

Grand Canyon Education, Inc.  
 Form 4  
 November 21, 2008

**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 \*  
 Endeavour Capital IV, LLC

2. Issuer Name and Ticker or Trading Symbol  
 Grand Canyon Education, Inc.  
 [LOPE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 920 SW SIXTH AVENUE, SUITE 1400  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/19/2008

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

PORTLAND, OR 97204

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 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	11/19/2008		C		7,692,938 <u>(1)</u> <u>(2)</u>	A	<u>(2)</u> 7,692,938 <u>(1)</u>	I	Endeavour Capital Fund IV, L.P.
Common Stock	11/19/2008		C		831,886 <u>(1)</u> <u>(3)</u>	A	<u>(3)</u> 8,524,824 <u>(1)</u>	I	Endeavour Capital Fund IV, L.P.
Common Stock	11/19/2008		C		471,108 <u>(1)</u> <u>(2)</u>	A	<u>(2)</u> 471,108 <u>(1)</u>	I	Endeavour Associates Fund IV,

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Common Stock	11/19/2008	C	51,007 <sup>(1)</sup> <u>(3)</u>	A	<u>(3)</u>	522,115 <u>(1)</u>	I	L.P. Endeavour Associates Fund IV, L.P.
Common Stock	11/19/2008	C	871,002 <sup>(1)</sup> <sup>(2)</sup> <u>(1)</u> <u>(2)</u>	A	<u>(2)</u>	871,002 <u>(1)</u>	I	Endeavour Capital Parallel Fund IV, L.P.
Common Stock	11/19/2008	C	94,197 <sup>(1)</sup> <u>(3)</u>	A	<u>(3)</u>	965,199 <u>(1)</u>	I	Endeavour Capital Parallel Fund IV, L.P.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Preferred Stock	<u>(2)</u>	11/19/2008		C	4,213 <sup>(1)</sup> <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 7,692,938 <u>(1)</u> <u>(2)</u>
Series C Preferred Stock	<u>(3)</u>	11/19/2008		C	1,426.09 <sup>(1)</sup> <sup>(3)</sup> <u>(1)</u> <u>(3)</u>	<u>(3)</u> <u>(3)</u>	Common Stock 831,886 <u>(1)</u> <u>(3)</u>
Series A Preferred Stock	<u>(2)</u>	11/19/2008		C	258 <sup>(1)</sup> <sup>(2)</sup> <u>(1)</u> <u>(2)</u>	<u>(2)</u> <u>(2)</u>	Common Stock 471,108 <u>(1)</u> <u>(2)</u>
	<u>(3)</u>	11/19/2008		C		<u>(3)</u> <u>(3)</u>	

Series C Preferred Stock					87.44 <sup>(1)</sup> <u>(3)</u>			Common Stock	51,007 <sup>(1)</sup> <u>(3)</u>
Series A Preferred Stock	<sup>(2)</sup>	11/19/2008	C		477 <sup>(1)</sup> <sup>(2)</sup> <u>(2)</u>	<u>(2)</u>	<u>(2)</u>	Common Stock	871,002 <sup>(1)</sup> <sup>(2)</sup> <u>(1)</u> <u>(2)</u>
Series C Preferred Stock	<sup>(3)</sup>	11/19/2008	C		161.48 <sup>(1)</sup> <sup>(3)</sup> <u>(1)</u> <u>(3)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	94,197 <sup>(1)</sup> <u>(3)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Endeavour Capital IV, LLC 920 SW SIXTH AVENUE, SUITE 1400 PORTLAND, OR 97204				X

## Signatures

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

  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).

Endeavour Capital IV, LLC is the general partner of Endeavour Capital Fund IV, L.P., Endeavour Associates Fund IV, L.P. and  
(1) Endeavour Capital Parallel Fund IV, L.P. Endeavour Capital IV, LLC disclaims beneficial ownership of these shares except to the extent of its pecuniary interest therein.

Upon the closing of the initial public offering of the Issuer's Common Stock, the shares of Series A Preferred Stock reported in Column 5  
(2) 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.

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  
(3) 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.

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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