

LEARNING TREE INTERNATIONAL INC
Form 8-K
May 17, 2007

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) May 15, 2007

Learning Tree International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

0-27248
Commission file number

95-3133814
(I.R.S. Employer

identification No.)

1805 Library Street, Reston, VA 20190

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (703) 709-9119

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)

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- .. 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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 15, 2007, Learning Tree International, Inc. (Learning Tree) received an Additional Staff Determination Letter from the Nasdaq Stock Market (Nasdaq) that, as a result of Learning Tree s delay in filing its Form 10-Q for the fiscal quarter ended March 30, 2007, Learning Tree s securities could be subject to delisting from the Nasdaq. Nasdaq has requested that Learning Tree present its views with respect to this additional deficiency to the Nasdaq Listing Qualifications Panel (the Panel) in writing no later than May 22, 2007.

Learning Tree has been working with Nasdaq concerning the delay in filing Learning Tree s Form 10-K for the fiscal year ended September 29, 2006 and its Form 10-Q for the fiscal quarter ended December 29, 2006. On April 30, 2007, Learning Tree filed its Form 10-K for the fiscal year ended September 29, 2006, in compliance with the deadline of the Panel. Learning Tree has requested additional time for filing its Form 10-Q for the fiscal quarter ended December 29, 2006.

There can be no assurance that the Panel will grant a request for continued listing.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release issued by Learning Tree International dated May 17, 2007 relating to delisting.

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 thereunto duly authorized.

LEARNING TREE INTERNATIONAL, INC.

Dated: May 17, 2007

By: /s/ NICHOLAS R. SCHACHT
Nicholas R. Schacht

Chief Executive Officer