

LEARNING TREE INTERNATIONAL INC  
Form 8-K  
May 10, 2013

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): May 10, 2013 (May 9, 2013)

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**Learning Tree International, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

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<b>Delaware</b> (State or other jurisdiction of Incorporation)	<b>0-27248</b> (Commission File Number)	<b>95-3133814</b> (IRS Employer Identification Number)
	<b>1831 Michael Faraday Drive</b> <b>Reston, Virginia 20190</b> (Address of principal executive offices) <b>(703) 709-9119</b> (Registrant's Telephone Number)	

**N/A**

(Former name or former address, if changed since last report)

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))

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**Item 2.02 Results of Operations and Financial Condition.**

On May 9, 2013, Learning Tree International, Inc. (the Company) issued a press release setting forth its results for its second quarter of fiscal year 2013, which ended March 29, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under Item 2.02 and Item 9.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that Section, nor shall it be deemed incorporated by reference in any registration statement or other filings of the Company under the Securities Act of 1933, as amended, except as shall be set forth by specific reference in such filing.

**Item 7.01. Regulation FD Disclosure.**

On May 9, 2013 the Company held an earnings conference call to discuss the Results of Operations and Financial Condition for its second quarter of fiscal 2013 and to provide an outlook for the third quarter of fiscal 2013. A copy of the prepared remarks for the conference call is furnished as Exhibit 99.2 to this Current Report on Form 8-K. An archived version of the conference call webcast is also available on the Company's website [www.learningtree.com/investor](http://www.learningtree.com/investor).

Information contained herein, including Exhibit 99.2, shall not be deemed filed for the purposes of the Securities Exchange Act of 1934, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such a filing. The furnishing of the transcript is not intended to constitute a representation that such furnishing is required by Regulation FD or that the transcript includes material investor information that is not otherwise publicly available.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 99.1 Press release dated May 9, 2013.

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Exhibit 99.2 Prepared remarks for Learning Tree International, Inc. s earnings conference call held May 9, 2013 beginning at 4:30pm EDT.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 10, 2013

**LEARNING TREE INTERNATIONAL, INC.**

By:                    /s/ MAX SHEVITZ  
                          Max Shevitz  
                          President