DEVRY EDUCATION GROUP INC.
Form 4
November 22, 2016

# FORM 4

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

OMB APPROVAL

| | |
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
International Value Advisers, LLC

(Last) (First) (Middle)

717 FIFTH AVENUE, 10TH FLOOR

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
DEVRY EDUCATION GROUP INC. [DV]

3. Date of Earliest Transaction (Month/Day/Year)
11/21/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

**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) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/21/2016 | | S | | 3 | D | $ 28.01 | 105 | I | See Footnote (1) |
| Common Stock | 11/21/2016 | | S | | 1,415 | D | $ 28.01 | 53,409 | I | See Footnote (2) |
| Common Stock | 11/21/2016 | | S | | 30 | D | $ 28.01 | 1,122 | I | See Footnote (3) |
| Common | 11/22/2016 | | S | | 2 | D | $ | 103 | I | See |

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Stock | | | | | 28.04 | | | Footnote (1) |
| Common Stock | 11/22/2016 | S | 780 | D | $ 28.04 | 52,629 | I | See Footnote (2) |
| Common Stock | 11/22/2016 | S | 16 | D | $ 28.04 | 1,106 | I | See Footnote (3) |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | 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 |
| International Value Advisers, LLC<br>717 FIFTH AVENUE<br>10TH FLOOR<br>NEW YORK, NY 10022 | | X | | |
| DE VAULX CHARLES<br>717 FIFTH AVENUE, 10TH FLOOR<br>NEW YORK, NY 10022 | | X | | |
| DE LARDEMELLE CHARLES<br>717 FIFTH AVENUE, 10TH FLOOR<br>NEW YORK, NY 10022 | | X | | |

# Signatures

| | |
|---|---|
| Michael W. Malafronte, Managing Partner of International Value Advisers, LLC | 11/22/2016 |
| **Signature of Reporting Person | Date |
| Charles de Vaulx | 11/22/2016 |
| **Signature of Reporting Person | Date |
| Charles de Lardemelle | 11/22/2016 |
| **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)** International Value Advisers, LLC ("IVA"), as the managing member of IVA Global Master Fund, L.P.'s (the "Partnership") general partner, may be deemed to have a pecuniary interest in the general partner's proportionate interest in the shares of common stock ("Shares") of DeVry Education Group Inc. (the "Issuer") held by the Partnership.

**(2)** Charles de Vaulx, as the Chief Investment Officer, Portfolio Manager and a managing member of IVA, has a pecuniary interest in his proportionate interest in the Shares of the Issuer held by the Partnership.

**(3)** Charles de Lardemelle, as the Portfolio Manager and a managing member of IVA, has a pecuniary interest in his proportionate interest in the Shares of the Issuer held by the Partnership.

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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