
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 12, 2009

Learning Tree International, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-27248
(Commission file number)

95-3133814
(I.R.S. Employer
identification No.)

1805 Library Street, Reston, VA
(Address of principal executive offices)

20190
(Zip Code)

Registrant's telephone number, including area code: (703) 709-9119

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))
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Item 2.02 Results of Operations and Financial Condition.

On May 12, 2009, Learning Tree International, Inc. issued a press release setting forth its results for its second quarter of fiscal 2009 which ended April 3, 2009. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Learning Tree International, Inc. dated May 12, 2009 furnished herewith.

The information in this Form 8-K and the exhibit attached hereto pursuant to Item 9.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act by Learning Tree International, Inc., except as expressly set forth by specific reference in such a filing.

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 thereunto duly authorized.

LEARNING TREE INTERNATIONAL, INC.

Dated: May 12, 2009

By: /s/ NICHOLAS R. SCHACHT

Nicholas R. Schacht
Chief Executive Officer

Company Contact:

Nicholas R. Schacht
President and CEO
(703) 709-9119
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LEARNING TREE ANNOUNCES SECOND QUARTER FISCAL YEAR 2009 RESULTS

Reston, VA — May 12, 2009 - Learning Tree International, Inc. (NASDAQ: LTRE) announced today its revenues and results of operations for its second quarter and first six months of fiscal year 2009, which ended April 3, 2009. Revenues for the quarter ended April 3, 2009 were \$30.5 million, a 22% decrease from the same quarter of the prior fiscal year. Learning Tree reported a loss from operations for the quarter of \$2.5 million, compared to income from operations \$0.7 million for the same quarter of the prior fiscal year. The net loss for the second quarter of fiscal 2009 was \$1.4 million, compared with net income of \$1.3 million for the second quarter of fiscal 2008. Loss per share for the second quarter of fiscal 2009 was \$0.09, compared with earnings per share of \$0.08 for the same quarter of the prior fiscal year.

Revenues for the first six months of Learning Tree's fiscal year 2009 were \$68.5 million, a decrease of 24% compared with \$90.1 million for the first six months of fiscal year 2008. Income from operations for the first six months of fiscal year 2009 was \$0.2 million, compared with \$9.2 million for the same period of the prior fiscal year. Net income for the first six months of fiscal 2009 was \$0.5 million, compared to net income of \$7.2 million for the same period in fiscal year 2008. Earnings per share for the first six months of fiscal year 2009 were \$0.03, compared to \$0.44 for the same period in the prior fiscal year.

"Our performance in our second quarter exceeded our earlier expectations," commented Learning Tree President and CEO Nicholas R. Schacht. "We achieved this through slightly higher-than-expected sales volumes late in the quarter, together with some of the results of our cost-saving initiatives which we realized more quickly than we had previously anticipated. We believe we have now adjusted our operations to be consistent with our current levels of business, and we are working to maintain and grow our revenues in a challenging business environment."

Learning Tree International is a leading worldwide provider of vendor-independent education and training to managers and IT professionals in business and government organizations. Learning Tree develops, markets and delivers a broad, proprietary library of instructor-led courses focused on Web development, operating systems, programming languages, databases, computer networks, computer and network security, object-oriented technology, project management, leadership, communications, business analysis, and strategic business skills. Learning Tree also tests and certifies IT and business professionals, and Learning Tree courses are recommended for college credit by the American Council on Education. In addition, Learning Tree is on the National Association of State Boards of Accountancy National Registry of CPE sponsors and is a Registered Education Provider of the Project Management Institute (PMI). For more information about Learning Tree products and services, call 1-800-THE-TREE (1-800-843-8733), or visit the Learning Tree Web site at www.learningtree.com.

Except for historical information contained herein, the matters addressed in this press release are forward-looking statements. Please do not put undue reliance on these forward-looking statements, since they are based on key assumptions about future risks and uncertainties. Although Learning Tree believes that its assumptions are reasonable, inevitably some will prove to be incorrect. As a result, Learning Tree's actual future results can be expected to differ from those in this release, and those differences may be material. Learning Tree is not undertaking any obligation to update forward-looking statements. In order to help the reader assess the major risks in Learning Tree's business, Learning Tree has identified many, but not all, of these risks in Item 1A, "Risk Factors" in Learning Tree's Annual Report on Form 10-K ("Item 1A"). Please read that exhibit carefully. Some of the factors discussed in Item 1A that could affect Learning Tree include: risks associated with the timely development, introduction, and customer acceptance of Learning Tree's courses; competition; international operations, including currency fluctuations; changing economic and market conditions; technology development

and new technology introduction; efficient delivery and scheduling of Learning Tree's courses; adverse weather conditions, strikes, acts of war or terrorism and other external events; and attracting and retaining qualified personnel.

Webcast

An investor conference call to discuss second quarter results is scheduled at 4:30 pm EDT May 12, 2009. Interested parties are invited to listen to the conference call by accessing the webcast live on Learning Tree's website www.learningtree.com/investor. The webcast will also be available at www.learningtree.com/investor for replay.

- table follows -

LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except per share data)
(Unaudited)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>April 3, 2009</u>	<u>March 28, 2008</u>	<u>April 3, 2009</u>	<u>March 28, 2008</u>
Revenues	\$30,526	\$39,236	\$68,492	\$90,126
Cost of revenues	14,398	17,709	30,715	38,040
Gross profit	<u>16,128</u>	<u>21,527</u>	<u>37,777</u>	<u>52,086</u>
Operating expenses:				
Course development	1,977	2,574	4,188	4,646
Sales and marketing	8,846	10,519	17,957	21,062
General and administrative	7,766	7,745	15,421	17,211
Total operating expenses	<u>18,589</u>	<u>20,838</u>	<u>37,566</u>	<u>42,919</u>
Income (loss) from operations	(2,461)	689	211	9,167
Other income, net	<u>344</u>	<u>1,518</u>	<u>722</u>	<u>2,439</u>
Income (loss) before provision for income taxes	(2,117)	2,207	933	11,606
Provision (benefit) for income taxes	<u>(756)</u>	<u>874</u>	<u>452</u>	<u>4,378</u>
Net income (loss)	<u>\$ (1,361)</u>	<u>\$ 1,333</u>	<u>\$ 481</u>	<u>\$ 7,228</u>
Earnings (loss) per share - basic	<u>\$ (0.09)</u>	<u>\$ 0.08</u>	<u>\$ 0.03</u>	<u>\$ 0.44</u>
Earnings (loss) per share - diluted	<u>\$ (0.09)</u>	<u>\$ 0.08</u>	<u>\$ 0.03</u>	<u>\$ 0.44</u>

LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands)
(Unaudited)

	<u>April 3, 2009</u>	<u>October 3, 2008</u>
Cash and cash equivalents	\$ 37,040	\$ 51,853
Available for sale securities	17,843	18,909
Accounts receivable, net	13,852	19,685
Prepaid expenses and other	7,319	8,372
Income tax receivable	1,333	2,475
Total current assets	<u>77,387</u>	<u>101,294</u>
Available for sale securities	20,875	23,440
Equipment, long-term investments and other	43,011	47,690
Total assets	<u>\$141,273</u>	<u>\$172,424</u>
Accounts payable and accrued liabilities	\$ 16,545	\$ 22,353
Deferred revenues	40,832	47,712
Total current liabilities	<u>57,377</u>	<u>70,065</u>
Other	<u>14,485</u>	<u>15,961</u>
Total liabilities	<u>71,862</u>	<u>86,026</u>
Stockholders' equity	<u>69,411</u>	<u>86,398</u>
Total liabilities and stockholders' equity	<u>\$141,273</u>	<u>\$172,424</u>