

Osmium Partners, LLC
Form 4
July 03, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Osmium Partners, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
LEARNING TREE
INTERNATIONAL, INC. [LTRE]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

300 DRAKES LANDING
ROAD, SUITE 172

3. Date of Earliest Transaction
(Month/Day/Year)
06/29/2018

Director 10% Owner
 Officer (give title below) Other (specify
below)

(Street)

GREENBRAE, CA 94904

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount		Price			
Common Stock	06/29/2018		J ⁽¹⁾		122,916	D	\$ 0	835,912	I	By Osmium Capital, LP ⁽²⁾
Common Stock	06/29/2018		J ⁽¹⁾		63,624	D	\$ 0	403,431	I	By Osmium Capital II, LP ⁽²⁾
Common Stock								293,943	I	By Osmium Spartan,

LP ⁽²⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osmium Partners, LLC 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
OSMIUM CAPITAL LP 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
Osmium Capital II, LP 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
OSMIUM SPARTAN L P 300 DRAKES LANDING ROAD SUITE 172 GREENBRAE, CA 94904		X		
		X		

Lewis John Hartnett
300 DRAKES LANDING ROAD
SUITE 172
GREENBRAE, CA 94904

Signatures

/s/ John H. Lewis, individually, and as Managing Member of Osmium Partners, LLC, for
itself and as General Partner of Osmium Capital, LP, Osmium Capital II, LP and Osmium
Spartan, LP.

07/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Osmium Partners, LLC distributed, on a pro rata basis, shares of Common Stock to limited partners in Osmium Capital, LP and Osmium Capital II, LP, respectively, for which Osmium Partners, LLC serves as general partner, as part of a pro rata distribution.
- The general partner of Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP is Osmium Partners, LLC. John H. Lewis is the controlling member of Osmium Partners, LLC, and Mr. Lewis may be deemed to have voting and dispositive power with respect to
- (2) the shares held by Osmium Capital, LP, Osmium Capital II, LP and Osmium Spartan, LP. Mr. Lewis disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that Mr. Lewis is the beneficial owner of the shares for purposes of Section 16 of the Securities and Exchange Act of 1934 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.