

LEARNING TREE INTERNATIONAL INC  
Form S-8 POS  
January 09, 2008

As filed with the Securities and Exchange Commission on January 9, 2008 File No.

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## POST-EFFECTIVE AMENDMENT NO. 1

TO

FORM S-8

REGISTRATION STATEMENT

*UNDER*

*THE SECURITIES ACT OF 1933*

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# LEARNING TREE INTERNATIONAL, INC.

(Exact name of Registrant as specified in its charter)

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DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

95-3133814  
(I.R.S. EMPLOYER

IDENTIFICATION NUMBER)

1805 LIBRARY STREET RESTON, VIRGINIA  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

20190  
(ZIP CODE)

1995 STOCK OPTION PLAN

(FULL TITLE OF THE PLAN)

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NICHOLAS R. SCHACHT, PRESIDENT AND CHIEF EXECUTIVE OFFICER

1805 LIBRARY STREET

**RESTON, VIRGINIA 20190**

**(NAME AND ADDRESS OF AGENT FOR SERVICE)**

**(703) 709-9119**

**(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)**

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***IT IS REQUESTED THAT COPIES OF COMMUNICATIONS BE SENT TO:***

**THEODORE E. GUTH, ESQ.**

**MANATT, PHELPS & PHILLIPS, LLP**

**11355 WEST OLYMPIC BOULEVARD**

**LOS ANGELES, CALIFORNIA 90064**

**(310) 312-4000**

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**EXPLANATORY NOTE DEREGISTRATION OF SECURITIES**

Learning Tree International, Inc. ( Learning Tree ) is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (the Registration Statement ) to deregister all securities previously registered but unissued as of the filing date hereof by Learning Tree under Registration Statement Number 333-41325 (the Prior Registration Statements ) filed with the Securities and Exchange Commission on Form S-8 on December 1, 1997. New grants under the Learning Tree International 1995 Stock Option Plan, which is the subject of the Registration Statement, were terminated by Learning Tree on March 5, 1999; the final outstanding grant made prior to that time has subsequently expired.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, Learning Tree certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Reston, Virginia, on January 9, 2008.

LEARNING TREE INTERNATIONAL, INC.

By: /s/ NICHOLAS R. SCHACHT  
Nicholas R. Schacht  
President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eric R. Garen and Nicholas R. Schacht, jointly and severally, as attorneys-in-fact, each with power of substitution, for such person in any and all capacities, to sign any and all amendments and post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ DAVID C. COLLINS, Ph.D. David C. Collins, Ph.D.	Vice Chairman of the Board of Directors	January 9, 2008
/s/ ERIC R. GAREN Eric R. Garen	Chairman of the Board of Directors	January 9, 2008
/s/ NICHOLAS R. SCHACHT Nicholas R. Schacht	President, Chief Executive Officer, and Director (Principal Executive Officer)	January 9, 2008

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/s/ CHARLES R. WALDRON Charles R. Waldron	Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	January 9, 2008
/s/ W. MATHEW JUECHTER W. Mathew Juechter	Director	January 9, 2008
/s/ HOWARD A. BAIN III Howard A. Bain III	Director	January 9, 2008
/s/ CURTIS A. HESSLER Curtis A. Hessler	Director	January 9, 2008
/s/ STEFAN C. RIESENFELD Stefan C. Riesenfeld	Director	January 9, 2008
/s/ GEORGE T. ROBSON George T. Robson	Director	January 9, 2008