

CAREER EDUCATION CORP  
Form 8-K  
May 10, 2012

**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): May 10, 2012

**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 N. Martingale Rd., Schaumburg, IL  
(Address of Principal Executive Offices)

60173  
(Zip Code)

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

**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 2.02. Results of Operations and Financial Condition.**

On May 10, 2012, Career Education Corporation (the Registrant ) issued a press release describing the Registrant s financial results for the quarter ended March 31, 2012.

A copy of the press release is being furnished as Exhibit 99.1, and the information contained therein is incorporated herein by reference. The information contained in Item 2.02 of this 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, and the information shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

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

(d) Exhibits.

**Exhibit  
Number**

**Description of Exhibits**

99.1 Press release of Registrant dated May 10, 2012, reporting the Registrant s financial results for the quarter ended March 31, 2012.

**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**

By: /s/ Michael J. Graham  
Michael J. Graham  
Executive Vice President and Chief Financial  
Officer

Dated: May 10, 2012

**Exhibit Index**

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**Description of Exhibits**

99.1 Press release of Registrant dated May 10, 2012, reporting the Registrant's financial results for the quarter ended March 31, 2012.