

SEC Form 3

**FORM 3**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <u>Gruneich Kevin</u> <hr/> (Last) (First) (Middle) 4890 ENCLAVE WAY <hr/> (Street) PARK CITY UT 84098 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/29/2018	3. Issuer Name and Ticker or Trading Symbol <u>LEARNING TREE INTERNATIONAL, INC.</u> [ <u>LTRE</u> ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below)      Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,495,332	I	By Legacy Trust <sup>(1)</sup>
Common Stock	142,815	I	By Revocable Trust <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Convertible Promissory Note	06/29/2018	06/29/2028	Common Stock	2,000,000	1	I	By Legacy Trust <sup>(1)</sup>

1. Name and Address of Reporting Person* <u>Gruneich Kevin</u> <hr/> (Last) (First) (Middle) 4890 ENCLAVE WAY <hr/> (Street) PARK CITY UT 84098 <hr/> (City) (State) (Zip)		
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(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>GRUNEICH DONNA</u>		
(Last)	(First)	(Middle)
4890 ENCLAVE WAY		
(Street)		
PARK CITY	UT	84098
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<u>KEVIN ROSS GRUNEICH</u>		
<u>LEGACY TRUST</u>		
(Last)	(First)	(Middle)
4890 ENCLAVE WAY		
(Street)		
PARK CITY	UT	84098
(City)	(State)	(Zip)

**Explanation of Responses:**

1. These securities are held by The Kevin Ross Gruneich Legacy Trust (the "Legacy Trust") for which the designated Reporting Person's spouse, Donna Gruneich, serves as trustee. Each of Kevin Gruneich and Donna Gruneich disclaims beneficial ownership of the securities held by the Legacy Trust except to the extent of his or her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.
2. These securities are held by The Kevin Ross Gruneich Revocable Trust (the "Revocable Trust") for which the designated Reporting Person's spouse serves as trustee. Each of Kevin Gruneich and Donna Gruneich disclaims beneficial ownership of the securities held by the Revocable Trust except to the extent of his or her pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purpose.

**Remarks:**

This report does not reflect securities held by a charitable foundation controlled by Kevin Gruneich as none of the Reporting Persons hold pecuniary interests in the securities held by the charitable foundation.

<u>/s/Kevin Gruneich</u>	<u>07/02/2018</u>
<u>/s/Donna Gruneich, as trustee of the Kevin Ross Gruneich Legacy Trust</u>	<u>07/02/2018</u>
<u>/s/Donna Gruneich</u>	<u>07/02/2018</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**