

STRAYER EDUCATION INC

Form SC 13G/A

February 13, 2002

OMB Number: 3235-0145
Expires: December 31, 1997
Estimated average
burden hours per
response 14.90

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 2)

STRAYER EDUCATION, INC.

(Name of Issuer)
COMMON STOCK

(Title of Class of Securities)
863236105

(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*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).

SEC 1745 (2-95)

PAGE 1 OF 7

CUSIP No. 863236105

13G

PAGE 2 OF 7 PAGES

1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT, LLC 95-4575414

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

IS A CALIFORNIA LIMITED LIABILITY COMPANY

5 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6 SHARED VOTING POWER

1,624,569

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

1,624,569

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON*

1,624,569

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

[]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

19.45%

12 TYPE OF REPORTING PERSON*

IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Edgar Filing: STRAYER EDUCATION INC - Form SC 13G/A

United States
Securities and Exchange Commission

Schedule 13G

Item 1. (a) Issuer: Strayer Education, Inc.

(b)
Address: 1025
15th Street,
NW
Washington,
DC
20005

Item 2. (a) Filing
Person: Kayne
Anderson
Rudnick
Investment
Management,
LLC (b) Addresses: 1800
Avenue of the
Stars, Second
Floor
Los Angeles,
CA
90067

(c) Citizenship: Kayne
Anderson
Rudnick
Investment
Management,
LLC

is a California
limited
liability
company (d) Title
of Class of
Services: Common
Stock (e) Cusip
Number: 863236105

Item 3. If
this statement
is filed
pursuant to
Rule 13d-1(b)
or 13d-2(b),
check whether
the person
filing is
a: (e) Kayne
Anderson
Rudnick
Investment
Management,
LLC, is an
investment
adviser
registered
under section

203 of the
Investment
Advisers Act
of
1940Item 4. Ownership (a)Amount
Beneficially
Owned: Kayne
Anderson
Rudnick
Investment
Management,
LLC
Managed
accounts
1,624,569 (b)Percent
of Class:
19.45%

PAGE 3 OF 7

United States
Securities and Exchange Commission

Schedule 13G

STRAYER EDUCATION, INC. (Issuer)

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 persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person. Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company. Not applicable.

Item 8. Identification and Classification of Members of the Group. Not applicable.

Item 9. Notice of Dissolution of Group. Not applicable.

Item 10. Certification By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired in the ordinary

course of
business and
were not
acquired for
the purpose of
and do not
have the
effect of
changing or
influencing
the control of
the issuer of
such securities
and were not
acquired in
connection
with or as a
participant in
any
transaction
having such
purposes or
effect.

PAGE 4 OF 7

United States
Securities and Exchange Commission

Schedule 13G

STRAYER EDUCATION, INC. (Issuer)

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.

February 9, 2001

Date

KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT, LLC

By: /S/ ALLAN M. RUDNICK

Allan M. Rudnick,
Management Committee Co-Chair, CIO & President

PAGE 5 OF 7

United States
Securities and Exchange Commission

Schedule 13G
(cover page)

STRAYER EDUCATION, INC. (Issuer)

Box 9. The reported shares are owned by several accounts managed, with discretion to purchase or sell securities, by Kayne Anderson Rudnick Investment Management, LLC, a registered investment adviser.

Kayne
Anderson
Rudnick
Investment
Management,
LLC
disclaims
beneficial
ownership of
the shares
reported.

PAGE 6 OF 7

UNDERTAKING

The undersigned agree jointly to file the attached Statement of Beneficial Ownership on Schedule 13G with the U.S. Securities Exchange Commission and Strayer Education, Inc.

Dated: February 9, 2001

KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT, LLC

By: /S/ ALLAN M. RUDNICK

Allan M. Rudnick,
Management Committee Co-Chair, CIO & President

PAGE 7 OF 7