

LEARNING TREE INTERNATIONAL, INC.

Form 8-K

August 07, 2018

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

August 7, 2018 (August 4, 2018)

Date of Report (Date of earliest event reported):

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Learning Tree International, Inc.

(Exact Name of Registrant as Specified in Charter)

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Delaware	000-27248	95-3133814
(State or Other Jurisdiction	(Commission	(IRS Employer
of Incorporation)	File Number)	Identification
		No.)
13650 Dulles Technology Drive, Herndon,		20171
Virginia		(Zip Code)
(Address of Principal Executive Offices)		

**Registrant's Telephone Number, Including Area Code: (703) 709-9119**

**(Former Name or Former Address, if Changed Since Last Report)**

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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.

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

On August 7, 2018, Learning Tree International, Inc. (the “Company”) issued a press release setting forth its results of operations for its third quarter of fiscal year 2018, which ended June 29, 2018. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

On August 4, 2018, Dr. John R. Phillips and Dr. Henri Hodara, directors of the Company, each submitted their resignations as directors on the Company’s Board of Directors, which became effective that same day. The Company expresses its gratitude and appreciation for Dr. Phillips and Dr. Hodara’s many contributions to the Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.**

99.1 Press release dated August 7, 2018.



**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: August 7, 2018 **LEARNING TREE  
INTERNATIONAL, INC.**

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

(Principal Financial Officer)