
**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): February 10, 2015

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)

1831 Michael Faraday Drive
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))
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Item 2.02 Results of Operations and Financial Condition.

On February 10, 2015, Learning Tree International, Inc. (the “Company”) issued a press release setting forth its results of operations for its first quarter of fiscal year 2015, which ended January 2, 2015. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under Item 2.02 and Item 9.01 of this Current Report on Form 8-K, including the exhibit, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities under that Section, nor shall it be deemed incorporated by reference in any registration statement or other filings of the Company under the Securities Act of 1933, as amended, except as shall be set forth by specific reference in such filing.

Item 9.01 Other Events.

(d) Exhibits.

Exhibit 99.1 Press release dated February 10, 2015.

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: February 10, 2015

LEARNING TREE INTERNATIONAL, INC.

By: /s/ MAX SHEVITZ

Max Shevitz

President



Contact: Max Shevitz
President
Tel: 703/925-5590
Email: max_shevitz@learningtree.com

FOR IMMEDIATE RELEASE

LEARNING TREE INTERNATIONAL ANNOUNCES FIRST QUARTER FISCAL YEAR 2015 RESULTS

RESTON, Va., February 10, 2015 – Learning Tree International (NASDAQ: LTRE) announced today its revenues and results of operations for its first quarter of fiscal year 2015, which ended January 2, 2015.

In its first quarter of fiscal year 2015, Learning Tree reported revenues of \$27.2 million, loss from operations of \$1.2 million, and net loss of \$1.2 million, or (\$0.09) per share. These results compare with revenues of \$32.0 million, income from operations of \$0.9 million, and net income of \$0.7 million, or \$0.06 per share in its first quarter of fiscal year 2014.

See Table 1 below for full results.

Webcast

An investor conference call to discuss first quarter of fiscal year 2015 results is scheduled for 4:30 p.m. (ET) February 10, 2015. Interested parties may access the conference call via live webcast at: www.learningtree.com/investor. The webcast will also be available for replay at: www.learningtree.com/investor.

About Learning Tree International

Established in 1974, Learning Tree International is a global provider of hands-on IT and management training. 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, leadership, and management and business skills. Courses are offered at Learning Tree Education Centers and training locations around the world, on-site at client facilities, or via the Internet with Learning Tree AnyWare™, our web-based, remote-attendance platform. For more information about Learning Tree and its products and services, call 1-888-THE-TREE (1-888-843-8733), or visit the Learning Tree Web site at www.learningtree.com.

Cautionary Statement Regarding Forward Looking Statements

The statements contained herein that are not historical facts are forward-looking statements based on management's current expectations and beliefs concerning future developments and their potential effects on Learning Tree. Such statements involve inherent risks and uncertainties, many of which are difficult to predict and are generally beyond the control of Learning Tree. There can be no assurance that future developments affecting Learning Tree will be the same as those anticipated. Learning Tree cautions readers that a number of important factors could cause actual results to differ materially from those expressed in, or implied or projected by, such forward-looking statements. Investors should not put undue reliance on these forward-looking statements, since they are based on key assumptions about future risks and uncertainties. Some of these risks and uncertainties that could affect Learning Tree and its business include, but are not limited to 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; intellectual property, including having to defend potential infringement claims; risks associated with cyber security; adverse weather conditions, strikes, acts of war or terrorism and other external events; and attracting and retaining qualified personnel. Learning Tree is not undertaking any obligation to update forward-looking statements contained herein to reflect future events, developments or changed circumstances.

In order to help the reader assess the factors and risks in Learning Tree's business that could cause actual results to differ materially from those expressed in the forward looking statements, Learning Tree discusses in its 2014 Annual Report on Form 10-K ("Form 10-K"), those risks in Item 1A, "Risk Factors". Please read the Form 10-K, including Item 1A, which is filed with the Securities and Exchange Commission ("SEC") and available at the SEC's Internet site (<http://www.sec.gov>).

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Release Summary: Learning Tree International announced today its revenues and results of operations for its first quarter of fiscal year 2015, which ended January 2, 2015.

LEARNING TREE INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(all amounts in thousands, except per share data)

	Three Months Ended	
	January 2, 2015 (unaudited)	January 3, 2014 (unaudited)
Revenues	\$ 27,228	\$ 32,022
Cost of revenues	15,290	17,348
Gross profit	<u>11,938</u>	<u>14,674</u>
Operating expenses:		
Course development	1,776	1,937
Sales and marketing	6,038	6,156
General and administrative	5,324	5,633
Total operating expenses	<u>13,138</u>	<u>13,726</u>
(Loss) income from operations	(1,200)	948
Other income (expense), net	210	(36)
(Loss) income before income taxes	(990)	912
Provision for income tax	161	183
Net (Loss) income	<u>\$ (1,151)</u>	<u>\$ 729</u>
(Loss) income per share--diluted	<u>\$ (0.09)</u>	<u>\$ 0.06</u>

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

	January 2, 2015	October 3, 2014
Cash and cash equivalents	\$ 29,232	\$ 31,078
Trade accounts receivable, net	12,496	16,223
Prepaid expenses and other	5,963	5,543
Total current assets	47,691	52,844
Depreciable assets, net and other	12,724	13,356
Total assets	<u>\$ 60,415</u>	<u>\$ 66,200</u>
Accounts payable and accrued liabilities	\$ 15,251	\$ 16,557
Deferred revenues	24,407	26,799
Total current liabilities	39,658	43,356
Other	6,609	7,047
Total liabilities	<u>46,267</u>	<u>50,403</u>
Stockholders' equity	14,148	15,797
Total liabilities and stockholders' equity	<u>\$ 60,415</u>	<u>\$ 66,200</u>