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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 11, 2010**

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**Learning Tree International, Inc.**

(Exact name of registrant as specified in its charter)

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**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**

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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 May 11, 2010, Learning Tree International, Inc. issued a press release setting forth its results for its second quarter of fiscal year 2010, which ended April 2, 2010. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release issued by Learning Tree International, Inc. dated May 11, 2010 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.

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**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 11, 2010

By: /s/ NICHOLAS R. SCHACHT

Nicholas R. Schacht  
Chief Executive Officer

**Company Contact:**

Charles R. Waldron  
Chief Financial Officer  
(703) 709-9119  
bob\_waldron@learningtree.com

**LEARNING TREE ANNOUNCES SECOND QUARTER 2010 RESULTS**

Reston, VA — May 11, 2010 – Learning Tree International, Inc. (NASDAQ: LTRE) announced today its revenues and results of operations for its second quarter of fiscal year 2010, which ended April 2, 2010. Revenues for the quarter ended April 2, 2010 were \$28.3 million compared with \$30.5 million for the same quarter of the prior fiscal year.

For its second quarter of fiscal year 2010, the company reported a loss from operations of \$2.2 million, an improvement compared to the loss from operations of \$2.5 million for its second quarter of fiscal year 2009. In its second quarter of fiscal year 2010, Learning Tree recorded a one-time charge of \$1.1 million for an expected period of vacancy due to the exercise of an option by one of its London education center sub tenants to terminate its sublease. In its second quarter of fiscal year 2009, Learning Tree had recorded one-time charges of \$0.8 million for restructuring costs and \$0.4 million related to a potential sale of the company. The net after-tax loss for the second quarter of fiscal year 2010 was \$1.3 million compared with the \$1.4 million net after-tax loss for the second quarter of fiscal year 2009. Loss per share for the second quarter of fiscal year 2010 was \$0.09, unchanged from the same quarter of fiscal year 2009.

Revenues for the first six months of fiscal year 2010 were \$60.8 million compared with \$68.5 million for the same period in fiscal year 2009. Learning Tree's income from operations for the first six months of its fiscal year 2010 was \$1.7 million. This compares to income from operations of \$0.2 million for the first six months of fiscal year 2009.

Net income for the first half of fiscal year 2010 was \$1.2 million, or \$0.08 per share. This compares to net income of \$0.5 million, or \$0.03 per share, for the first half of fiscal year 2009.

“We are pleased with our cost control and revenue enhancement measures, as the year-over-year decline in our quarterly revenues was the smallest since the financial crisis began in 2008,” Learning Tree President and CEO Nicholas R. Schacht commented. “We also see positive signs from our customers going forward, including strong interest in Learning Tree AnyWare™, our patent-pending online learning platform which allows online participation from any location in live Learning Tree instructor-led classes, and a new contract we were recently awarded by the U.S. Department of Veterans Affairs, which could be worth up to \$60 million over five years.”

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](http://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 that exhibit carefully. Some of the factors discussed in Item 1A 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.

### **Webcast**

An investor conference call to discuss second quarter results is scheduled at 4:30 pm EDT May 11, 2010. Interested parties are invited to listen to the conference call by accessing the webcast live on Learning Tree's website [www.learningtree.com/investor](http://www.learningtree.com/investor). The webcast will also be available at [www.learningtree.com/investor](http://www.learningtree.com/investor) for replay.

Table 1

**LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(all amounts in thousands, except per share amounts)

	<u>Three Months Ended</u>		<u>Six Months Ended</u>	
	<u>April 2, 2010</u>	<u>April 3, 2009</u>	<u>April 2, 2010</u>	<u>April 3, 2009</u>
Revenues	\$ 28,293	\$ 30,526	\$60,798	\$68,492
Cost of revenues	13,696	14,398	27,723	30,715
Gross profit	<u>14,597</u>	<u>16,128</u>	<u>33,075</u>	<u>37,777</u>
Operating expenses:				
Course development	1,873	1,977	3,590	4,188
Sales and marketing	7,679	8,846	14,480	17,957
General and administrative	7,215	7,766	13,291	15,421
Total operating expenses	<u>16,767</u>	<u>18,589</u>	<u>31,361</u>	<u>37,566</u>
Income (loss) from operations	(2,170)	(2,461)	1,714	211
Other income (expense), net	137	344	360	722
Income (loss) before income taxes	(2,033)	(2,117)	2,074	933
Provision (benefit) for income tax	(762)	(756)	922	452
Net income (loss)	<u>\$ (1,271)</u>	<u>\$ (1,361)</u>	<u>\$ 1,152</u>	<u>\$ 481</u>
Earnings (loss) per share—diluted	<u>\$ (0.09)</u>	<u>\$ (0.09)</u>	<u>\$ 0.08</u>	<u>\$ 0.03</u>

**LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(all amounts in thousands)

	<u>April 2, 2010</u>	<u>October 2, 2009</u>
Cash and cash equivalents	\$ 34,535	\$ 44,313
Available for sale securities	36,989	29,497
Trade accounts receivable, net	12,950	15,157
Prepaid expenses and other	8,136	7,776
Total current assets	<u>92,610</u>	<u>96,743</u>
Depreciable assets, net and other	38,126	40,077
Total assets	<u>\$130,736</u>	<u>\$136,820</u>
Accounts payable and accrued liabilities	\$ 18,942	\$ 22,327
Deferred revenues	35,797	38,103
Total current liabilities	54,739	60,430
Other	14,196	13,528
Total liabilities	<u>68,935</u>	<u>73,958</u>
Stockholders' equity	61,801	62,862
Total liabilities and stockholders' equity	<u>\$130,736</u>	<u>\$136,820</u>