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**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**

**Date of Report (Date of earliest event reported): August 11, 2009**

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**Learning Tree International, Inc.**

(Exact name of registrant as specified in its charter)

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**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**

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

On August 11, 2009, Learning Tree International, Inc. issued a press release setting forth its results for its third quarter of fiscal 2009, which ended July 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 August 11, 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.

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**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: August 11, 2009

By: /s/ NICHOLAS R. SCHACHT

Nicholas R. Schacht  
Chief Executive Officer

Company Contact:  
Charles R. Waldron  
Chief Financial Officer  
(703) 709-9119  
bob\_waldron@learningtree.com

## **LEARNING TREE ANNOUNCES THIRD QUARTER FISCAL YEAR 2009 RESULTS**

Reston, VA — August 11, 2009 – Learning Tree International, Inc. (NASDAQ: LTRE) announced today its revenues and results of operations for its third quarter and first nine months of fiscal year 2009, which ended July 3, 2009. Revenues for the quarter ended July 3, 2009 were \$32.3 million, a 31% decrease from the same quarter of the prior fiscal year. Learning Tree reported income from operations for the quarter of \$3.2 million, compared to income from operations of \$5.4 million for the same quarter of fiscal 2008. Net income for the third quarter of fiscal 2009 was \$2.1 million, compared with net income of \$3.8 million for the third quarter of fiscal 2008. Earnings per share for the third quarter of fiscal 2009 were \$0.15, compared with earnings per share of \$0.23 for the same quarter of fiscal 2008.

Revenues for the first nine months of Learning Tree’s fiscal year 2009 were \$100.8 million, a decrease of 26% compared with \$137.1 million for the first nine months of fiscal year 2008. Income from operations for the first nine months of fiscal year 2009 was \$3.4 million, compared with \$14.5 million for the same period of fiscal 2008. Net income for the first nine months of fiscal 2009 was \$2.6 million, compared to net income of \$11.0 million for the same period in fiscal year 2008. Earnings per share for the first nine months of fiscal year 2009 were \$0.17, compared to \$0.67 for the same period of fiscal 2008.

“Our gross profit and income from operations in our third quarter reflect significant benefits from the profitability improvements and cost savings we have implemented during these challenging economic times,” commented Learning Tree President and CEO Nicholas R. Schacht. “We believe that we have adjusted our business appropriately for current economic conditions, and we look forward to building on our strong financial base and market position to capitalize on opportunities as they arise.”

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](http://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 third quarter results is scheduled at 4:30 pm EDT August 11, 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](http://www.learningtree.com/investor). The webcast will also be available at [www.learningtree.com/investor](http://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>Nine Months Ended</u> |                          |
|--|---------------------------|--------------------------|--------------------------|--------------------------|
|  | <u>July 3,<br/>2009</u>   | <u>June 27,<br/>2008</u> | <u>July 3,<br/>2009</u>  | <u>June 27,<br/>2008</u> |
| Revenues                                 | \$ 32,279                 | \$ 46,928                | \$100,771                | \$137,054                |
| Cost of revenues                         | 14,439                    | 19,599                   | 45,154                   | 57,639                   |
| Gross profit                             | <u>17,840</u>             | <u>27,329</u>            | <u>55,617</u>            | <u>79,415</u>            |
| Operating expenses:                      |                           |                          |                          |                          |
| Course development                       | 1,627                     | 2,620                    | 5,815                    | 7,266                    |
| Sales and marketing                      | 6,994                     | 11,227                   | 24,951                   | 32,289                   |
| General and administrative               | 6,022                     | 8,118                    | 21,443                   | 25,329                   |
| Total operating expenses                 | <u>14,643</u>             | <u>21,965</u>            | <u>52,209</u>            | <u>64,884</u>            |
| Income from operations                   | 3,197                     | 5,364                    | 3,408                    | 14,531                   |
| Other income, net                        | 295                       | 725                      | 1,017                    | 3,164                    |
| Income before provision for income taxes | 3,492                     | 6,089                    | 4,425                    | 17,695                   |
| Provision for income taxes               | 1,352                     | 2,270                    | 1,804                    | 6,648                    |
| Net income                               | <u>\$ 2,140</u>           | <u>\$ 3,819</u>          | <u>\$ 2,621</u>          | <u>\$ 11,047</u>         |
| Earnings per share—basic                 | <u>\$ 0.15</u>            | <u>\$ 0.23</u>           | <u>\$ 0.17</u>           | <u>\$ 0.67</u>           |
| Earnings per share—diluted               | <u>\$ 0.15</u>            | <u>\$ 0.23</u>           | <u>\$ 0.17</u>           | <u>\$ 0.67</u>           |

**LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands)  
(Unaudited)

|  | <u>July 3,<br/>2009</u> | <u>October 3,<br/>2008</u> |
|--|-------------------------|----------------------------|
| Cash and cash equivalents                  | \$ 35,779               | \$ 51,853                  |
| Available for sale securities              | 24,868                  | 18,909                     |
| Accounts receivable, net                   | 13,873                  | 19,685                     |
| Prepaid expenses and other                 | 6,354                   | 8,372                      |
| Income tax receivable                      | 1,053                   | 2,475                      |
| Total current assets                       | <u>81,927</u>           | <u>101,294</u>             |
| Available for sale securities              | 14,450                  | 23,440                     |
| Equipment, long-term investments and other | 41,509                  | 47,690                     |
| Total assets                               | <u>\$137,886</u>        | <u>\$172,424</u>           |
| Accounts payable and accrued liabilities   | \$ 16,627               | \$ 22,353                  |
| Deferred revenues                          | 39,433                  | 47,712                     |
| Total current liabilities                  | 56,060                  | 70,065                     |
| Other                                      | 14,170                  | 15,961                     |
| Total liabilities                          | <u>70,230</u>           | <u>86,026</u>              |
| Stockholders' equity                       | <u>67,656</u>           | <u>86,398</u>              |
| Total liabilities and stockholders' equity | <u>\$137,886</u>        | <u>\$172,424</u>           |