
**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): February 8, 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))
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Item 2.02 Results of Operations and Financial Condition.

On February 8, 2011, Learning Tree International, Inc. issued a press release setting forth its results for its first quarter of fiscal year 2011, which ended December 31, 2010. A copy of the press release is furnished as Exhibit 99.1 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Learning Tree International, Inc. dated February 8, 2011 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.

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: February 8, 2011

By: /s/ NICHOLAS R. SCHACHT

Nicholas R. Schacht
Chief Executive Officer

Company Contact:
Charles R. Waldron
Chief Financial Officer
(703) 709-9119
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LEARNING TREE ANNOUNCES FIRST QUARTER 2011 RESULTS

Reston, VA – February 8, 2011 – Learning Tree International, Inc. (NASDAQ: LTRE) announced today its revenues and results of operations for its first quarter of fiscal year 2011, which ended December 31, 2010.

In its first quarter of fiscal year 2011, Learning Tree reported revenues of \$35.6 million, income from operations of \$3.0 million, and net income of \$2.0 million or \$0.14 per share. These results compare with revenues of \$32.5 million, income from operations of \$3.9 million, and net income of \$2.4 million or \$0.18 per share for its first quarter of fiscal year 2010.

“We are pleased to have achieved our third consecutive quarter of increasing year-over-year revenue growth. Revenues grew nearly 10% in our first quarter compared to the same quarter of our prior fiscal year, driven by double-digit growth of attendee-days in both our IT and Management training programs. In the first quarter of fiscal year 2011, the number of attendee-days of IT training grew by 11% and attendee-days of Management training grew by 16%,” commented Learning Tree President and CEO Nicholas R. Schacht. “We remain focused on driving revenue growth while improving our margins and operating results.”

Learning Tree International is a leading global provider of highly effective, hands-on training to managers and information technology professionals. Since 1974, over 65,000 organizations have relied on Learning Tree to enhance the professional skills of more than 2 million employees. Learning Tree develops, markets and delivers a broad, proprietary library of instructor-led courses focused on people and project management; leadership and business skills; Web development; operating systems; databases; networking; IT security and software development. Courses are presented globally at Learning Tree Education Centers, on site at client facilities, and are available via Learning Tree AnyWare™, the Company’s proprietary live, online instructor-led training delivery option, which connects online participants to the actual classroom. 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.

Webcast

An investor conference call to discuss first quarter 2011 results and guidance for second quarter 2011 is scheduled at 4:30 p.m. (EST) February 8, 2011. Interested parties are invited to listen to the conference call by accessing the webcast live on Learning Tree's website www.learningtree.com/investor. The webcast will also be available at www.learningtree.com/investor for replay.

- tables follow -

[Table 1 – Summary consolidated financial statements and balance sheets]

Table 1

LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(all amounts in thousands, except per share amounts)

	Three Months Ended	
	December 31, 2010	January 1, 2010
Revenues	\$ 35,632	\$ 32,505
Cost of revenues	15,790	14,027
Gross profit	<u>19,842</u>	<u>18,478</u>
Operating expenses:		
Course development	1,977	1,717
Sales and marketing	7,665	6,801
General and administrative	7,241	6,076
Total operating expenses	<u>16,883</u>	<u>14,594</u>
Income from operations	2,959	3,884
Other income (expense), net	<u>19</u>	<u>223</u>
Income before income taxes	2,978	4,107
Provision for income tax	<u>1,015</u>	<u>1,684</u>
Net income	<u>\$ 1,963</u>	<u>\$ 2,423</u>
Earnings per share – diluted	<u>\$ 0.14</u>	<u>\$ 0.18</u>

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

	December 31, 2010	October 1, 2010
Cash and cash equivalents	\$ 37,676	\$ 34,449
Available for sale securities	2,000	4,997
Trade accounts receivable, net	17,978	18,311
Prepaid expenses and other	7,325	7,008
Total current assets	<u>64,979</u>	<u>64,765</u>
Depreciable assets, net and other	<u>35,291</u>	<u>35,408</u>
Total assets	<u>\$ 100,270</u>	<u>\$100,173</u>
Accounts payable and accrued liabilities	\$ 16,538	\$ 16,484
Deferred revenues	34,135	35,745
Total current liabilities	<u>50,673</u>	<u>52,229</u>
Other	<u>12,976</u>	<u>13,172</u>
Total liabilities	<u>63,649</u>	<u>65,401</u>
Stockholders' equity	<u>36,621</u>	<u>34,772</u>
Total liabilities and stockholders' equity	<u>\$ 100,270</u>	<u>\$100,173</u>