

LEARNING TREE INTERNATIONAL, INC.  
Form 8-K  
April 23, 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**

**April 23, 2018 (April 17, 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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<b>Delaware</b>	<b>0-27248</b>	<b>95-3133814</b>
<b>(State or Other Jurisdiction</b>	<b>(Commission</b>	<b>(IRS</b>
<b>of Incorporation)</b>	<b>File Number)</b>	<b>Employer</b>
		<b>Identification</b>
		<b>No.)</b>

<b>13650 Dulles Technology Drive, Herndon,</b>	<b>20171</b>
<b>Virginia</b>	
<b>(Address of Principal Executive Offices)</b>	<b>(Zip Code)</b>

**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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 17, 2018, the stockholders of Learning Tree International, Inc. (the “Company”) approved the Learning Tree International, Inc. 2018 Equity Incentive Plan (the “2018 Equity Plan”). The 2018 Equity Plan was previously approved by the Board of Directors of the Company with its effectiveness being subject to receiving stockholder approval. A summary description of the material terms of the 2018 Equity Plan is set forth under the caption “Proposal 2: Approve the 2018 Equity Incentive Plan” on pages 21 to 23 of the Company’s definitive proxy statement on Schedule 14A (“Proxy Statement”) filed with the Securities and Exchange Commission on March 8, 2018, which description in the Proxy Statement is incorporated by reference herein. Additionally, the description of the 2018 Equity Plan is qualified in its entirety by reference to the full text of the 2018 Equity Plan, a copy of which is being filed as Exhibit 10.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 10.1 Learning Tree International, Inc. 2018 Equity Incentive Plan (incorporated by reference to Annex A to the proxy statement for the Annual Meeting of Stockholders filed with the Securities and Exchange Commission on March 8, 2018).

Exhibit 10.2 Learning Tree International, Inc. Form of Incentive Stock Option Award Agreement (filed herewith).

Exhibit 10.3 Learning Tree International, Inc. Form of Non-Qualified Stock Option Award Agreement (filed herewith).

**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 23, 2018      **LEARNING TREE  
INTERNATIONAL, INC.**

By: /s/ David W. Asai  
David W. Asai  
Chief Financial Officer  
  
(Principal Financial Officer)