## Edgar Filing: LEARNING TREE INTERNATIONAL, INC. - Form 8-K

LEARNING TREE INTERNATIONAL, INC.	
Form 8-K April 17, 2018	
UNITED STATES	
SECURITIES AND EXCHANGE COMMISSION	ON
WASHINGTON, D.C. 20549	
EODM O V	
FORM 8-K	
CURRENT REPORT	
Pursuant to Section 13 or 15(d) of	
the Securities Exchange Act of 1934	
April 17, 2018	
Date of Report (Date of earliest event reported)	
Learning Tree International, Inc.	
(Exact Name of Registrant as Specified in Char	rter)
Delaware 0-27248 (State or Other Jurisdiction (Commission	95-3133814 (IRS
•	Employer

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**Identification** of Incorporation) File Number) No.) 13650 Dulles Technology Drive, Herndon, 20171 Virginia (Address of Principal Executive Offices) (Zip Code) Registrant's Telephone Number, Including Area Code: (703) 709-9119 (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)) Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition

period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

## Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting of Stockholders of Learning Tree International, Inc. (the "Company") held on April 17, 2018 (the "Annual Meeting"), the stockholders voted on: (i) the election of two Class II directors to serve for a three-year term ending at the 2021 annual meeting of stockholders (Proposal 1); (ii) the approval of the Learning Tree International, Inc. 2018 Equity Incentive Plan (Proposal 2); (iii) the approval, on a non-binding advisory basis, of the Company's executive compensation (Proposal 3); and (iv) the ratification of the appointment of BDO USA, LLP as the Company's independent auditors for the fiscal year ending September 28, 2018 (Proposal 4);. Each of the four proposals voted on at the Annual Meeting, which are described in further detail in the Company's Definitive Proxy Statement, was approved by the Company's stockholders. No other proposal was submitted for consideration of Company stockholders at the Annual Meeting.

The results of the votes cast by stockholders are as follows:

Proposal 1 - To elect two Class II directors to serve for a three-year term ending at the 2021 annual meeting of stockholders.

For Withheld Broker Non-Votes

John R. Phillips 8,837,639856,831 273,872 Richard J. Surratt 8,908,673785,797 273,872

Proposal 2 - The approval of the Learning Tree International, Inc. 2018 Equity Incentive Plan.

For Against Abstain Broker Non-Votes

8,748,366946,1004 273,872

Proposal 3 - The approval, on a non-binding advisory basis, of the Company's executive compensation.

For Against Abstain Broker Non-Votes

8,809,626884,591253 273,872

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Proposal 4 - The ratification of the appointment of BDO USA, LLP as the Company's independent auditors for the fiscal year ending September 28, 2018.

For Against Abstain Broker Non-Votes

9,172,227796,08629

## **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, hereunto duly authorized.

Date: April 17, 2018 **LEARNING TREE INTERNATIONAL, INC.** 

By: /s/ David W. Asai David W. Asai Chief Financial Officer

(Principal Financial Officer)