

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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> (Last) (First) (Middle) <u>4890 ENCLAVE WAY</u> (Street) <u>PARK CITY UT 84098</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LEARNING TREE INTERNATIONAL, INC. [LTRF]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/01/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Convertible Promissory Note	\$1	10/01/2018		J		1,000,000 ⁽¹⁾		10/01/2018	06/29/2028	Common Stock	1,000,000	\$0	3,000,000	I	By Legacy Trust ⁽²⁾

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

KEVIN ROSS GRUNEICH LEGACY TRUST

(Last) (First) (Middle)
4890 ENCLAVE WAY

(Street)
PARK CITY UT 84098

(City) (State) (Zip)

1. Name and Address of Reporting Person*

GRUNEICH DONNA

(Last) (First) (Middle)
4890 ENCLAVE WAY

(Street)
PARK CITY UT 84098

(City) (State) (Zip)

Explanation of Responses:

1. Reflects an increase in the number of shares into which the convertible promissory note may convert due to a \$1,000,000 draw by the Issuer under the associated line of credit agreement.
2. 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.

/s/Kevin Gruneich

10/03/2018

/s/Donna Gruneich, as trustee of the Kevin
Ross Gruneich Legacy Trust

10/03/2018

/s/Donna Gruneich

10/03/2018

** 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 4 (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.