
**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 27, 2008

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 20190
(Address of principal executive offices) (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On May 28, 2008, Learning Tree International, Inc. (the "Company") announced that a special committee of its independent directors has decided to solicit offers to purchase the Company. In connection with that decision, on May 27, 2008, the Compensation Committee of the Board of Directors of approved:

- agreements to pay each of its executive officers a special bonus in the amount of such officer's yearly base salary if (i) a sale transaction closes on or before March 31, 2009, and (ii) the officer is still employed by the Company (unless the officer was terminated without cause) three months after such closing. Any bonus payable to an officer terminated without cause before that time would be reduced by the amount of any severance received as a result of such termination; and
- the acceleration of the vesting of all outstanding options and restricted stock granted to the Company's employees and directors upon the close of any sale transaction.

Item 8.01 Other

On May 28, 2008, the Company issued a press release announcing that a special committee of its independent directors has decided to solicit offers to purchase the Company.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

99.1 Press release issued by Learning Tree International Inc. dated May 28, 2008 furnished herewith.

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 28, 2008

By: /s/ NICHOLAS R. SCHACHT

Nicholas R. Schacht

Chief Executive Officer

Company Contact:
Nicholas R. Schacht
President and CEO
(703) 709-9119
nick_schacht@learningtree.com

LEARNING TREE TO EXPLORE POSSIBLE SALE OF THE COMPANY

RESTON, VA — May 28, 2008—Learning Tree International, Inc. (NASDAQ: LTRE) today announced that a special committee of its independent directors has decided to solicit offers to purchase the company.

“For over 33 years, Learning Tree has taken the lead in providing the highest quality, vendor-independent education and training for managers and IT professionals worldwide,” commented Learning Tree President and CEO Nicholas R. Schacht. “In the past year we achieved significant improvements in profitability and revenue, further enhancing our already strong financial position. We believe this is an appropriate time to solicit offers to determine if a sale is the best way to maximize shareholder value. A sale would also address the desires of our two founders, who remain our principal shareholders, for diversification and liquidity to accommodate their charitable interests.”

“As we proceed with this process, we will continue to provide our customers with the same high levels of service and results for which we are known,” Schacht concluded.

Learning Tree has retained RBC Capital Markets, a subsidiary of the Royal Bank of Canada, as its financial advisor and Manatt, Phelps & Phillips, LLP as its legal advisor. Learning Tree has not ruled out either continuing as a stand-alone company or pursuing some other strategic alternative. Learning Tree does not plan to release additional information about the status of this process until a definitive agreement is executed or Learning Tree otherwise determines that further disclosure is appropriate.

ABOUT LEARNING TREE INTERNATIONAL, INC.:

Learning Tree International is a leading worldwide provider of vendor-independent education and training to IT professionals and managers 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.

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 any forward looking statements, 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. Please read that section carefully. Some of the factors 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.