

LEARNING TREE INTERNATIONAL INC
Form 8-K
January 04, 2010

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 30, 2009

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

On December 30, 2009, the Compensation Committee of the Board of Directors of the Company amended Section 12.2 of the Company's 2007 Equity Incentive Plan to permit withholding taxes to be paid by shares held less than six months so that Section 12.2 now reads in full as follows:

12.2 *Shares Withholding.* The Committee, in its sole discretion and pursuant to such procedures as it may specify from time to time, may permit a Participant, at his or her preference, to satisfy the minimum statutory tax withholding obligation, in whole or in part, by (i) delivering to the Company Shares already owned or (ii) instructing the Company to withhold and cancel Shares then vesting, and having a value equal to the amount required to be withheld. The value of the Shares to be delivered will be based on their Fair Market Value on the date of delivery. Each Participant shall have sole authority with respect to those Shares he or she shall surrender in compliance with this Section 12.2.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

None

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: January 4, 2009

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