

CORINTHIAN COLLEGES INC  
Form S-8  
February 13, 2006

As filed with the Securities and Exchange Commission on February 13, 2006

Registration No.

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**Corinthian Colleges, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**33-0717312**  
(I.R.S. Employer  
Identification No.)

**6 Hutton Centre Drive, Suite 400**  
**Santa Ana, California 92707**

(Address, Including Zip Code, of Principal Executive Offices)

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Corinthian Colleges, Inc.

2003 Performance Award Plan

(Full Title of the Plan)

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Stan A. Mortensen

Senior Vice President, General Counsel and Corporate Secretary

Corinthian Colleges, Inc.

6 Hutton Centre Drive, Suite 400

Santa Ana, California 92707

(714) 427-3000

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

*COPY TO:*

David A. Krinsky, Esq.

O Melveny & Myers LLP

610 Newport Center Drive, Suite 1700

Newport Beach, California 92660

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CALCULATION OF REGISTRATION FEE

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	Amount	Proposed Maximum	Proposed Maximum	
	To Be	Offering Price	Aggregate	Amount Of
Title Of Securities To Be Registered	Registered	Per Unit	Offering Price	Registration Fee
Common Stock, \$0.0001 par value per share	5,900,000 shares <sup>(1)</sup>	\$ 12.83 <sup>(2)</sup>	\$ 75,697,000 <sup>(2)</sup>	\$ 8,132 <sup>(2)</sup>

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<sup>(1)</sup> This Registration Statement covers, in addition to the number of shares of Corinthian Colleges, Inc., a Delaware corporation (the Company or the Registrant), common stock, par value \$0.0001 per share (the Common Stock), stated above, options and other rights to purchase or

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acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act ), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Corinthian Colleges, Inc. 2003 Performance Award Plan (the Plan ) as a result of one or more adjustments under the Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

- (2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on February 8, 2006, as quoted on the Nasdaq National Market.

The Exhibit Index for this Registration Statement is at page 6.

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**EXPLANATORY NOTE**

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the Plan and consists of only those items required by General Instruction E to Form S-8.

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**PART I**

INFORMATION REQUIRED IN THE

SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

**PART II**

INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

**Item 3. Incorporation of Certain Documents by Reference**

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for its fiscal year ended June 30, 2005, filed with the Commission on September 13, 2005 (Commission File No. 000-25283);
- (b) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended September 30, 2005 and December 31, 2005, filed with the Commission on November 8, 2005 and February 9, 2006, respectively, (Commission File No. 000-25283);
- (c) The Company's Current Reports on Form 8-K, filed with the Commission on February 3, 2006, January 31, 2006, December 21, 2005, November 21, 2005, November 14, 2005, October 28, 2005, September 27, 2005, September 22, 2005, September 6, 2005, September 1, 2005, August 23, 2005, August 16, 2005, July 15, 2005, July 7, 2005 and June 10, 2005 (each, Commission File No. 000-25283); and
- (d) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on January 21, 1999 (Commission File No. 000-25283), and any other amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 5. Interests of Named Experts and Counsel**

The validity of the issuance of Common Stock registered hereby is passed on for the Company by Stan A. Mortensen. Mr. Mortensen is the Senior Vice President, General Counsel and Corporate Secretary of the Company and is compensated by the Company as an employee. Mr. Mortensen owns 1,497 shares of Common Stock and Company stock options to acquire up to an additional 259,667 shares of Common Stock, as well as Restricted Stock Units with respect to an additional 7,001 shares. Mr. Mortensen is eligible for additional award grants under the Plan.



**Item 8. Exhibits**

See the attached Exhibit Index at page 6, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Santa Ana, State of California, on February 13, 2006.

By: /s/ Jack D. Massimino

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Jack D. Massimino  
Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Jack D. Massimino and Stan A. Mortensen, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jack D. Massimino</u>	Chief Executive Officer and	February 13, 2006
Jack D. Massimino	Director  (Principal Executive Officer)	
<u>/s/ Kenneth S. Ord</u>	Executive Vice President and	February 13, 2006
Kenneth S. Ord	Chief Financial Officer  (Principal Financial Officer)	
<u>/s/ Robert C. Owen</u>	Senior Vice President and	February 13, 2006
Robert C. Owen	Chief Accounting Officer  (Principal Accounting Officer)	







**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.	Corinthian Colleges, Inc. 2003 Performance Award Plan. (Filed as Appendix A to the Company's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on October 14, 2005 (Commission File No. 000-25283) and incorporated herein by this reference.)
5.	Opinion of Company Counsel (opinion re legality).
23.1	Consent of Ernst & Young LLP (consent of independent registered public accounting firm).
23.2	Consent of Company Counsel (included in Exhibit 5).
24.	Power of Attorney (included in this Registration Statement under "Signatures").