

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)

1999 STOCK OPTION PLAN AND THE

AMENDED AND RESTATED LEARNING TREE INTERNATIONAL, INC.

1999 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 to deregister certain securities previously registered by Learning Tree under Registration Statement Nos. 333-32062 and 333-103372 (the Prior Registration Statements ) filed with the Securities and Exchange Commission on Form S-8 on March 9, 2000 and February 21, 2003, respectively, with respect to the Learning Tree International, Inc. 1999 Stock Option Plan and the Amended and Restated Learning Tree International, Inc. 1999 Stock Option Plan, respectively (collectively, the 1999 Plan ).

On June 19, 2007, the stockholders of Learning Tree approved Learning Tree s 2007 Equity Incentive Plan (the 2007 Plan ), which replaces the 1999 Plan. No future awards will be made under the 1999 Plan.

Learning Tree hereby withdraws from registration under the Prior Registration Statements, the 3,361,793 shares that have not been and will not be issued under the 1999 Plan. The Prior Registration Statements shall remain in effect for purposes of outstanding stock options granted under the 1999 Plan.

**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.

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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
/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