

LEARNING TREE INTERNATIONAL INC
Form 8-K
December 08, 2008

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) December 3, 2008

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.)

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1805 Library Street, Reston, VA
(Address of principal executive offices)

20190
(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)

- .. 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))

Item 2.02 Results of Operations and Financial Condition

On December 8, 2008, Learning Tree International, Inc. (the Company) issued a press release setting forth its results for its fourth fiscal quarter and fiscal year ended October 3, 2008. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers, Compensatory Arrangements of Certain Officers

On December 3, 2008, the Compensation Committee of the Board of Directors of the Company granted to Mr. Charles R. Waldron, Chief Financial Officer of the Company, options to purchase 50,000 shares of Learning Tree common stock vesting over three years with an exercise price of \$10.22 per share.

Item 9.01 Financial Statements and Exhibits

99.1 Press release issued by Learning Tree International Inc. dated December 8, 2008 furnished herewith.

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: December 8, 2008

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

EXHIBIT INDEX

Exhibit

Number	Description
99.1	Press Release issued on December 8, 2008.