

AMERICAN PUBLIC EDUCATION INC

Form 4

May 31, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WEGLIICKI TIMOTHY T

2. Issuer Name **and** Ticker or Trading
Symbol
**AMERICAN PUBLIC
EDUCATION INC [APEI]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**400 EAST PRATT STREET, SUITE
910**

3. Date of Earliest Transaction
(Month/Day/Year)
05/29/2013

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
BALTIMORE, MD 21202

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

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

(City) (State) (Zip)

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, par value \$.01	05/29/2013		S		25,000 (4) (8)	D \$ 38.0361	161,400 (5) I See footnote (1)
Common Stock, par value \$.01	05/30/2013		S		25,000 (6) (8)	D \$ 38.2657	136,400 (7) I See footnote (1)
Common Stock, par value \$.01	05/31/2013		S		25,000 (8) (9)	D \$ 38.1698	111,400 (10) I See footnote (1)
Common						27,242 (3)	D

Stock, par
value \$.01

Common
Stock, par
value \$.01

2,993

I

See
footnote
(2)

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

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(9-02)

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 Own Follo Repor Trans (Instr
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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
WGLICKI TIMOTHY T 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202	X			

Signatures

Timothy T.
Weglicki 05/31/2013

**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) Mr. Weglicki is a member of ABS Partners VI, LLC, the general partner of ABS Capital Partners VI, LP, ABS Capital Partners VI-A, LP and ABS Capital Partners VI Offshore, LP (together, the "ABS Entities"). ABS Partners VI, LLC exercises voting and dispositive power over the shares held by the ABS Entities. Mr. Weglicki disclaims beneficial ownership of the shares held by the ABS Entities except to the extent of his pecuniary interest therein.
- (2) Mr. Weglicki is a managing director of ABS Capital Partners, Inc. Mr. Weglicki disclaims beneficial ownership of the shares held by ABS Capital Partners, Inc. except to the extent of his pecuniary interest therein.
- (3) Mr. Weglicki directly owns 22,050 shares and indirectly owns 5,192 shares owned by The Timothy T. Weglicki Irrevocable Trust dated March 11, 1999 (the "Trust"), which shares Mr. Weglicki disclaims beneficial ownership of except to the extent of his pecuniary interest therein.

Consists of the following shares sold by the following entities: (a) 22,160 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 392 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 2,448 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (4) Consists of the following shares held by the following entities: (a) 143,068 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 2,533 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 15,799 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (5) Consists of the following shares sold by the following entities: (a) 22,160 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 392 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 2,448 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (6) Consists of the following shares held by the following entities: (a) 120,908 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 2,141 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 13,351 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (7) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 20, 2013.
- (8) Consists of the following shares sold by the following entities: (a) 22,160 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 392 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 2,448 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (9) Consists of the following shares held by the following entities: (a) 98,748 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 1,749 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 10,903 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares.
- (10)

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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