

Edgar Filing: LEARNING TREE INTERNATIONAL INC - Form SC 13G/A

LEARNING TREE INTERNATIONAL INC  
Form SC 13G/A  
February 14, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Learning Tree International Inc.

-----  
(Name of Issuer)

Common Stock, \$.0001 par value

-----  
(Title of Class of Securities)

522015106

-----  
(CUSIP Number)

December 31, 2007

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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\* The remainder of this cover page shall be filled out for a reporting  
person's initial filing on this form with respect to the subject class of  
securities, and for any subsequent amendment containing information which  
would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the Notes).

CUSIP No. 522015106  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Hawkshaw Capital Management, LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS) (a)   
(b)
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
- Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER
- 0
6. SHARED VOTING POWER
- 604,947
7. SOLE DISPOSITIVE POWER
- 0
8. SHARED DISPOSITIVE POWER
- 604,947
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 604,947
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
- 3.7%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
- IA, OO

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CUSIP No. 522015106

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1. NAME OF REPORTING PERSONS

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I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Frank C. Byrd III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

604,947

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

604,947

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

604,947

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

-----  
CUSIP No. 522015106  
-----

1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Kian Ghazi

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)   
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

604,947

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

604,947

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

604,947

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.7%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. 522015106  
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Item 1(a). Name of Issuer:

Learning Tree International Inc.  
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(b). Address of Issuer's Principal Executive Offices:

1805 Library Street  
Reston, Virginia 20190

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United States

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Item 2(a). Name of Persons Filing:

Hawkshaw Capital Management, LLC  
Frank C. Byrd III  
Kian Ghazi

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(b). Address of Principal Business Office, or if None, Residence:

Hawkshaw Capital Management, LLC  
400 Madison Avenue, 14th Floor  
New York, NY 10017

Frank C. Byrd III  
c/o Hawkshaw Capital Management, LLC  
400 Madison Avenue, 14th Floor  
New York, NY 10017

Kian Ghazi  
c/o Hawkshaw Capital Management, LLC  
400 Madison Avenue, 14th Floor  
New York, NY 10017

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(c). Citizenship:

Hawkshaw Capital Management, LLC - Delaware  
Frank C. Byrd III - United States of America  
Kian Ghazi - United States of America

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(d). Title of Class of Securities:

Common Stock, \$.0001 par value

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(e). CUSIP Number:

522015106

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Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).
- (b)  Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with s.240.13d-1(b)(1)(ii)(E);

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- (f)  An employee benefit plan or endowment fund in accordance with s.240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with s.240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

Hawkshaw Capital Management, LLC - 604,947  
 Frank C. Byrd III - 604,947  
 Kian Ghazi - 604,947

(b) Percent of class:

Hawkshaw Capital Management, LLC - 3.7%  
 Frank C. Byrd III - 3.7%  
 Kian Ghazi - 3.7%

(c) Number of shares as to which the person has:

Hawkshaw Capital Management, LLC

(i)	Sole power to vote or to direct the vote	0 -----,
(ii)	Shared power to vote or to direct the vote	604,947 -----,
(iii)	Sole power to dispose or to direct the disposition of	0 -----,
(iv)	Shared power to dispose or to direct the disposition of	604,947 -----.

Frank C. Byrd III

(c) Number of shares as to which the person has:

(i)	Sole power to vote or to direct the vote	0 -----,
-----	--	-------------

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(ii)	Shared power to vote or to direct the vote	604,947	-----,
(iii)	Sole power to dispose or to direct the disposition of	0	-----,
(iv)	Shared power to dispose or to direct the disposition of	604,947	-----.

Kian Ghazi

(c) Number of shares as to which the person has:

(i)	Sole power to vote or to direct the vote	0	-----,
(ii)	Shared power to vote or to direct the vote	604,947	-----,
(iii)	Sole power to dispose or to direct the disposition of	0	-----,
(iv)	Shared power to dispose or to direct the disposition of	604,947	-----.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

As of the date hereof, the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities that are the subject of this schedule 13G filing.

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Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

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Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

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If a parent holding company or Control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

N/A

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Item 8. Identification and Classification of Members of the Group.

If a group has filed this schedule pursuant to ss.240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to ss.240.13d-1(c) or ss.240.13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

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Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

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Item 10. Certification.

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

February 14, 2008

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(Date)



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Hawkshaw Capital Management, LLC\*

By: /s/ Frank C. Byrd III

-----  
Name: Frank C. Byrd III  
Title: Managing Member

/s/ Frank C. Byrd III\*

-----  
Frank C. Byrd

/s/ Kian Ghazi\*

-----  
Kian Ghazi

\* The Reporting Persons disclaim beneficial ownership of the securities reported herein except to the extent of their pecuniary interest therein.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See s.240.13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13G dated February 14, 2008 relating to the Common Shares, \$.0001 par value of Learning Tree International Inc. shall be filed on behalf of the undersigned.

February 14, 2008

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(Date)

Hawkshaw Capital Management, LLC\*

By: /s/ Frank C. Byrd III

-----  
Name: Frank C. Byrd III  
Title: Managing Member

/s/ Frank C. Byrd III

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Frank C. Byrd

/s/ Kian Ghazi

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Kian Ghazi

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