

CAREER EDUCATION CORP  
Form 8-K  
November 14, 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) November 11, 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.)

Edgar Filing: CAREER EDUCATION CORP - Form 8-K

**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 8.01. Other Events.**

On November 14, 2011, Career Education Corporation (the Company) issued a press release to announce that on November 11, 2011, the Company's Board of Directors authorized an additional \$100 million to repurchase outstanding shares of its common stock under the Company's stock repurchase program. This is in addition to the \$153.3 million still available under the previously authorized stock repurchase program. Stock repurchases under this program may be made on the open market or in privately negotiated transactions from time to time, depending on factors including market conditions and corporate and regulatory requirements. The stock repurchase program does not have an expiration date and may be suspended or discontinued at any time.

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

The information in Item 8.01 of this Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(a) None.

(b) None.

(c) None.

(d) Exhibits.

**Exhibit**

| <b>Number</b> | <b>Description of Exhibits</b>                    |
|---------------|---|
| 99.1          | Press release of Company dated November 14, 2011. |

**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*

**Senior Vice President, General Counsel,  
Corporate Secretary and Chief Compliance  
Officer**

Dated: November 14, 2011

**Exhibit Index**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibits</b>                    |
|---------------------------|---|
| 99.1                      | Press release of Company dated November 14, 2011. |