

STRAYER EDUCATION INC
Form SC 13G/A
October 10, 2012

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 11)*

Strayer Education, Inc

(Name of Issuer)

Common Stock

(Title of Class of Securities)

863236105

(CUSIP Number)

September 30, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 863236105

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
BAMCO INC /NY/
521975978

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH

SHARED VOTING POWER
610,411

REPORTING
PERSON WITH: **7**

SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
652,490

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
652,490

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.49%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA , CO

FOOTNOTES

CUSIP No. 863236105

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Baron Capital Group, Inc.
521975978

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH
REPORTING
PERSON WITH:

7 SHARED VOTING POWER
635,032
SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
678,039

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
678,039

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.71%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC , CO

FOOTNOTES

CUSIP No. 863236105

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Baron Capital Management, Inc.
521975978

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH
REPORTING
PERSON WITH:

7 SHARED VOTING POWER
24,621
SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
25,549

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
25,549

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.22%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA , CO

FOOTNOTES

CUSIP No. 863236105

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Ronald Baron
521975978

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH
REPORTING
PERSON WITH:

SHARED VOTING POWER
635,032
SOLE DISPOSITIVE POWER
7
0

SHARED DISPOSITIVE POWER
8
678,039

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
678,039

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.71%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

HC , IN

FOOTNOTES

CUSIP No. 863236105

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Baron Growth Fund
521975978

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

5 SOLE VOTING POWER
0

NUMBER OF
SHARES
BENEFICIALLY **6**
OWNED BY
EACH
REPORTING
PERSON WITH:

SHARED VOTING POWER
282,426

7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
282,426

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
282,426

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.38%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IV

FOOTNOTES

Item 1.

- (a) Name of Issuer
Strayer Education Inc.
- (b) Address of Issuer's Principal Executive Offices
1100 Wilson Blvd.
Suite 2500
Arlington VA 22209

Item 2.

- (a) Name of Person Filing
Baron Capital Group, Inc. ("BCG")
BAMCO, Inc. ("BAMCO")
Baron Capital Management, Inc. ("BCM")
Ronald Baron
Baron Growth Fund ("BGF")
- (b) Address of Principal Business Office or, if none, Residence
767 Fifth Avenue, 49th Floor
New York, NY 10153

(c) Citizenship
BCG, BAMCO and BCM are New York corporations. Ronald Baron is a citizen of the United States. BGF is a series of a Massachusetts Business Trust.

- (d) Title of Class of Securities
Common Stock

- (e) CUSIP Number
863236105

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j)
 - A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
 - (k) A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
-

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 678,039
- (b) Percent of class: 5.71
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 0
 - (ii) Shared power to vote or to direct the vote: 635,032
 - (iii) Sole power to dispose or to direct the disposition of: 0
 - (iv) Shared power to dispose or to direct the disposition of: 678,039

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o .

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The advisory clients of BAMCO and BCM have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Issuer's common stock in their accounts. To the best of the Filing Persons' knowledge, no such person has such interest relating to more than 5% of the outstanding class of securities.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

BAMCO and BCM are subsidiaries of BCG. BGF is an advisory client of BAMCO. Ronald Baron owns a controlling interest in BCG.

Item 8. Identification and Classification of Members of the Group

Please see Item 3.

Item 9. Notice of Dissolution of Group

Not applicable.

Item Certification
10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

BAMCO, Inc.

Date: October 10, 2012

By: /s/ Ronald Baron
Name: Ronald Baron
Title: Chairman and CEO

Baron Capital Group, Inc.

Date: October 10, 2012

By: /s/ Ronald Baron
Name: Ronald Baron
Title: Chairman and CEO

Baron Capital Management, Inc.

Date: October 10, 2012

By: /s/ Ronald Baron
Name: Ronald Baron
Title: Chairman and CEO

Ronald Baron

Date: October 10, 2012

By: /s/ Ronald Baron
Name: Ronald Baron
Title: Individually

Baron Growth Fund

Date: October 10, 2012

By: /s/ Ronald Baron
Name: Ronald Baron
Title: CEO

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

by the Company to serve as directors, other than Steve Odland and David I. Fuente, for whom the Woodbridge Group is NOT seeking authority to vote and for whom the named proxies will not exercise any such authority. The names, backgrounds and qualifications of the candidates who have been nominated by the Company, and other information about them, can be found in the Company's proxy statement.

There is no assurance that any of the candidates who have been nominated by the Company will serve as directors if the Woodbridge Group's Nominees are elected.

NOTE: If you do not wish for your shares to be voted "FOR" a particular Nominee, mark the "FOR ALL NOMINEES EXCEPT" box and write the name(s) of the Nominee(s) you do not support on the line below. Your shares will be voted for the remaining Nominees. You may also withhold authority to vote for one or more additional candidates who have been nominated by the Company by writing the name of the nominee(s) below:

2. TO APPROVE THE 2008 OFFICE DEPOT, INC. BONUS PLAN FOR EXECUTIVE MANAGEMENT EMPLOYEES.

For Against Abstain

3. TO RATIFY THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE COMPANY'S INDEPENDENT PUBLIC ACCOUNTING FIRM FOR THE YEAR 2008.

For Against Abstain

4. OTHER MATTERS:

IN THEIR DISCRETION, THE PROXIES ARE AUTHORIZED TO VOTE UPON SUCH OTHER BUSINESS AS MAY PROPERLY COME BEFORE THE ANNUAL MEETING.

IF NO DIRECTION IS PROVIDED, THIS PROXY WILL BE VOTED "FOR" ALL NOMINEES IN PROPOSAL 1, "AGAINST" PROPOSAL 2 AND "FOR" PROPOSAL 3.

TO ENSURE YOUR REPRESENTATION AT THE ANNUAL MEETING, PLEASE MARK, SIGN AND DATE THIS PROXY AND RETURN IT AS PROMPTLY AS POSSIBLE.

Please sign exactly as your name appears on this proxy. When shares are held by joint tenants, both should sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by president or corporate officer, stating his or her title. If a partnership, please sign in partnership name by authorized person. The undersigned hereby revokes all proxies heretofore given by the undersigned to vote at the Annual Meeting and any adjournments or postponements thereof and any meeting held in lieu thereof, and hereby grants the proxies named on the front of this card the authority to vote in their discretion upon

such other business as may properly come before the Annual Meeting or any adjournment, postponement, continuation or rescheduling thereof.

Dated: _____, 2008

Signature

Signature (if held jointly)

Title (if any)

QuickLinks

PRELIMINARY COPY SUBJECT TO COMPLETION, DATED MARCH 17, 2008

PROXY STATEMENT OF LEVITT CORPORATION and WOODBRIDGE EQUITY FUND LLLP

2008 ANNUAL MEETING OF SHAREHOLDERS OF OFFICE DEPOT, INC.

PLEASE SIGN, DATE AND MAIL THE ENCLOSED GOLD PROXY CARD TODAY

IMPORTANT

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

QUESTIONS AND ANSWERS ABOUT THIS PROXY SOLICITATION

PROPOSAL NO. 1 ELECTION OF DIRECTORS

REASONS TO VOTE FOR THE WOODBRIDGE GROUP'S NOMINEES

THE WOODBRIDGE GROUP'S SLATE IS EXPERIENCED AND HIGHLY-QUALIFIED

THE WOODBRIDGE GROUP'S EXPERIENCED NOMINEES WILL PROVIDE MEANINGFUL LEADERSHIP TO THE BOARD

OTHER MATTERS TO BE VOTED AT THE ANNUAL MEETING

PROPOSAL NO. 2 COMPANY PROPOSAL TO APPROVE THE NEW PLAN

PROPOSAL NO. 3 RATIFYING THE COMPANY'S AUDIT COMMITTEE'S APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE

COMPANY'S REGISTERED INDEPENDENT PUBLIC ACCOUNTING FIRM

OTHER PROPOSALS

VOTING AND PROXY PROCEDURES

SOLICITATION OF PROXIES

ADDITIONAL INFORMATION CONCERNING THE PARTICIPANTS

ADDITIONAL INFORMATION

ANNEX A

PERSONS WHO MAY BE PARTICIPANTS IN THE SOLICITATION OF PROXIES

Schedule I

Beneficial Ownership of Participants in Office Depot Common Stock

Schedule II

Transactions in Office Depot Common Stock Since March 17, 2006

Schedule III

Transactions and Matters

GOLD

THIS PROXY IS SOLICITED ON BEHALF OF LEVITT CORPORATION AND WOODBRIDGE EQUITY FUND LLLP FOR USE AT THE ANNUAL MEETING OF SHAREHOLDERS OF OFFICE DEPOT, INC.

YOU CAN VOTE TODAY IN ONE OF THREE WAYS