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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 10, 2011**

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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 10, 2011, Learning Tree International, Inc. issued a press release setting forth its results for its second quarter of fiscal year 2011, which ended April 1, 2011. 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 May 10, 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.

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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 10, 2011

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 2011 RESULTS

Reston, VA — May 10, 2011 — Learning Tree International, Inc. (NASDAQ: LTRE) announced today its revenues and results of operations for its second quarter of fiscal year 2011, which ended April 1, 2011.

In its second quarter of fiscal year 2011, Learning Tree reported revenues of \$30.4 million, a loss from operations of \$1.6 million, and a net loss of \$1.0 million or \$0.07 per share. These results compare with revenues of \$28.3 million, a loss from operations of \$2.2 million, and a net loss of \$1.3 million or \$0.09 per share in its second quarter of fiscal year 2010.

For the first six months of fiscal year 2011, revenues were \$66.0 million, income from operations was \$1.4 million, and net income was \$1.0 million or \$0.07 per share. This compares to revenues of \$60.8 million, income from operations of \$1.7 million and net income of \$1.2 million or \$0.08 per share in for the first six months of fiscal year 2010.

“This is our fourth consecutive quarter of year-over-year revenue growth,” commented Learning Tree President and CEO Nicholas R. Schacht. “We are encouraged that our corporate and government customers have sustained a moderate increase in their purchases of Learning Tree training for the professional development of their employees.

“Because we perceive continued improvement in our market, we have resumed several revenue growth initiatives which had been underway and successfully generating growth prior to us putting them on hiatus during the recent recession. These include increasing the breadth and depth of our course title library, increasing the size of our sales force, and increasing our use and marketing of Learning Tree AnyWare™. AnyWare is our proprietary on-line learning platform that allows individuals located anywhere in the world to use their Internet browser to participate in live instructor-led classes being conducted in Learning Tree Education Centers or at customer locations. We would expect these growth initiatives to impact revenues in our fiscal year 2012 and beyond.

“In addition to focusing on revenue growth, we have continued to manage our business tightly, producing a modest profitability improvement in our second quarter of fiscal year 2011 compared to the same period in our prior year. We have taken further cost control actions near the end of our second quarter this year, and we expect these actions to result in further profitability increases in our third quarter of fiscal year 2011 and beyond.”

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 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 second quarter fiscal year 2011 results is scheduled at 4:30 p.m. (EDT) May 10, 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](http://www.learningtree.com/investor). The webcast will also be available at [www.learningtree.com/investor](http://www.learningtree.com/investor) for replay.

- tables follow -

**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 1, 2011</u>	<u>April 2, 2010</u>	<u>April 1, 2011</u>	<u>April 2, 2010</u>
Revenues	\$30,402	\$28,293	\$66,034	\$60,798
Cost of revenues	<u>14,819</u>	<u>13,696</u>	<u>30,609</u>	<u>27,723</u>
Gross profit	<u>15,583</u>	<u>14,597</u>	<u>35,425</u>	<u>33,075</u>
Operating expenses:				
Course development	1,842	1,873	3,819	3,590
Sales and marketing	8,060	7,679	15,725	14,480
General and administrative	<u>7,278</u>	<u>7,215</u>	<u>14,519</u>	<u>13,291</u>
Total operating expenses	<u>17,180</u>	<u>16,767</u>	<u>34,063</u>	<u>31,361</u>
Income (loss) from operations	(1,597)	(2,170)	1,362	1,714
Other income (expense), net	<u>(33)</u>	<u>137</u>	<u>(14)</u>	<u>360</u>
Income (loss) before income taxes	(1,630)	(2,033)	1,348	2,074
Provision (benefit) for income tax	<u>(634)</u>	<u>(762)</u>	<u>381</u>	<u>922</u>
Net income (loss)	<u>\$ (996)</u>	<u>\$ (1,271)</u>	<u>\$ 967</u>	<u>\$ 1,152</u>
Earnings (loss) per share — diluted	<u>\$ (0.07)</u>	<u>\$ (0.09)</u>	<u>\$ 0.07</u>	<u>\$ 0.08</u>

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

	<u>April 1, 2011</u>	<u>October 1, 2010</u>
Cash and cash equivalents	\$ 31,545	\$ 34,449
Available for sale securities	9,543	4,997
Trade accounts receivable, net	15,249	18,311
Prepaid expenses and other	<u>7,066</u>	<u>7,008</u>
Total current assets	63,403	64,765
Depreciable assets, net and other	<u>37,204</u>	<u>35,408</u>
Total assets	<u>\$100,607</u>	<u>\$100,173</u>
Accounts payable and accrued liabilities	\$ 16,092	\$ 16,484
Deferred revenues	<u>35,196</u>	<u>35,745</u>
Total current liabilities	51,288	52,229
Other	<u>13,463</u>	<u>13,172</u>
Total liabilities	<u>64,751</u>	<u>65,401</u>
Stockholders' equity	<u>35,856</u>	<u>34,772</u>
Total liabilities and stockholders' equity	<u>\$100,607</u>	<u>\$100,173</u>