

CORINTHIAN COLLEGES INC
Form 8-K
November 20, 2012

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: **November 14, 2012**

CORINTHIAN COLLEGES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

0-25283
Commission file number

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

6 Hutton Centre Drive, Suite 400, Santa Ana, California
(Address of principal executive offices)

92707
(Zip Code)

(714) 427-3000

(Registrant's telephone number, including area code)

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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:

- 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 5.07. Submission of Matters to a Vote of Security Holders.

Corinthian Colleges, Inc. (the Company) held its Annual Meeting of Stockholders on November 14, 2012 and there were present in person or by proxy 68,693,070 shares, representing 80.10% of the total outstanding shares eligible to vote at the Annual Meeting. At the Annual Meeting, the Company's stockholders elected ten directors to the Company's Board of Directors, approved the amendment and restatement of the Company's Employee Stock Purchase Plan (the ESPP) (which, among other things, increased the number of shares of the Company's common stock available for issuance under the ESPP by 4,000,000 shares), ratified the appointment of Ernst & Young LLP as the Company's independent auditors for its fiscal year 2013, and approved, by a nonbinding advisory vote, the executive compensation paid by the Company to its named executive officers.

Item No. 1 : Election of ten directors to serve for one year terms on the Board of Directors

| Directors | For | Withheld | Broker Non-Votes |
|---------------------|------------|------------|------------------|
| Paul R. St. Pierre | 28,009,048 | 20,973,910 | 19,710,112 |
| Linda Arey Skladany | 30,498,085 | 18,484,873 | 19,710,112 |
| Robert Lee | 46,780,552 | 2,202,406 | 19,710,112 |
| Jack D. Massimino | 46,754,422 | 2,228,536 | 19,710,112 |
| Alice T. Kane | 46,196,741 | 2,786,217 | 19,710,112 |
| Terry O. Hartshorn | 46,788,902 | 2,194,056 | 19,710,112 |
| Timothy J. Sullivan | 46,324,480 | 2,658,478 | 19,710,112 |
| Sharon P. Robinson | 47,015,108 | 1,967,850 | 19,710,112 |
| Hank Adler | 46,784,621 | 2,198,337 | 19,710,112 |
| John M. Dionisio | 46,260,390 | 2,722,568 | 19,710,112 |

| | For | Against | Abstain | Broker Non-Votes |
|---|------------|-----------|-----------|------------------|
| <i>Item No. 2</i> : Approval of the amendment and restatement of the ESPP, which authorizes the issuance of additional shares under such plan and certain other amendments described in the proxy statement | 46,428,130 | 2,432,735 | 122,093 | 19,710,112 |
| <i>Item No. 3</i> : Ratification of the appointment by the Audit Committee of the Board of Directors of Ernst & Young LLP as the Company's independent auditors for its fiscal year ending June 30, 2013 | 66,769,513 | 1,625,956 | 297,601 | -0- |
| <i>Item No. 4</i> : Approval, by a nonbinding advisory vote, of executive compensation paid by the Company to its named executive officers | 41,687,476 | 5,585,596 | 1,709,886 | 19,710,112 |

SIGNATURES

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

CORINTHIAN COLLEGES, INC.

November 19, 2012

/s/ Robert C. Owen
Robert C. Owen
Executive Vice President and
Chief Financial Officer