

LINCOLN EDUCATIONAL SERVICES CORP
Form SC 13D/A
December 12, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

Under the Securities Exchange Act of 1934

(Amendment No. 3)*

Lincoln Educational Services Corporation

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

533535100

(CUSIP Number)

Justyn R. Putnam

Managing Member

TALANTA Investment Group, LLC

401 N. Tryon Street, 10th Floor

Charlotte, NC 28202

(704) 904-1450

with a copy to

Derek D. Bork

Thompson Hine LLP

3900 Key Center

127 Public Square

Cleveland, Ohio 44114

(216) 566-5500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 8, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box "

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

*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 disclosures provided in a prior cover page.

The information required on 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. 533535100 **13D** Page 2

NAMES OF REPORTING
PERSONS

1

**TALANTA INVESTMENT
GROUP, LLC**

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO; AF

CHECK BOX IF
DISCLOSURE OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT

5

TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

DELAWARE

NUMBER OF

7

SOLE
VOTING

SHARES	POWER
BENEFICIALLY	
OWNED BY	0
EACH	
REPORTING	SHARED
PERSON WITH	VOTING
	POWER
	8
	1,650,732
	SOLE
	DISPOSITIVE
	POWER
	9
	0
	10
	SHARED
	DISPOSITIVE
	POWER
	1,650,732

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

1,650,732

12

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES

CERTAIN SHARES ..

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

13

6.7%

TYPE OF REPORTING
PERSON

14

OO

CUSIP NO. 533535100 **13D** Page 3

NAMES OF REPORTING
PERSONS

1

TALANTA FUND, L.P.

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP

2

(a)

(b)
SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF
DISCLOSURE OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT

5

TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

DELAWARE

NUMBER OF **7** SOLE
SHARES VOTING
POWER

BENEFICIALLY

OWNED BY **0**

EACH

REPORTING SHARED
PERSON WITH VOTING
POWER

8

1,650,732

SOLE
DISPOSITIVE
POWER

9

0

10 SHARED
DISPOSITIVE
POWER

1,650,732

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

1,650,732

12

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES

CERTAIN SHARES ..

13

PERCENT OF CLASS
REPRESENTED BY

AMOUNT IN ROW (11)

6.7%

TYPE OF REPORTING
PERSON

14

PN

CUSIP NO. 533535100 **13D** Page 4

NAMES OF REPORTING
PERSONS

1

JUSTYN R. PUTNAM

CHECK THE APPROPRIATE
BOX IF A MEMBER OF A
GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO; AF

CHECK BOX IF
DISCLOSURE OF LEGAL
PROCEEDINGS IS
REQUIRED PURSUANT

5

TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF
ORGANIZATION

6

DELAWARE

NUMBER OF
SHARES

7

SOLE
VOTING
POWER

BENEFICIALLY

OWNED BY **0**

EACH

REPORTING SHARED
PERSON WITH VOTING
POWER

8

1,650,732

SOLE
DISPOSITIVE
POWER

9

0

10 SHARED
DISPOSITIVE
POWER

1,650,732

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

11

1,650,732

12

CHECK BOX IF THE
AGGREGATE AMOUNT IN
ROW (11) EXCLUDES

CERTAIN SHARES ..

13

PERCENT OF CLASS
REPRESENTED BY

AMOUNT IN ROW (11)

6.7%

TYPE OF REPORTING
PERSON

14

IN

CUSIP NO. 533535100 **13D** Page 5

This Amendment No. 3 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 3”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on November 23, 2016 (as amended, the “Schedule 13D” or this “Statement”), with respect to the Common Stock, no par value per share (the “Common Stock”), of Lincoln Educational Services Corporation, a New Jersey corporation (the “Company”). Except as amended and supplemented by this Amendment No. 3, the Schedule 13D remains unchanged.

Item 4. Purpose of Transaction.

On August 31, 2017, the Reporting Persons sent a letter to the Company and Universal Technical Institute, Inc. regarding a proposed combination of the two companies, a copy of which letter was filed as an exhibit to the Schedule 13D filed by the Reporting Persons on September 7, 2017.

In furtherance of the proposed combination, on December 8, 2017, the Reporting Persons sent a follow-up letter to Universal Technical Institute, Inc., a copy of which is filed as Exhibit 99.1 hereto.

The Reporting Persons acquired the shares of Common Stock reported in this Statement for investment purposes. The Reporting Persons may in the future acquire additional shares of Common Stock or dispose of some or all of the shares of Common Stock held by the Reporting Persons in open-market transactions or privately negotiated transactions, on such terms and at such times as the Reporting Persons may deem advisable. The Reporting Persons may engage in short selling or hedging or similar transactions with respect to the shares of Common Stock, on such terms and at such times as the Reporting Persons may deem advisable, subject to applicable law.

Except as set forth herein and in the letters discussed above, none of the Reporting Persons has any present plan or proposal that would result in any of the actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons reserve the right in the future to formulate any such plans or proposals, and to take any actions with respect to their investments in the Company, including any or all of the actions described in paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Information set forth under Item 4 is incorporated herein by reference.

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Amendment No. 3, which agreement is set forth on the signature page to this Statement.

Item 7. Material to Be Filed as Exhibits.

^{99.1} Letter, dated December 8, 2017, from TALANTA Investment Group, LLC to Universal Technical Institute, Inc. (filed herewith).

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Signature

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: December 12, 2017

TALANTA INVESTMENT
GROUP, LLC

By: /s/ Justyn R. Putnam
Name: Justyn R. Putnam
Title: Managing Member

TALANTA FUND, L.P.

By: TALANTA Investment
Group, LLC,
its General Partner

By: /s/ Justyn R. Putnam
Name: Justyn R. Putnam
Title: Managing Member

/s/ Justyn R. Putnam
JUSTYN R. PUTNAM