
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 6, 2018

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.)

500 West Monroe Street
Chicago, IL
(Address of principal executive offices)

60661
(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:

- 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 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") 2018 Annual Meeting of Shareholders (the "Annual Meeting") was held on November 6, 2018. 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 nine nominees as directors to serve until the 2019 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>
Steven M. Altschuler, M.D.	54,739,241	37,950	1,971,438
William W. Burke	54,589,913	187,278	1,971,438
Ann Weaver Hart	54,753,257	23,934	1,971,438
Donna J. Hrinak	54,757,534	19,657	1,971,438
Georgette Kiser	54,753,824	23,367	1,971,438
Lyle Logan	54,078,666	698,525	1,971,438
Michael W. Malafrente	54,449,638	327,553	1,971,438
Lisa W. Wardell	54,753,423	23,768	1,971,438
James D. White	54,742,878	34,313	1,971,438

The shareholders ratified the appointment of PricewaterhouseCoopers, LLP as the independent registered public accounting firm for Adtalem for fiscal year 2019:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
55,896,076	754,166	98,387

The shareholders in an advisory vote approved the compensation of Adtalem's named executive officers, as described in the proxy statement for the Annual Meeting:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
30,000,655	24,748,085	28,451	1,971,438

Item 8.01 Other Events.

On November 7, 2018, the Board of Directors of Adtalem approved the eleventh share repurchase program, which allows Adtalem to repurchase up to \$300 million of its common stock, from time to time, through December 31, 2021. The new program will commence when the repurchases from the current program are complete, which is expected to occur in early calendar year 2019. A copy of the press release issued in connection with the foregoing is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

[99.1](#) [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.

By: /s/ Kathleen A. Carroll

Kathleen A. Carroll
Vice President, Controller

Date: November 8, 2018

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

Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Adtalem Global Education Announces New \$300 Million Share Repurchase Program

CHICAGO--(BUSINESS WIRE)--November 8, 2018--Adtalem Global Education Inc. (NYSE: ATGE), a leading global education provider, today announced that its board of directors has approved its eleventh share repurchase program for \$300 million which expires December 31, 2021. The new program will commence when the repurchases from the current program are complete, which is expected to occur in early calendar year 2019.

"The extension of our repurchase program reflects our commitment to delivering on our strategic priorities and our confidence in the upside potential for our shares," said Lisa Wardell, President and CEO of Adtalem.

The timing and amount of any repurchase will be determined by management based on evaluation of market conditions and other factors. These repurchases may be made through the open market, including block purchases, in privately negotiated transactions, or otherwise. The repurchases will be funded through available cash balances and/or borrowings, and may be suspended or discontinued at any time.

About Adtalem Global Education Inc.

The purpose of Adtalem Global Education Inc. 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, EduPristine, Ross University School of Medicine and Ross University School of Veterinary Medicine. For more information, please visit adtalem.com.

Forward Looking Statement

Certain statements contained in this release concerning Adtalem Global Education's expected future performance, including those statements that affect Adtalem's expectations or plans, constitute "forward-looking statements" within the meaning of 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 or its management "believes," "expects," "anticipates," "foresees," "forecasts," "estimates," "plans," "intends," "estimates," "potential," "continue," "may," "will," "should," "could," or other words or phrases of similar import which predict or indicate future events or trends or that are not statements of historical matters. Actual results may differ materially from those projected or implied by these forward-looking statements. Potential risks, uncertainties and other factors that could cause results to differ are described more fully in Item 1A, "Risk Factors," in the most recent Annual Report on Form 10-K for the year ending June 30, 2018 filed with the Securities and Exchange Commission (SEC) on August 24, 2018. Any forward-looking statement made by us in this release is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

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