

CAREER EDUCATION CORP  
Form 8-K  
September 01, 2009

**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): August 31, 2009**

**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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**2895 Greenspoint Parkway, Suite 600, Hoffman Estates, IL**  
(Address of Principal Executive Offices)

**60169**  
(Zip Code)

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

N/A

(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 3.02 Unregistered Sales of Equity Securities.**

On August 31, 2009, the Registrant issued 3,000,000 shares of its common stock, par value \$0.01 per share (the "Shares"), to Le Cordon Bleu International B.V. The shares were issued in partial consideration of the Registrant's purchase of the outright rights to the Le Cordon Bleu brand in the education services field for the U.S. and Canada.

The Registrant issued the Shares to one non-U.S. Person (as that term is defined in Regulation S promulgated under the Securities Act of 1933, as amended (the "Securities Act")) in an offshore transaction in which the Registrant relied on the registration exemption provided for in Regulation S of the Securities Act.

**Item 8.01 Other Events.**

On September 1, 2009, the Registrant issued a press release announcing that it has completed the previously announced purchase of the outright rights to the Le Cordon Bleu brand in the education services field for the U.S. and Canada. A copy of the press release 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 September 1, 2009, announcing that it has completed the previously announced purchase of the outright rights to the Le Cordon Bleu brand in the education services field for the U.S. and Canada.

**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/ Jeffrey D. Ayers  
Jeffrey D. Ayers  
Senior Vice President, General Counsel and  
Corporate Secretary

Dated: September 1, 2009

**Exhibit Index**

| <b>Exhibit Number</b> | <b>Description of Exhibit</b>  |
|-----------------------|--|
| 99.1                  | Press release of Registrant, dated September 1, 2009, announcing that it has completed the previously announced purchase of the outright rights to the Le Cordon Bleu brand in the education services field for the U.S. and Canada. |