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: February 7, 2013

Learning Tree International, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware 0-27248 95-3133814
(State or Other Jurisdiction  (Commission  (IRS Employer
of Incorporation) File Number) Identification No.)

1831 Michael Faraday Drive, Reston, Virginia 20190
(Address of Principal Executive Offices)

Registrant’s Telephone Number, Including Area Code: (703) 709-9119

(Former Name or Former Address, if Changed Since Last Report)

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 2.02 Results of Operations and Financial Condition.

Item 7.01 Regulation FD Disclosure.
On February 7, 2013, the Company will hold a question and answer session on the Company’s first quarter of fiscal year 2013 results at 4:30 p.m. (EST). Interested parties are invited to listen to this conference call by accessing the webcast live on the Company’s website www.learningtree.com/investor. The question and answer session will also be available on the Company’s website for replay.

Item 9.01 Financial Statements and Exhibits.

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
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</thead>
</table>

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.

Date: February 7, 2013

LEARNING TREE INTERNATIONAL, INC.

By: /s/ Max Shevitz
Max Shevitz
President
LEARNING TREE INTERNATIONAL ANNOUNCES FIRST QUARTER FY 2013 RESULTS


In its first quarter of fiscal year 2013, Learning Tree reported revenues of $33.3 million, loss from operations of $1.4 million, and net loss of $1.4 million or $0.11 per share. These results compare with revenues of $35.0 million, income from operations of $2.8 million and net income of $1.8 million, or $0.14 per share in its first quarter of fiscal year 2012.

“We continue to make progress on re-focusing our company toward long term growth and profitability” said Learning Tree President Max Shevitz. “Some of these efforts result in one-time costs such as the closing of our El Segundo, CA office that resulted in a restructuring charge of $1.4 million in our first quarter. Also in our first quarter, we incurred two other unusual costs: expenditures of $0.8 million by the Special Committee of our Board of Directors to evaluate two proposals and other expressions of interest to acquire the company; and additional direct costs of $0.4 million as a result of Hurricane Sandy. Despite these costs and the adverse first quarter revenue impacts of both Hurricane Sandy and the uncertainty surrounding federal spending, we remain optimistic that the initiatives we have taken in course quality, sales, and marketing, have the potential to improve future revenues and profitability.”

Webcast
An investor conference call to discuss first quarter fiscal year 2013 results is scheduled for 4:30 p.m. (EST) February 7, 2013. Interested parties may access the conference call via live webcast at: www.learningtree.com/investor. The webcast will also be available for replay at: www.learningtree.com/investor.

About Learning Tree International
Established in 1974, Learning Tree International is a global provider of hands-on IT and management training. Learning Tree develops, markets and delivers a broad, proprietary library of instructor-led courses focused on: web development, IT security, project management, operating systems, databases, networking, software development, leadership, management and business skills. Courses are offered at Learning Tree Education Centers and training locations around the world, on-site at client facilities, or via the Internet with Learning Tree AnyWare™, the company’s web-based, remote-attendance platform. For more information about Learning Tree products and services, call 1-888-THE-TREE (1-888-843-8733), 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 Item 1A carefully. Some of the factors discussed in Item 1A that could affect Learning Tree include the following: 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.

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1-888-THE-TREE (843-8733) | www.learningtree.com
LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(all amounts in thousands, except per share amounts)
(Unaudited)

Table 1

Revenues $33,290 $34,975
Cost of revenues 16,421 15,634
Gross profit 16,869 19,341

Operating expenses:
  Course development 2,101 2,121
  Sales and marketing 7,805 7,510
  General and administrative 8,327 6,889
  Total operating expenses 18,233 16,520

Income (loss) from operations (1,364) 2,821
Other income (expense), net (19) 46
Income (loss) before income taxes (1,383) 2,867
Provision for income tax 33 1,032
Net income (loss) $ (1,416) $1,835

Earnings (loss) per share—diluted $(0.11) $0.14

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

<table>
<thead>
<tr>
<th>December 28, 2012</th>
<th>September 28, 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cash and cash equivalents</td>
<td>$ 29,105</td>
</tr>
<tr>
<td>Available for sale securities</td>
<td>1,018</td>
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<tr>
<td>Trade accounts receivable, net</td>
<td>15,849</td>
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<tr>
<td>Prepaid expenses and other</td>
<td>8,946</td>
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<tr>
<td>Total current assets</td>
<td>54,918</td>
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<tr>
<td>Depreciable assets, net and other</td>
<td>24,567</td>
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<tr>
<td>Total assets</td>
<td>$ 79,485</td>
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<tr>
<td>Accounts payable and accrued liabilities</td>
<td>$ 18,754</td>
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<tr>
<td>Deferred revenues</td>
<td>29,825</td>
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<tr>
<td>Total current liabilities</td>
<td>48,579</td>
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<tr>
<td>Other</td>
<td>7,862</td>
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<tr>
<td>Total liabilities</td>
<td>56,441</td>
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<tr>
<td>Stockholders’ equity</td>
<td>23,044</td>
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<tr>
<td>Total liabilities and stockholders’ equity</td>
<td>$ 79,485</td>
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</tbody>
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