

AMERICAN PUBLIC EDUCATION INC

Form 4

December 16, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ABS CAPITAL PARTNERS IV LP

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)
12/12/2008

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

(Street)

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

BALTIMORE, MD 21202-3116

(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	12/12/2008		S		3,728,057	D	\$ 35.7187	0	D <u>(1)</u>
Common Stock, par value \$.01	12/12/2008		S		124,825	D	\$ 35.7187	0	I <u>(1)</u>
Common Stock, par	12/12/2008		S		214,103	D	\$ 35.7187	0	I <u>(1)</u>

value
\$.01

Common
Stock, par
value
\$.01

12/12/2008

S

145,967

D

\$
35.7187 0

I ⁽¹⁾

Partners
IV
Offshore,
L.P.

By ABS
Capital
Partners
IV
Special
Offshore,
L.P.

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

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 control number.

SEC 1474
(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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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABS CAPITAL PARTNERS IV LP 400 EAST PRATT STREET SUITE 910 BALTIMORE, MD 21202-3116	X	X		
ABS CAPITAL PARTNERS IV A LP 400 EAST PRATT STREET SUITE 910	X	X		

BALTIMORE, MD 21202-3116

ABS CAPITAL PARTNERS IV OFFSHORE LP

400 EAST PRATT STREET

SUITE 910

X X

BALTIMORE, MD 21202-3116

ABS CAPITAL PARTNERS IV SPECIAL OFFSHORE LP

400 EAST PRATT STREET

SUITE 910

X X

BALTIMORE, MD 21202-3116

Signatures

ABS Capital Partners IV, L.P. By ABS Partners IV, L.L.C., its General Partner By Donald B. Hebb, Jr., Managing Member

12/16/2008

__Signature of Reporting Person

Date

ABS Capital Partners IV-A, L.P. By ABS Partners IV, L.L.C., its General Partner By Donald B. Hebb, Jr., Managing Member

12/16/2008

__Signature of Reporting Person

Date

ABS Capital Partners IV Offshore, L.P. By ABS Partners IV, L.L.C., its General Partner By Donald B. Hebb, Jr., Managing Member

12/16/2008

__Signature of Reporting Person

Date

ABS Capital Partners IV Special Offshore, L.P. By ABS Partners IV, L.L.C., its General Partner By Donald B. Hebb, Jr., Managing Member

12/16/2008

__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) ABS Partners IV L.L.C. is the general partner of ABS Capital Partners IV, LP, ABS Capital Partners IV-A, LP, ABS Capital IV Offshore, ABS Capital IV Special Offshore, LP (the "General Partner") (collectively, the "Funds"), and Phillip A. Clough and Timothy T. Weglicki are the managing members of the General Partner (the "Managers"). The General Partner and the Managers are reporting the indirect beneficial ownership of the reported securities. The General Partner and each of the Managers disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein. The General Partner of the Funds has voting and dispositive power over these shares.

Remarks:

This filing constitutes one of two related filings by the following joint reporting persons with respect to the securities of the issuer.

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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