
**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 8, 2012

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
(IRS Employer
Identification Number)

1805 Library Street
Reston, Virginia 20190
(Address of principal executive offices)

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

Not Applicable
(Former name, former address and former fiscal year, 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:

- 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 8.01. Other Events

On May 8, 2012, Learning Tree International, Inc. (the “Company”) announced that its Board of Directors amended the Company’s share repurchase program to authorize the repurchase of up to \$35,000,000 in the aggregate of the Company’s common stock, par value \$0.0001 per share (“Common Stock”). The increase of \$4,500,000 authorized for repurchase under the program equates to approximately 5.9% of the Company’s issued and outstanding shares of Common Stock based upon the \$5.60 closing price of the Common Stock on May 7, 2012. Following the amendment to the program, there was \$4,571,585 available for share repurchase under the program.

As of April 30, 2012, the Company had approximately 13,510,925 shares of Common Stock outstanding. Under the share repurchase program, the Company may acquire shares of its common stock in the open market or in any private transaction, from time-to-time and in accordance with applicable laws, rules and regulations.

The press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

99.1 Press release dated May 8, 2012.

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.

Date: May 8, 2012

LEARNING TREE INTERNATIONAL, INC.

By: _____ /s/ Dr. David C. Collins
Dr. David C. Collins
Chief Executive Officer

Learning Tree International, Inc.
1805 Library Street
Reston, VA 20190

Tuesday, May 8, 2012
FOR IMMEDIATE RELEASE

**LEARNING TREE INTERNATIONAL, INC. ANNOUNCES
ADDITIONAL SHARE REPURCHASE AUTHORIZATION**

RESTON, VIRGINIA – The Board of Directors of Learning Tree International, Inc. (NASDAQ-LTRE) (“Learning Tree”) today announced it has amended the Company’s share repurchase program to increase the authorized dollar amount for repurchase of the Company’s common stock, par value \$0.0001 per share, to a total of \$35,000,000. To date the Company has repurchased approximately \$30,428,415 worth of the Company common stock under the program. Following the amendment, the Company now has approximately \$4,571,585 available for repurchase under the share repurchase program, as amended.

Learning Tree International is a leading global provider of highly effective, hands-on training to information technology professionals and managers. 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 Web development; IT security; project management; operating systems; databases; networking; software development and leadership and business skills. 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 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.

Contact Information

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