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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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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 14, 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 May 14, 2015, Learning Tree International, Inc. (the “Company”) issued a press release setting forth its results of operations for its second quarter of fiscal year 2015, which ended April 3, 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 May 14, 2015.

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**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: May 14, 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 SECOND QUARTER FISCAL YEAR 2015 RESULTS

RESTON, VA., May 14, 2015 – Learning Tree International (NASDAQ: LTRE) announced today its revenues and results of operations for its second quarter of fiscal year 2015, which ended April 3, 2015.

In its second quarter of fiscal year 2015, Learning Tree reported revenues from continuing operations of \$22.2 million, loss from continuing operations of \$4.9 million, loss from discontinued operations of \$3.0 million, and net loss of \$7.9 million, or (\$0.60) per share. These results compare with revenues from continuing operations of \$23.2 million, loss from continuing operations of \$3.9 million, loss from discontinued operations of \$0.7 million, and net loss of \$4.6 million, or (\$0.35) per share in its second quarter of fiscal year 2014.

On March 3, 2015, the Company completed the sale of its subsidiary in France, Learning Tree International S.A. to Educinvest SPRL. The sale of Learning Tree France resulted in a loss of \$2.5 million. This loss plus the results of operations for Learning Tree France for the three and six month periods ended April 3, 2015 and March 28, 2014, respectively have been reclassified to the Loss from discontinued operations line on the Condensed Consolidated Statements of Operations presented herein. In addition, historical Condensed Consolidated Balance Sheet amounts for Learning Tree France have also been reclassified as discontinued operations. (See Tables below for full results.)

#### Conference Call and Webcast

Learning Tree will host an investor conference call to discuss second quarter of fiscal year 2015 results at 4:30 p.m. ET, May 14, 2015. To participate, call (888) 339-2688 or +1 (617) 847-3007 (International Callers) and enter pass code: 630 487 41 at least five minutes before 4:30pm (ET) / 1:30pm (PT) on Thursday, May 14, 2015; or, go to Learning Tree's Investor website at [www.learningtree.com/investor](http://www.learningtree.com/investor) to gain access and listen to the live webcast. A webcast replay of the investor conference call is available for 90 days via the Internet through the Investor Relations section of Learning Tree's website at [www.learningtree.com/investor](http://www.learningtree.com/investor).

#### About Learning Tree International

Established in 1974, Learning Tree International is a leading worldwide vendor-independent provider to business and government organizations for the training and education of their information technology ("IT") professionals and managers. In addition to training, we support our customers by providing a suite of skills enhancement services which help business and government organizations assess the skill level of their IT staff & new hires, determine skill gaps, and define learning paths to enhance the competences of their IT workforce. 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](http://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.

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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") and Quarterly Report on Form 10-Q for the quarterly period ended April 3, 2015 ("Form 10-Q"), those risks in Item 1A, "Risk Factors". Please read the Form 10-K and the Form 10-Q, including the Risk Factors included therein, which are 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 second quarter of fiscal year 2015, which ended April 3, 2015.

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

	Three Months Ended		Six Months Ended	
	April 3, 2015 <u>(unaudited)</u>	March 28, 2014 <u>(unaudited)</u>	April 3, 2015 <u>(unaudited)</u>	March 28, 2014 <u>(unaudited)</u>
Revenues	\$ 22,152	\$ 23,184	\$ 46,552	\$ 51,295
Cost of revenues	13,962	14,488	27,688	30,123
Gross profit	<u>8,190</u>	<u>8,696</u>	<u>18,864</u>	<u>21,172</u>
<b>Operating expenses:</b>				
Course development	2,111	1,734	3,820	3,585
Sales and marketing	6,080	5,475	11,612	10,838
General and administrative	4,991	5,067	9,855	10,176
Total operating expenses	<u>13,182</u>	<u>12,276</u>	<u>25,287</u>	<u>24,599</u>
Loss from operations	(4,992)	(3,580)	(6,423)	(3,427)
Other income (expense), net	166	(56)	387	(92)
Loss from continuing operations before income taxes	(4,826)	(3,636)	(6,036)	(3,519)
Provision for income tax	52	274	210	394
Loss from continuing operations	<u>(4,878)</u>	<u>(3,910)</u>	<u>(6,246)</u>	<u>(3,913)</u>
(Loss) income from discontinued operations, net of tax	(482)	(693)	(264)	39
Loss on disposal of discontinued segment	<u>(2,501)</u>	<u>-</u>	<u>(2,501)</u>	<u>-</u>
(Loss) income from discontinued operations	<u>(2,983)</u>	<u>(693)</u>	<u>(2,765)</u>	<u>39</u>
Net loss	<u>\$ (7,861)</u>	<u>\$ (4,603)</u>	<u>\$ (9,011)</u>	<u>\$ (3,874)</u>
<b>Earnings (loss) per share basic and diluted:</b>				
Continuing operations	\$ (0.37)	\$ (0.29)	\$ (0.47)	\$ (0.30)
Discontinued operations	(0.23)	(0.06)	(0.21)	0.01
Basic and diluted loss per share	<u>\$ (0.60)</u>	<u>\$ (0.35)</u>	<u>\$ (0.68)</u>	<u>\$ (0.29)</u>

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

	April 3, 2015 <u>(unaudited)</u>	October 3, 2014 <u></u>
Cash and cash equivalents	\$ 22,330	\$ 29,881
Trade accounts receivable, net	9,197	13,523
Prepaid expenses and other	5,421	4,968
Current assets of continuing operations	36,948	48,372
Current assets of discontinued operations	-	4,472
Total current assets	36,948	52,844
Depreciable assets, net and other	11,626	12,718
Depreciable assets, net and other of discontinued operations	-	638
Total assets	<u>\$ 48,574</u>	<u>\$ 66,200</u>
Accounts payable and accrued liabilities	\$ 12,687	\$ 14,191
Deferred revenues	23,495	26,572
Current liabilities of continuing operations	36,182	40,763
Current liabilities of discontinued operations	-	2,593
Total current liabilities	36,182	43,356
Other long term liabilities of continuing operations	5,913	6,800
Other long term liabilities of discontinued operations	-	247
Total liabilities	<u>42,095</u>	<u>50,403</u>
Stockholders' equity	6,479	15,797
Total liabilities and stockholders' equity	<u>\$ 48,574</u>	<u>\$ 66,200</u>