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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 16, 2018**

**BRIDGEPOINT EDUCATION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-34272**

(Commission File Number)

**59-3551629**

(IRS Employer Identification No.)

**8620 Spectrum Center Blvd.  
San Diego, California**

(Address of principal executive offices)

**92123**

(Zip Code)

**(858) 668-2586**

(Registrant's telephone number, including area code)

**None**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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## Item 8.01. Other Events.

Bridgepoint Education, Inc. (the “Company”) owns and operates Ashford University, a regionally-accredited university accredited by the WASC Senior College and University Commission (“WSCUC”), and the University of the Rockies, a regionally-accredited university accredited by the Higher Learning Commission.

On July 16, 2018, Ashford University received official notification from WSCUC approving the merger (the “Merger”) of the University of the Rockies into Ashford University (the “Merger Approval”). Ashford University submitted the merger application on February 12, 2018. The Merger Approval is subject to the Merger being consummated by December 31, 2018. In addition, WSCUC will conduct a post implementation visit of Ashford University within six months of the consummation of the Merger to assess the impact of the Merger on it.

As a result of the merger, the doctoral programs offered by University of the Rockies will become part of a separate doctoral college within Ashford University, and University of the Rockies master’s programs will be integrated into Ashford University’s existing colleges. The Company anticipates that the merger of Ashford University and University of the Rockies will create a comprehensive and strengthened educational institution that will enable Ashford University to reach a wider array of students, create more seamless pathways for students, and help close the skills gap faced by employers -- while ensuring continuity for students of both universities.

Ashford University also submitted a separate application to WSCUC seeking approval to convert Ashford University to a not-for-profit California public benefit corporation. The WSCUC team site visit for the conversion application is anticipated to occur sometime in September, with a recommendation to WSCUC sometime in November. As part of the conversion transaction, Ashford University will separate from the Company. The approval of the Merger by WSCUC has no bearing on its future consideration of the conversion and separation.

The Company, Ashford University and University of the Rockies are continuing to review various federal and state regulatory requirements that could impact the viability and timing of the Merger and subsequent conversion transaction and separation. The Company and Ashford’s board of trustees are taking steps to protect Ashford’s independence in considering the conversion transaction in order to enable Ashford to act in the best interests of Ashford University and its students. As such, the Company is not bound to move forward with the conversion at this time.

### *Cautionary Statement Regarding Forward-Looking Statements*

This Current Report on Form 8-K contains “forward-looking statements,” including statements relating to the proposed transaction discussed above. Words such as “may,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates” and similar expressions, as well as statements in future tense, identify forward-looking statements. Forward-looking statements are based on information available at the time those statements are made or management’s good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual events to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to: (i) the failure of the remaining proposed transactions to be approved by WSCUC or any of our other regulators or accreditors; (ii) our ability to implement the proposed merger of University of the Rockies into Ashford University by December 31, 2018; (iii) the failure of the Company, Ashford University and/or University of the Rockies to resolve various federal and state regulatory issues that could impact the viability and timing of these transactions, or to reach agreement on terms of the transactions and to negotiate and execute definitive agreements; (iv) the failure to satisfy other conditions to completion of the proposed transactions, including the receipt of all regulatory and accretitor approvals necessary to complete the proposed transactions; (v) if definitive agreements are executed, the occurrence of any event, change or other circumstance that could give rise to the termination of any definitive agreement; (vi) the effect of the announcement or pendency of the transactions contemplated herein on the Company’s ability to retain and hire key personnel or its operating results and business generally; (vii) risks related to diverting management’s attention from the Company’s ongoing business operations; (viii) the outcome of stockholder litigation or other legal proceedings that are currently pending or may be instituted against the Company and/or its subsidiaries; (ix) the failure of the Company to transition to becoming an online program management company; and (x) other factors discussed in the Company’s reports on file with the Securities and Exchange Commission. Factors or events that could affect the transactions contemplated herein or cause the Company’s actual results to differ may emerge from time to time, and it is not possible for the Company to predict all of them. The Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by any applicable securities laws.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated July 17, 2018</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 17, 2018

**Bridgepoint Education, Inc.**

By: /s/ Diane L. Thompson

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Name: Diane L. Thompson

Title: Executive Vice President, Secretary and General Counsel

**News Release**

Contact: Lauren Coartney  
858.513.9240 x11636 Lauren.Coartney@bpiedu.com

**WSCUC APPROVES MERGER OF ASHFORD UNIVERSITY AND UNIVERSITY OF THE  
ROCKIES**

*Approval is first of several steps in the merger process*

**SAN DIEGO (July 17, 2018)** - Bridgepoint Education announced today that it received official notification of approval for the merger of its subsidiary institutions, Ashford University and University of the Rockies, from accreditor WASC Senior College and University Commission (WSCUC). Ashford University will be the surviving entity of the merger.

We believe the merger will create a comprehensive and strengthened educational institution that will include the undergraduate programs of Ashford University, the master's programs of both universities, and the doctoral programs of the University of the Rockies. The addition of University of the Rockies graduate-level social and behavioral sciences programs will enable Ashford University to reach a wider array of students, create more seamless pathways for students, and help close the skills gap faced by employers, while ensuring continuity for students of both universities.

“We are pleased with WSCUC’s decision to approve the merger of our two institutions,” said Andrew Clark, president and CEO of Bridgepoint Education. “While Ashford University and University of the Rockies have accomplished much as separate schools- for students and their communities-it now makes sense to merge them to better address the needs and desires of today’s students anew.”

The proposal to merge the two universities was announced on March 13, 2018. The merger is subject to final approval from state regulators and the U.S. Department of Education.

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**About Bridgepoint Education**

Bridgepoint Education, Inc. (NYSE:BPI) harnesses the latest technology to reimagine the modern student experience. Bridgepoint owns two academic institutions - Ashford University and University of the Rockies. Together, these programs, technologies, and resources represent a unique model for advancing education in the 21st century. Bridgepoint stands for greater access, social learning, and exposure to leading minds. For more information, visit [www.bridgepointeducation.com](http://www.bridgepointeducation.com) or [www.facebook.com/BridgepointEducation](http://www.facebook.com/BridgepointEducation).

**Forward-Looking Statements**

This news release may contain forward-looking statements which are not statements of historical fact and are subject to the Safe Harbor provisions created by the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding management's intentions, hopes, beliefs or expectations, and statements regarding the Company's outlook for the remainder of 2018 and beyond. These forward-looking statements are based on current information and expectations and are subject to various risks and uncertainties. The Company's actual performance or results may differ materially from those expressed in or suggested by such statements due to various factors, including without limitation: our ability to implement the proposed merger of University of the Rockies into Ashford University and the conversion of Ashford University into a nonprofit university; the impact of the proposed merger, conversion, and separation of the Company from its academic institutions to focus on online program management; the success of our marketing, technology and new program development initiatives, the success of our Education Partnership programs, the impact of our ongoing cost-reduction initiatives; our ability to comply with the extensive and continually evolving regulatory framework applicable to the Company and its institutions; adverse administrative, economic, legislative or regulatory changes affecting the Company and its institutions; the imposition of fines or other corrective measures against the Company's institutions; the impact of competition in the postsecondary education market; recruiting costs and tuition rates; reputational and other risks related to potential compliance audits; regulatory or legal actions; negative publicity or service disruptions; and our ability to attract, recruit and retain students or develop new or expanded programs in a timely and cost-effective manner.

Additional information on factors that could cause actual plans implemented and actual results achieved to differ materially from those set forth in the forward-looking statements is included from time to time in the Company's filings with the Securities and Exchange Commission (SEC), including, but not limited to, the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 filed with the SEC on February 21, 2018, the Company's quarterly reports on Form 10-Q and the Company's current reports on Form 8-K which are available at [www.bridgepointeducation.com](http://www.bridgepointeducation.com). You should not place undue reliance on any forward-looking statements. Forward-looking statements are made on the basis of management's good faith beliefs, expectations and assumptions regarding future events based on information available at the time such statements are made. Forward-looking statements speak only as of the date they are made. The Company assumes no obligation to update or revise any forward-looking statements to reflect actual results or any changes in assumptions, expectations or other factors affecting such forward-looking statements, except to the extent required by applicable securities laws.