

---

---

**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) March 23, 2011**

---

**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))
- 
-

## Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At our 2011 Annual Meeting of Stockholders held on March 23, 2011, we submitted to our stockholders, for voting, three proposals: (i) the election of three Class I directors to serve for a three-year term expiring at our Annual Meeting of Stockholders to be held in 2014; (ii) an advisory vote on our executive compensation; and (iii) an advisory vote on the frequency of our advisory vote on executive compensation. Detailed descriptions of these proposals are contained in our proxy statement, which was filed with the Securities and Exchange Commission on January 31, 2011. The voting results, as well as the names of the directors who were elected, were as follows:

### Proposal 1: Election of Directors

<u>Directors</u>	<u>For</u>	<u>Withheld</u>
Nicholas R. Schacht	12,569,180	130,336
Howard A. Bain III	12,584,677	114,839
Curtis A. Hessler	12,629,226	70,290

### Proposal 2: Advisory Vote on Executive Compensation

	<u>For</u>	<u>Abstain</u>
	12,608,134	87,015

### Proposal 3: Advisory Vote on the Frequency of an Advisory Vote on Executive Compensation

	<u>For</u>
1 Year	8,268,974
2 Years	40,513
3 Years	4,301,303
Abstain	88,726

There were no Broker Non-votes.

The terms of office of the following directors continued after our 2011 Annual Meeting of Stockholders:

Class II Directors - term expires in 2012

W. Mathew Juechter  
Stefan C. Reisenfeld

Class III Directors - term expires 2013

David C. Collins  
Eric R. Garen  
George T. Robson

