SEC Form 4

**FORM 4**

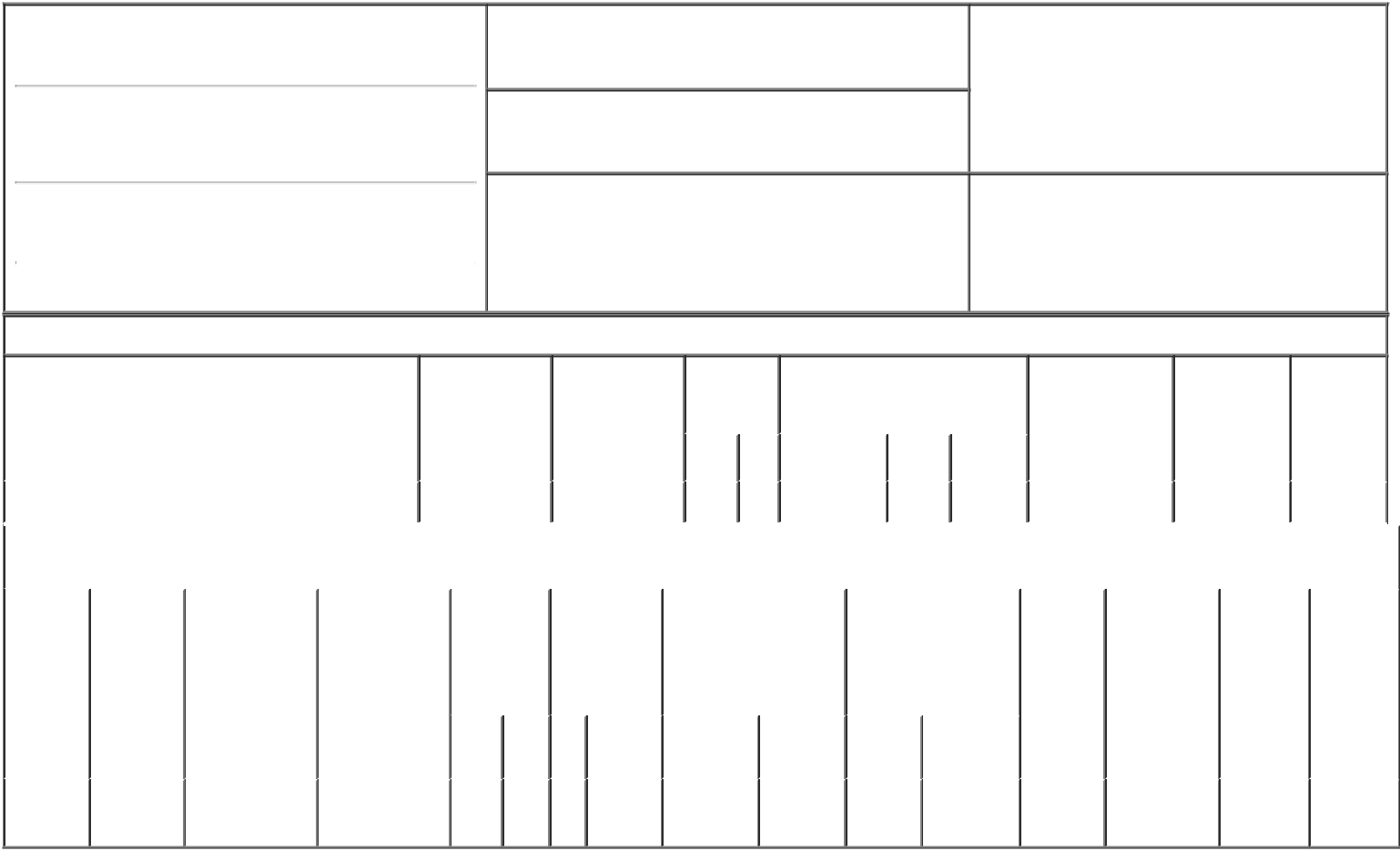
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL | | |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  |  |  |  |
|  |  | Estimated average burden |  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



1. Name and Address of Reporting Person\*

[Rich Crow Enterprises, LLC](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001450004)

(Last) (First) (Middle)

7227 N. 16TH STREET, #190

2. Issuer Name **and** Ticker or Trading Symbol

[Grand Canyon Education, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001434588) [ LOPE ]

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

11/19/2008

1. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director X 10% Owner

Officer (give title Other (specify

below) below)

|  |  |  |  |
| --- | --- | --- | --- |
| (Street) | |  |  |
|  | PHOENIX | AZ | 85020 |
|  |  |  |  |
|  | (City) | (State) | (Zip) |

4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable

Line)

X Form filed by One Reporting Person

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** | | | **2A. Deemed** | **3.** | | **4. Securities Acquired (A) or** | | | | | | **5. Amount of** | | **6. Ownership** | | **7. Nature of** | |  |
|  |  |  |  | **Date** | |  | **Execution Date,** |  | **Transaction Disposed Of (D) (Instr. 3, 4 and 5)** | | | | | | | **Securities** |  | **Form: Direct** | | **Indirect** | |  |
|  |  |  |  | **(Month/Day/Year)** | | | **if any** |  | **Code (Instr.** | |  |  |  |  |  | **Beneficially** | | **(D) or Indirect** | | **Beneficial** | |  |
|  |  |  |  |  |  |  | **(Month/Day/Year) 8)** | | |  |  |  |  |  |  | **Owned Following** | | **(I) (Instr. 4)** | | **Ownership** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  | **(Instr. 4)** | |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | **Code V** | **Amount** |  | **(A) or** | | **Price** | | **Transaction(s)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** | |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | |  |  |  | |  |  |  |  | |  |  |  |  |  | |  |  |  |  |  |
|  | Common Stock | |  | 11/19/2008 | | |  |  | C | 486,622(1) | | A |  | (1) |  | 10,047,485 | |  | D |  |  |  |
|  |  |  |  | **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned** | | | | | | | | | | | | |  |  |  |  |  |  |
|  |  |  |  | **(e.g., puts, calls, warrants, options, convertible securities)** | | | | | | | | | | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  | | |  | | | |  |  |  | |  |  | |  |
|  | **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | | **4.** | **5. Number of** | **6. Date Exercisable and** | | | **7. Title and Amount of** | | | | | **8. Price of** | **9. Number of** | | **10.** | **11. Nature** | |  |
|  | **Derivative** | **Conversion** | **Date** | **Execution Date,** | | **Transaction** | **Derivative** | **Expiration Date** | | | **Securities Underlying** | | | | | **Derivative** | **derivative** |  | **Ownership of Indirect** | | |  |
|  | **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | | **Code (Instr.** | **Securities** | **(Month/Day/Year)** | | | **Derivative Security** | | | | | **Security** | **Securities** |  | **Form:** | **Beneficial** | |  |
|  | **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | | **8)** | **Acquired (A)** |  |  |  | **(Instr. 3 and 4)** | | |  |  | **(Instr. 5)** | **Beneficially** | | **Direct (D)** | **Ownership** | |  |
|  |  | **Derivative** |  |  |  |  | **or Disposed** |  |  |  |  |  |  |  |  |  | **Owned** |  | **or Indirect** | **(Instr. 4)** | |  |
|  |  | **Security** |  |  |  |  | **of (D) (Instr. 3,** |  |  |  |  |  |  |  |  |  | **Following** |  | **(I) (Instr. 4)** | | |  |
|  |  |  |  |  |  |  | **4 and 5)** |  |  |  |  |  |  |  |  |  | **Reported** |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Transaction(s)** | |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  | **Amount or** | | |  | **(Instr. 4)** |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Date** | | **Expiration** |  |  | **Number of** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | | **Date** | **Title** |  | **Shares** | | |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Series C | (1) |  |  |  |  | 834.21(1) | (1) | | (1) | Common | | 486,622(1) | |  |  |  |  |  |  |  |  |
|  | Preferred | 11/19/2008 |  |  | C |  | $0.00 | 0 |  | D |  |  |  |
|  | Stock |  |  |  |  |  |  |  |  |  | Stock | |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Explanation of Responses:**

1. Upon the closing of the initial public offering of the Issuer's Common Stock, the shares of Series C Preferred Stock reported in Column 5 of Table II automatically converted into the number of shares of the Issuer's Common Stock reported in Column 7 of Table II, for no additional consideration.

**Remarks:**

/s/ Lyn Bickle, Attorney-in-Fact 11/21/2008



\*\* Signature of Reporting Person Date

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

\* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**