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): December 13, 2013 (December 12, 2013)

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

Delaware
(State or other jurisdiction of Incorporation)

0-27248
(Commission File Number)

1831 Michael Faraday Drive
Reston, Virginia 20190
(Address of principal executive offices)

(703) 709-9119
(Registrant’s Telephone Number)

N/A
(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.

On December 12, 2013, Learning Tree International, Inc. (the “Company”) issued a press release setting forth its results of operations for its fourth quarter and full fiscal year 2013, which ended September 27, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under Item 2.02 and Item 9.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that Section, nor shall it be deemed incorporated by reference in any registration statement or other filings of the Company under the Securities Act of 1933, as amended, except as shall be set forth by specific reference in such filing.

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

(b) Resignation of Directors

On December 13, 2013, Curtis A. Hessler, a director of the Company, notified the Company that he was resigning from the Company’s Board of Directors (the “Board”), effective at the close of business on December 13, 2013. Mr. Hessler’s decision to resign was due to personal reasons to devote more time to current business opportunities and did not involve any disagreement with the Company. Mr. Hessler had been a member of the Board since 2003 and at the time of his resignation, served on the Audit Committee. Mr. Hessler’s term as a Class I Director was to expire at the 2014 Annual Meeting.

(d) Election of Director

The Board elected Richard A. Spires as a Class I Director to fill the vacancy of Mr. Hessler, effective as of December 13, 2013. Mr. Spires will stand for re-election at the Company’s 2014 annual meeting of shareholders (the “2014 Annual Meeting”) along with the other Class I Directors. Mr. Spires will be compensated for his service on the Board as a non-employee director. The Board also appointed Mr. Spires to serve on the Board’s Audit Committee and the Operations Committee. There is no arrangement or understanding between Mr. Spires and any other person pursuant to which Mr. Spires has been selected as a director. Mr. Spires has not engaged in any transaction exceeding $120,000 with the Company and does not have a family relationship with any director or executive officer of the Company.

Mr. Spires is the Chief Executive Officer of Resilient Network Systems, Incorporated. Previously, he served as Chief Information Officer at the United States Department of Homeland Security from August 2009 through May 2013. He has also served in multiple positions, including Deputy Commissioner for Operations, at the Internal Revenue Service from 2004 through 2008. Mr. Spires has an engineering background holding bachelor degrees from the University of Cincinnati and a masters of science in engineering from the George Washington University.
Item 8.01 Other Events.

The Company announced today that it will hold the 2014 Annual Meeting on March 13, 2014, details of the time and location will be provided in the Company’s proxy statement for the 2014 Annual Meeting. The record date for the 2014 Annual Meeting is January 21, 2014. Since the date of the 2014 Annual Meeting will be more than 30 days from the date of the Company’s 2013 annual meeting of shareholders, the deadline for shareholder proposals for inclusion in the Company’s proxy materials has been extended. Proposals by eligible shareholders that are intended to be presented at the 2014 Annual Meeting, whether or not intended to be included in the Company’s proxy materials, must be received by the Company no later than December 28, 2013.

Item 9.01 Other Events.

(d) Exhibits.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 13, 2013

LEARNING TREE INTERNATIONAL, INC.

By: /s/ Max Shevitz
   Max Shevitz
   President
LEARNING TREE INTERNATIONAL ANNOUNCES FOURTH QUARTER & FISCAL YEAR 2013 RESULTS

RESTON, Va., December 12, 2013 – Learning Tree International (NASDAQ: LTRE) announced today its revenues and results of operations for its fourth quarter and full fiscal year 2013, which ended September 27, 2013.

In its fourth quarter of fiscal year 2013, Learning Tree reported revenues of $27.6 million, loss from operations of $2.0 million, and net loss of $2.2 million, or $0.17 per share. These results compare with revenues of $32.1 million, loss from operations of $4.1 million, and net loss of $4.8 million, or $0.37 per share in its fourth quarter of fiscal year 2012.

For the full fiscal year 2013, Learning Tree reported revenues of $116.8 million, loss from operations of $8.2 million, and net loss of $8.7 million or $0.66 per share. These results compare with revenues of $129.0 million, loss from operations of $6.9 million, and net loss of $11.9 million or $0.89 per share for fiscal year 2012.

“We achieved a smaller operating loss in our fourth quarter of fiscal 2013 than in the same quarter a year earlier, despite the adverse impact of the U.S. Government’s sequestration and tepid European economies,” said Learning Tree President Max Shevitz. “We have managed through these difficult times, reducing our costs where possible while improving the learning experience for our customers and providing them with increased access to our courses through the introduction of 31 stand-alone AnyWare™ Learning Centers. With the use of our AnyWare™ product, our customers anywhere in the world can choose to participate in any course event being taught at any of our education centers, without the need to travel or commute to the actual course site.”

Webcast

An investor conference call to discuss fourth quarter and full fiscal year 2013 results is scheduled for 4:30 p.m. (ET) December 12, 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, and 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.

Cautionary Statement Regarding Forward Looking Statements

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.

Release Summary: Learning Tree International announced today its revenues and results of operations for its fourth quarter and full fiscal year 2013, which ended September 27, 2013.
## Table 1

### LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES

**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(all amounts in thousands, except per share amounts)

<table>
<thead>
<tr>
<th></th>
<th>Three Months Ended</th>
<th>Twelve Months Ended</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>September 27, 2013 (unaudited)</td>
<td>September 28, 2012 (unaudited)</td>
</tr>
<tr>
<td><strong>Revenues</strong></td>
<td>$27,629</td>
<td>$32,089</td>
</tr>
<tr>
<td><strong>Cost of revenues</strong></td>
<td>$15,589</td>
<td>$16,986</td>
</tr>
<tr>
<td><strong>Gross profit</strong></td>
<td>$12,040</td>
<td>$15,103</td>
</tr>
<tr>
<td><strong>Operating expenses:</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Course development</td>
<td>1,812</td>
<td>2,398</td>
</tr>
<tr>
<td>Sales and marketing</td>
<td>6,735</td>
<td>9,477</td>
</tr>
<tr>
<td>General and administrative</td>
<td>5,492</td>
<td>7,358</td>
</tr>
<tr>
<td><strong>Total operating expenses</strong></td>
<td>14,039</td>
<td>19,233</td>
</tr>
<tr>
<td><strong>Loss from operations</strong></td>
<td>(1,999)</td>
<td>(4,130)</td>
</tr>
<tr>
<td><strong>Other expense, net</strong></td>
<td>(308)</td>
<td>(237)</td>
</tr>
<tr>
<td><strong>Loss before income taxes</strong></td>
<td>(2,307)</td>
<td>(4,367)</td>
</tr>
<tr>
<td><strong>Provision (benefit) for income tax</strong></td>
<td>(98)</td>
<td>482</td>
</tr>
<tr>
<td><strong>Net loss</strong></td>
<td>$ (2,209)</td>
<td>$ (4,849)</td>
</tr>
<tr>
<td><strong>Loss per share--diluted</strong></td>
<td>$ (0.17)</td>
<td>$ (0.37)</td>
</tr>
</tbody>
</table>

### LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES

**CONDENSED CONSOLIDATED BALANCE SHEETS**

(all amounts in thousands)

<table>
<thead>
<tr>
<th></th>
<th>September 27, 2013</th>
<th>September 28, 2012</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Cash and cash equivalents</strong></td>
<td>$26,583</td>
<td>$25,784</td>
</tr>
<tr>
<td>Available for sale securities</td>
<td>-</td>
<td>6,131</td>
</tr>
<tr>
<td>Trade accounts receivable, net</td>
<td>14,057</td>
<td>16,831</td>
</tr>
<tr>
<td>Prepaid expenses and other</td>
<td>6,152</td>
<td>8,552</td>
</tr>
<tr>
<td><strong>Total current assets</strong></td>
<td>$46,792</td>
<td>$57,298</td>
</tr>
<tr>
<td>Depreciable assets, net and other</td>
<td>22,170</td>
<td>31,748</td>
</tr>
<tr>
<td><strong>Total assets</strong></td>
<td>$68,962</td>
<td>$89,046</td>
</tr>
<tr>
<td>Accounts payable and accrued liabilities</td>
<td>$15,317</td>
<td>$20,264</td>
</tr>
<tr>
<td>Deferred revenues</td>
<td>29,780</td>
<td>31,899</td>
</tr>
<tr>
<td><strong>Total current liabilities</strong></td>
<td>$45,097</td>
<td>$52,163</td>
</tr>
<tr>
<td>Other</td>
<td>8,204</td>
<td>12,377</td>
</tr>
<tr>
<td><strong>Total liabilities</strong></td>
<td>$53,301</td>
<td>$64,540</td>
</tr>
<tr>
<td><strong>Stockholders' equity</strong></td>
<td>15,661</td>
<td>24,506</td>
</tr>
<tr>
<td><strong>Total liabilities and stockholders' equity</strong></td>
<td>$68,962</td>
<td>$89,046</td>
</tr>
</tbody>
</table>