
**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): January 31, 2013

Learning Tree International, Inc.

(Exact Name of Registrant as Specified in 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)

N/A
(Former name or former address, 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 (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))
-
-

Item 8.01. Other Events.

On January 31, 2013, the Special Committee of the Board of Directors of Learning Tree International, Inc. (the “Company”) received a letter from David C. Collins, Chairman and Chief Executive Officer of the Company, and his wife, Mary C. Collins, withdrawing their offer to purchase all of the outstanding shares of the Company (the “Letter”). A copy of the Letter is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Letter from David C. Collins and Mary C. Collins to Special Committee dated January 31, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 31, 2013

LEARNING TREE INTERNATIONAL, INC.

By: /s/ DAVID ASAI

David Asai

Interim Chief Financial Officer

*David and Mary Collins
3876 Learning Tree Lane
Delaplane, Virginia 20144*

January 31, 2013

Special Committee of the Board of Directors
Learning Tree International, Inc.
1831 Michael Faraday Drive
Reston, Virginia 20190

Dear Sirs:

As you know, on September 14, 2012 we submitted a letter and non-binding term sheet (the "September Proposal Letter") to the Board of Directors of Learning Tree International, Inc. (the "Company") expressing our interest in acquiring all of the outstanding equity of the Company not already owned by us for \$5.25 per share in cash. As stated in the September Proposal Letter, our goal was to negotiate a mutually satisfactory definitive agreement as soon as practicable in order to provide stockholders the opportunity to realize a premium for their shares by year-end, which we believed would best benefit Company stockholders. This did not occur.

Increasingly, over the past few weeks, we have had concerns that the proposal contained in the September Proposal Letter and the Special Committee's consideration of the proposal and strategic alternatives available to the Company have been causing distractions for the Company during a period in which there should be increased focus on the operations of the Company in light of the current business environment. Following consultation with our legal and financial advisors, and in light of, among other things, the extended passage of time since we initially made our proposal and our belief that this is a time to focus on the Company's operations, please be advised that we have decided to withdraw our proposal.

Please be advised that we have no current intention to purchase additional shares of the Company's common stock in the public market. Per your request, we agree that if our intention changes in this regard we will amend our Schedule 13D and provide the Company with five business days' notice before undertaking any such additional purchases of the Company's common stock.

Very truly yours,

/s/ David C. Collins

David C. Collins, Ph.D.

/s/ Mary C. Collins

Mary C. Collins