We are very fortunate to have partners in education and investment who understand our value proposition and have confidence in our ability to deliver transformative academic outcomes and superior financial returns.



Lisa W. Wardell
President & CEO

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500 West Monroe Street
Chicago, IL 60661

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

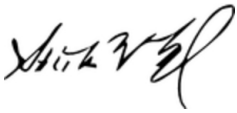
Date: November 6, 2018
Time: 9:00 a.m. Central Standard Time

Place: Adtalem Global Education Inc.
500 West Monroe Street
Chicago, Illinois 60661

Record date: September 14, 2018

- Items of business:**
- (1) Elect the directors named in the attached Proxy Statement to serve until the 2019 Annual Meeting of Shareholders
 - (2) Ratify appointment of PricewaterhouseCoopers LLP ("PwC") as Adtalem's independent registered public accounting firm for fiscal year 2019
 - (3) Say-on-Pay: Conduct an advisory vote to approve the compensation of named executive officers
 - (4) Consider such other business as may come properly before the Annual Meeting or any adjournment thereof

Date of mailing: This notice and Proxy Statement, voting instructions, and Adtalem Global Education Inc.'s 2018 Annual Report to Shareholders are being mailed to shareholders beginning on or about October 4, 2018.



Stephen W. Beard
Senior Vice President, General Counsel

October 4, 2018

REVIEW YOUR PROXY STATEMENT AND VOTE IN ONE OF FOUR WAYS:



VIA THE INTERNET

Visit the web site listed on your proxy card



BY MAIL

Sign, date and return your proxy card in the enclosed envelope



BY TELEPHONE

Call the telephone number on your proxy card



IN PERSON

Attend the Annual Meeting in Chicago, Illinois

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on November 6, 2018. Our Proxy Statement and the Adtalem Global Education Inc. Annual Report for 2018 are available online at www.proxyvote.com or at our investor relations website, <http://investors.adtalem.com/>.

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[Proxies and Voting Information](#)

PROXY STATEMENT

GENERAL INFORMATION

ANNUAL MEETING INFORMATION

We are providing this Proxy Statement to you in connection with the solicitation of proxies by the Board of Directors (the "Board") of Adtalem Global Education Inc. ("Adtalem," the "Company," the "organization," "we," "our" or "us") for the 2018 Annual Meeting of Shareholders and for any adjournment or postponement of the meeting (the "Annual Meeting"). We expect to begin mailing our proxy materials on or about October 4, 2018.

Time and Place: We are holding the Annual Meeting at 9:00 a.m. Central Standard Time on Tuesday, November 6, 2018, at Adtalem's home office at 500 West Monroe Street, Chicago, Illinois 60661.

Attendance Requirements: You may attend the Annual Meeting and vote in person even if you have returned a proxy in

writing, by telephone or through the Internet.

Street-Name Holders: If you hold shares in a bank or brokerage account (known as shares held in “street name”), you must obtain a valid “legal proxy,” executed in your favor from the holder of record, if you wish to vote these shares at the Annual Meeting.

Matters for Shareholder Voting

At this year’s Annual Meeting, we are asking our shareholders to vote on the following matters:

	Proposal	Board Recommendation	Rationale for Board Recommendation
1.	Election of Directors Elect directors to serve until the 2019 Annual Meeting of Shareholders	FOR	<ul style="list-style-type: none"> • Diverse mix of backgrounds, current and former CEOs and a former finance executive at a leading global company
2.	Ratification of Auditor Ratification of appointment of PwC as Adtalem’s independent registered public accounting firm for fiscal year 2019	FOR	<ul style="list-style-type: none"> • Independent with few ancillary services for Adtalem • Extensive global expertise
3.	Say-on-Pay Advisory vote to approve the compensation of Adtalem’s named executive officers	FOR	<ul style="list-style-type: none"> • Strong linkage of pay to both academic and financial performance • Balanced compensation program aligning performance to interests of students and all stakeholders

How to View Proxy Materials Online

Our Proxy Statement and the Adtalem Global Education Inc. Annual Report for 2018 are available online at www.proxyvote.com or at our investor relations website, <http://investors.adtalem.com/>.

Delivery of Proxy Statement

Adtalem will bear the expense of soliciting proxies and will reimburse all shareholders for the expense of sending proxies and proxy material to beneficial owners, including expenditures for foreign mailings. The solicitation initially will be made by mail but also may be made by Adtalem employees by telephone, electronic means or personal contact.



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PROXY STATEMENT

Proxies and Voting Information

HOW TO VOTE

Please vote promptly. We encourage you to vote as soon as possible, even if you plan to attend the Annual Meeting in person. Your vote is important, and for all items other than ratification of our independent registered public accounting firm, your shares will not be voted by your bank or broker if you do not provide voting instructions. You may vote shares of Adtalem common stock (“Common Stock”) that you owned as of September 14, 2018, which is the record date for the Annual Meeting.

You may vote the following ways:

BY TELEPHONE	BY INTERNET	BY MAIL	IN PERSON
In the United States or Canada, you can vote your shares by calling 1-800-690-6903	You can vote your shares online at www.proxyvote.com	You can vote by mail by marking, dating and signing your proxy card or voting instruction form and returning it in the accompanying postage-paid envelope	Attend our Annual Meeting and cast your vote in person at Adtalem’s home office at 500 West Monroe Street, Chicago, Illinois 60661

For telephone and internet voting, you will need the 12-digit control number included on your proxy card or in the instructions that accompanied your proxy materials.

Telephone and internet voting are available through 11:59 p.m. Eastern Standard Time on Monday, November 5, 2018.

Revocation of Proxies

You can revoke your proxy at any time before your shares are voted at the Annual Meeting if you:

- Submit a written revocation to our Secretary,
- Submit a later-dated proxy or voting instruction form,
- Provide subsequent telephone or Internet voting instructions, or
- Vote in person at the Annual Meeting.

If you sign and return your proxy card or voting instruction form without any voting instructions with respect to a matter, your shares will be voted by the proxy committee appointed by the Board (and each of them, with full powers of substitution) in accordance with the Board's recommendation.

Voting at the Annual Meeting

The way you vote your shares prior to the Annual Meeting will not limit your right to change your vote at the Annual Meeting if you attend in person and vote by ballot. If you hold shares in street name and you want to vote in person at the Annual Meeting, you must obtain a valid legal proxy from the record holder of your shares at the close of business on the record date indicating that you were a beneficial owner of shares, as well as the number of shares of which you were the beneficial owner, on the record date, and appointing you as the record holder's proxy to vote these shares. You should contact your bank, broker or other intermediary for specific instructions on how to obtain a legal proxy.

Additional information regarding voting procedures and the Annual Meeting can be found under "Voting Instructions and Information" on page [76](#).

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Corporate Governance

PROXY STATEMENT

CORPORATE GOVERNANCE PRACTICES

KEY CORPORATE GOVERNANCE FACTS

Board Independence	<ul style="list-style-type: none"> • 8 out of 10 of our current directors are independent, including the chair of the Board ("Board Chair") • Each of our five committees are composed entirely of independent directors • Our CEO is the only member of management who serves as a director
Board Diversity	<ul style="list-style-type: none"> • 3 out of our 8 independent directors, and 4 out of our 10 directors, are female • 3 out of our 8 independent directors, and 4 out of our 10 directors, are persons of color • 7 out of our 10 directors are active or former CEOs or the equivalent • 3 out of our 10 directors have experience in the higher education sector
Shareholder Rights and Engagement	<ul style="list-style-type: none"> • Our Board is fully declassified and all directors are elected annually • Our Board has an established policy, set forth in our Governance Principles, to call a special meeting of shareholders under certain circumstances if requested by shareholders owning for a period of one

year or longer more than 25% of our outstanding shares

- Each share of Common Stock is entitled to one vote
- We do not have a shareholder rights plan
- We conduct regular outreach and engagement with our shareholders and value their insight and feedback
- Proxy Access: We have adopted proxy access, which allows any shareholder or group of up to 20 shareholders holding both investment and voting rights to at least 3% of Adtalem’s Common Stock for at least three years to nominate the greater of (i) two or (ii) 20% of Adtalem’s directors to be elected at an annual meeting of shareholders
- Majority voting with plurality carve out: Our By-Laws provide that any uncontested question brought before any meeting of Adtalem’s shareholders (other than the election of directors) will be decided by the affirmative vote of a majority of the total number of votes of Adtalem’s capital stock represented. Contested matters brought before any meeting of Adtalem’s shareholders will be decided by a plurality of the votes of Adtalem’s capital stock represented
- Independent Lead Director: Our Governance Principles require a Lead Independent Director to be appointed in the event that the Board Chair is not an independent director
- Director resignation requirement: Our Governance Principles require a director whose principal job responsibility changes substantially during his or her tenure to tender his or her resignation, subject to acceptance by the Board
- Outside board service limits: Our Governance Principles limit directors to service on only three other boards of publicly traded companies and limit members of Adtalem’s Audit and Finance Committee to service on two other audit committees of publicly traded companies

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PROXY STATEMENT

Corporate Governance

<p>Board Committees</p>	<ul style="list-style-type: none"> • We have five Board committees – Academic Quality, Audit and Finance, Compensation, External Relations, and Nominating & Governance • The Chair of each committee, in consultation with the committee members, determines the frequency and length of the committee meetings • Our Board and each of its committees are authorized to retain independent advisors
<p>Director Stock Ownership</p>	<ul style="list-style-type: none"> • 60% of our non-employee directors’ annual compensation (excluding committee Chair fees) is in the form of restricted stock units (“RSUs”) • Our non-employee directors (other than those who are affiliated with our shareholders) are subject to a policy requiring their ownership of shares with a value equal to or in excess of three times their annual retainer
<p>Continuous Improvement</p>	<ul style="list-style-type: none"> • New directors receive a tailored, two-day, live training program about Adtalem and its institutions from management • Our directors are encouraged to participate in director-oriented training programs • The Board annually undergoes a self-assessment process to critically

evaluate its performance at a committee and Board level

Communication

- Our Board promotes open and frank discussion with senior management
- Our directors have access to all members of management

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Corporate Governance

PROXY STATEMENT

SUMMARY OF BOARD AND COMMITTEE STRUCTURE

Adtalem’s Board of Directors held 10 meetings during fiscal year 2018, consisting of 6 regular meetings and 4 special meetings. Currently, the Board has five standing committees: Academic Quality, Audit and Finance, Compensation, External Relations, and Nominating & Governance. The following table identifies each standing committee, its current members and current chairs, its key responsibilities and the number of meetings held during fiscal year 2018. Current copies of the charters of each of these committees, a current copy of Adtalem’s Governance Principles, and a current copy of Adtalem’s Code of Conduct and Ethics can be found on Adtalem’s website, www.adtalem.com, and are also available in print to any shareholder upon request from the Secretary of Adtalem, 500 West Monroe Street, Chicago, IL 60661. The Board has determined that each of the members of the Audit and Finance, Compensation, and Nominating & Governance committees is independent within the meaning of applicable laws and NYSE listing standards in effect at the time of determination.

	Key Responsibilities	Meetings in fiscal year 2018	Directors	Report
Adtalem Board of Directors	<ul style="list-style-type: none"> • Strategic oversight • Corporate governance • Leadership • Risk oversight • CEO succession planning 	10	Chair: James D. White <ul style="list-style-type: none"> • 8 of 10 directors are independent 	n/a
Academic Quality Committee	<ul style="list-style-type: none"> • Supports improvement in academic quality and assures that the academic perspective is heard and represented at the highest policy-setting level and incorporated in all of Adtalem’s activities and operations • Reviews the academic programs, policies and practices of Adtalem’s institutions • Evaluates the academic quality and assessment process and evaluates curriculum and programs 	3	Chair: Ann Weaver Hart <ul style="list-style-type: none"> • Steven M. Altschuler, M.D. • James D. White • Rob Taylor • Donna J. Hrinak 	n/a
Audit and Finance Committee	<ul style="list-style-type: none"> • Monitors Adtalem’s financial reporting processes, including its internal control systems and the scope, approach and results of audits • Selects and evaluates Adtalem’s independent registered public accounting firm, subject to ratification by the shareholders • Reviews and recommends to the Board Adtalem’s financing policies and actions related to investment, capital structure and financing strategies 	10	Chair: William W. Burke <ul style="list-style-type: none"> • Steven M. Altschuler, M.D. • Donna J. Hrinak • Michael W. Malafronte The Board has determined that Mr. Burke is qualified as an audit committee financial expert	Page 70
Compensation Committee	<ul style="list-style-type: none"> • Oversees all compensation practices and reviews eligibility criteria and award guidelines for Adtalem’s compensation program • Assists the independent members of the 	5	Chair: Michael W. Malafronte <ul style="list-style-type: none"> • William W. Burke • Lyle Logan 	Page 51

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|--|---|--|--|
| | Board in establishing the CEO's annual goals, objectives and compensation | | |
| | <ul style="list-style-type: none"> • Reviews and recommends to the Board compensation paid to non-employee directors | | |

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PROXY STATEMENT	Corporate Governance
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	Key Responsibilities	Meetings in fiscal year 2018	Directors	Report
External Relations Committee	<ul style="list-style-type: none"> • Provides awareness and oversight of Adtalem's external relations strategy, policy and practice • Monitors, analyzes and effectively manages legislative and regulatory policy trends, issues and risks • Develops recommendations to the Board with regard to formulating and adopting policies, programs and communications strategy related to legislative, regulatory and reputational risk • Oversees risks and exposures related to higher education public policy, as well as compliance with laws, regulations applicable to Adtalem 	4	Chair: Lyle Logan <ul style="list-style-type: none"> • Ann Weaver Hart • Georgette Kiser • Ron Taylor 	n/a
Nominating & Governance Committee	<ul style="list-style-type: none"> • Reviews Board and committee structure and leads the Board self-evaluation process • Assesses Board needs and periodically conducts director searches and recruiting to ensure appropriate Board composition • Recommends candidates for nomination as directors to the Board • Oversees and conducts planning for CEO and director succession and potential related risks • Recommends governance policies and procedures 	5	Chair: James D. White <ul style="list-style-type: none"> • Ann Weaver Hart • Georgette Kiser • Michael W. Malafronte 	n/a

INDEPENDENT BOARD CHAIR

Since 2004, the offices of Board Chair and CEO have been held by different individuals, with the Board Chair currently being Mr. White, an independent director. The Board believes that the existing leadership structure currently serves Adtalem and its shareholders well. The Board has no specific policy with respect to the separation of the positions of Board Chair and CEO. However, in order to ensure continued Board independence, the Board has adopted a policy that, in the event the Board Chair and CEO roles are combined, or the Board Chair is not otherwise independent, the Board shall appoint a Lead Independent Director. The Board believes that this issue should be part of the succession planning process and that it is in the best interests of Adtalem and its shareholders for the Board to make a determination regarding this issue when it annually elects the Board Chair. During fiscal year 2018, the Board met in executive session without employee directors or other employees present at each regular Board meeting. Adtalem's Board Chair presided over these sessions as the non-executive Board Chair.

DIRECTOR ATTENDANCE

Attendance at Board Meetings

During fiscal year 2018, our Board met 10 times. Each of Adtalem’s directors attended at least 75% of the meetings of the Board and Board committees on which they served that occurred during their respective time of service on the Board in fiscal year 2018.

Attendance at Annual Meetings

All of our directors who were directors at the time were present at the 2017 Annual Meeting of Shareholders, held in November 2017. Our Board encourages all of its members to attend the Annual Meetings but understands there may be situations that prevent such attendance.



SUMMARY INFORMATION ABOUT OUR DIRECTORS

Name and Principal Occupation	Age	Director Since	Independent	Committee Memberships					Other Public Company Boards	
				AUD	ACA	COM	ER	NG		
Steven M. Altschuler, M.D.⁽¹⁾ Managing Director, Healthcare Ventures, at Ziff Capital Partners	64	2018	x	x	x				2	
William W. Burke President and Founder, Austin Highlands Advisors, LLC	59	2017	x	c			x		2	
Ann Weaver Hart President Emerita, University of Arizona	69	2016	x		c		x	x		
Donna J. Hrinak⁽²⁾ Corporate Vice President, The Boeing Company President, Boeing Latin America	67	2018	x	x	x					
Georgette Kiser⁽¹⁾ Managing Director and Chief Information Officer, The Carlyle Group	50	2018	x				x	x		
Lyle Logan Executive Vice President and Managing Director, Northern Trust Corporation	59	2007	x				x	c	1	
Michael W. Malafronte Managing Partner, International Value Advisers, LLC, and President, IVA Funds	44	2016	x	x			c		x	1

Ronald L. Taylor Senior Advisor, Former CEO, Adtalem Global Education	74	1987			x		x		
Lisa W. Wardell President and CEO, Adtalem Global Education	49	2008							1
James D. White (Chair) Retired Board Chair, CEO and President Jamba, Inc.	57	2015	x		x			c	1

AUD Audit and Finance Committee

COM Compensation Committee

ACA Academic Quality Committee

ER External Relations Committee

NG Nominating & Governance Committee

c Committee Chair

X Committee Member

- (1) Appointed to the Board, effective May 9, 2018. Dr. Altschuler was appointed to the Academic Quality Committee and the Audit and Finance Committee. Ms. Kiser was appointed to the External Relations Committee and the Nominating & Governance Committee.
- (2) Appointed to the Board, effective October 3, 2018. Ms. Hrinak was appointed to the Academic Quality Committee and the Audit and Finance Committee.

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Proposal No. 1 — Election of Directors

PROXY STATEMENT

PROPOSAL NO. 1 — ELECTION OF DIRECTORS

The current size of the Board is ten directors, however, the Board determined to decrease the size of the Board to nine directors in connection with the election of directors at the 2018 Annual Meeting. The Board has nominated nine of Adtalem’s ten sitting directors and recommends their re-election, each for a term to expire in 2019. All of the nominees have consented to serve as directors if elected at the Annual Meeting.

It is intended that all shares represented by a proxy in the accompanying form will be voted for the election of each of Steven M. Altschuler, M.D., William W. Burke, Ann Weaver Hart, Donna J. Hrinak, Georgette Kiser, Lyle Logan, Michael W. Malafronte, Lisa W. Wardell and James D. White as directors unless otherwise specified in such proxy. A proxy cannot be voted for more than nine persons. In the event that a nominee becomes unable to serve as a director, the proxy committee will vote for the substitute nominee that the Board designates. The Board has no reason to believe that the nominees will become unavailable for election.

Each nominee for election as a director is listed below, along with a brief statement of his or her current principal occupation, business experience and other information, including directorships in other public companies held as of the date of this Proxy Statement or within the previous five years. Under the heading “Relevant Experience,” we describe briefly the particular experience, qualifications, attributes or skills that led to the conclusion that these nominees should serve on the Board. As explained below under the caption “Additional Information — Director Nominating Process and Factors Considered,” the Nominating & Governance Committee looks at the Board as a whole, attempting to ensure that it possesses the characteristics that the Board believes important to effective governance.

APPROVAL BY SHAREHOLDERS

The election of each of the nine nominees for director listed below requires the affirmative vote of a majority of the shares of Common Stock of Adtalem represented at the Annual Meeting. Adtalem maintains a majority voting standard for uncontested elections, so for a nominee to be elected as a member of the Board, the nominee must receive more **FOR** votes than the aggregate **WITHHOLD** votes, abstentions and broker non-votes. Shareholders may not cumulate their votes in the election of directors. If a nominee for re-election fails to receive the requisite majority vote where the election is uncontested, such director must promptly tender his or her resignation to Adtalem’s CEO or the Secretary, subject to acceptance by the Board.

Unless otherwise indicated on the proxy, the shares will be voted **FOR** each of the nominees listed below.

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PROXY STATEMENT

Proposal No. 1 — Election of Directors

NOMINEES

STEVEN M. ALTSCHULER, M.D.



Dr. Altschuler has been a director of Adtalem since May 2018. Dr. Altschuler currently serves as Managing Director-Healthcare Ventures at Ziff Capital Partners. Dr. Altschuler is the former Executive Vice President for Health Affairs at the University of Miami and Chief Executive Officer of UHealth – the University of Miami Health System. At the University of Miami he led the transformation of the UHealth clinical delivery system into a CMS, Perspective Payment System (“PPS”) exempt unified academic medical center under a single state license. He also led the transformation of the academic enterprise to create new patient oriented Translational Institutes and a new research model based around Core Science Institutes.

Previously, Dr. Altschuler served as CEO for The Children’s Hospital of Philadelphia (“CHOP”) from 2000 to 2015. He led CHOP’s transformation from a traditional academic medical center and specialty hospital to a world leader in pediatric health care, research, education and advocacy for children. Under his leadership, CHOP experienced the largest growth since its founding in 1855, building a care network that provides primary, specialty and urgent care at more than 50 locations in the greater Philadelphia area. He retired from CHOP in 2015 and currently serves as Board Chair of Spark Therapeutics, a leading gene therapy company created to develop and commercialize the preclinical and clinical programs advanced at CHOP and other institutions. He is currently a director on the Board of Weight Watchers International, Inc., where he sits on the audit committee and the compensation and benefits committee. He is also on the Board of Spark Therapeutics, Inc. and is on the audit and compliance committee and the compensation committee.

**Managing Director,
Healthcare
Ventures Ziff Capital Partners**

**Age: 64
Director since 2018**

**Committees:
Academic Quality
Audit and Finance**

Dr. Altschuler completed a pediatric internship and residency at Children’s Hospital Medical Center in Boston and completed a fellowship in gastroenterology and nutrition at CHOP. He also served as a faculty member and Chair of the Department of Pediatrics at the Perelman School of Medicine at the University of Pennsylvania prior to becoming CEO of CHOP.

Dr. Altschuler received his MD and BA in Mathematics from Case Western Reserve University.

Relevant Experience

- Mr. Altschuler’s comprehensive, first-hand knowledge of technology, business and medical education matters at the senior strategic level adds valuable experience to the Board.

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Proposal No. 1 — Election of Directors

PROXY STATEMENT

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WILLIAM W. BURKE



Mr. Burke has been a director of Adtalem since January 2017. Since November 2015, Mr. Burke has served as President of Austin Highlands Advisors, LLC, a provider of corporate advisory services. He served as Executive Vice President & Chief Financial Officer of IDEV Technologies, a peripheral vascular devices company, from November 2009 until the company was acquired by Abbott Laboratories in August 2013. From August 2004 to December 2007, he served as Executive Vice President & Chief Financial Officer of ReAble Therapeutics, a diversified orthopedic device company which was sold to The Blackstone Group in a going private transaction in 2006 and subsequently merged with DJO Incorporated in November 2007. Mr. Burke remained with ReAble until June 2008. From 2001 to 2004, he served as Chief Financial Officer of Cholestech Corporation, a medical diagnostic products company. Mr. Burke has served on the Board of numerous public and private company boards and currently serves on the Board of Invuity, Inc., Tactile Systems Technology, Inc., and Myocardial Solutions, Inc. He previously served on the Board of LDR Holding Corporation (acquired by Zimmer Biomet in July 2016) and Medical Action Industries (acquired by Owens & Minor in October 2014). Mr. Burke received his BBA in Finance from The University of Texas at Austin and an MBA from The Wharton School of the University of Pennsylvania.

President
Austin Highlands Advisors, LLC

Age: 59
Director since 2017

Committees:
Audit and Finance (Chair)
Compensation

Relevant Experience

- Mr. Burke's experience as a senior executive and board member of multiple public companies, and his extensive understanding of financing, acquisition and operating strategy, enhances the Board's capabilities from both a strategic and governance perspective.

ANN WEAVER HART



Dr. Hart has been a director of Adtalem since February 2016. Dr. Hart served as President of the University of Arizona from July 2012 until her retirement from higher education administration in June 2017. Dr. Hart continues to teach as professor of educational policy studies & practice in the College of Education, a post she also held during her presidency at the University of Arizona. During her tenure as President at the University of Arizona, Dr. Hart successfully led efforts to create and implement a fully integrated strategic academic and business plan to sustain the University of Arizona's world-class education, research, and impact. Prior to her service at the University of Arizona, Dr. Hart was President of Temple University from July 2006 to July 2012, President of the University of New Hampshire from 2002 to 2006 and provost and vice president for academic affairs at Claremont Graduate University in Claremont, California from 1998 to 2002. Prior to her university-wide service, Dr. Hart served as professor of educational leadership, dean of the Graduate School and special assistant to the president at the University of Utah. In addition to her role at the University of Arizona, Dr. Hart is a member of the Association of American Universities, the Association of Public and Land-Grant Universities, the Association of College and University Educators (ACUE) Board of Advisors, and she is an advisor for the Lincoln Project: Excellence and Access in Public Higher Education at the American Academy of Arts and Sciences. Dr. Hart has received numerous professional and community service awards for her work, including the Michael P. Malone International Leadership Award from the Association of Public and Land-Grant Universities; the Girl Scouts of the USA Take the Lead Award; the Jack Culbertson Award in Educational Administration from the University Council for Educational Administration; and the PoWer Award from the Professional Women's Roundtable. Dr. Hart holds a BS and MS in History and a Ph.D in Educational Administration, all from the University of Utah.

Relevant Experience

- Dr. Hart's experience as a successful president of and dean at several leading universities, deep experience as a teacher and scholar recognized internationally for research on leadership succession, organizational behavior, and work redesign in educational organizations, bring a strong and knowledgeable academic, operational, and strategic perspective to the Board deliberations.

President Emerita
University of Arizona