Grand Canyon Education, Inc.

Form 3

November 19, 2008

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

response...

January 31, 2005

0.5

Estimated average burden hours per

SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 ASSOCIATES FUND IV LP

(Last)

(First)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

11/19/2008

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(give title below) (specify below)

5. If Amendment, Date Original

Filed(Month/Day/Year)

920 SW SIXTH AVENUE,

SUITE 1400

(Street)

(State)

Director Officer

__X__ 10% Owner Other

Grand Canyon Education, Inc. [LOPE]

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

Person

Form filed by More than One

Reporting Person

PORTLAND. ORÂ 97204

(City) 1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership Form:

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial

Ownership (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying **Derivative Security**

4. Conversion or Exercise Price of

5. Ownership Form of Derivative 6. Nature of Indirect Beneficial Ownership (Instr. 5)

(Instr. 4) **Expiration Title**

Amount or Number of

Security: Derivative Security Direct (D)

Exercisable

Date

Edgar Filing: Grand Canyon Education, Inc. - Form 3

				Shares		or Indirect (I) (Instr. 5)	
Series A Preferred Stock	(1)	(1)	Common Stock	258	\$ <u>(1)</u>	D	Â
Series C Preferred Stock	(2)	(2)	Common Stock	87.44	\$ (2)	D	Â

Reporting Owners

	Relationships			
Reporting Owner Name / Address	Director	10% Owner	Officer	Other
ENDEAVOUR ASSOCIATES FUND IV LP				
920 SW SIXTH AVENUE, SUITE 1400	Â	ÂΧ	Â	Â
PORTLAND, OR 97204				

Signatures

/s/ Lyn Bickle,
Attorney-in-Fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Upon the closing of the initial public offering of the Issuer's Common Stock, each share of Series A Preferred Stock will automatically convert into 1,826 shares of the Issuer's Common Stock, for no additional consideration.
- Upon the closing of the initial public offering of the Issuer's Common Stock, each share of Series C Preferred Stock will automatically convert into shares of the Issuer's Common Stock based on a conversion price equal to the initial public offering price per share, for no additional consideration.

Â

Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 2