

CAREER EDUCATION CORP
Form 8-K
March 18, 2011

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) March 17, 2011

Career Education Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

0-23245
(Commission

File Number)

36-3932190
(IRS Employer

Identification No.)

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231 North Martingale Road

Schaumburg, IL
(Address of Principal Executive Offices)

Registrant's telephone number, including area code (847) 781-3600

60173
(Zip Code)

Not Applicable

(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers, Compensatory Arrangements of Certain Officers.

(b) On March 17, 2011, Edward A. Snyder, one of the directors of Career Education Corporation (the Company), notified the Company's Board of Directors of his intention not to stand for re-election at the Company's Annual Meeting of Stockholders scheduled for May 19, 2011. Mr. Snyder also serves as a member of the Board's Audit and Compliance Committees. Mr. Snyder advised the Company that his decision was not based on any disagreement with the Company, its management or its other directors. The Board intends to reduce its size to eight members effective as of the 2011 Annual Meeting.

A copy of the press release on this topic is attached hereto as Exhibit 99.1 and the information contained therein is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number

Description of Exhibit

| | |
|------|--|
| 99.1 | Press release of Registrant, dated March 17, 2011, announcing that Edward A. Snyder will not stand for re-election at the Company's Annual Meeting of Stockholders scheduled for May 19, 2011. |
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SIGNATURES

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

CAREER EDUCATION CORPORATION

/s/ Jeffrey D. Ayers

Jeffrey D. Ayers

Senior Vice President, General Counsel and Corporate

Secretary

Dated: March 17, 2011