

ITT EDUCATIONAL SERVICES INC
Form DEFA14A
March 19, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

ITT EDUCATIONAL SERVICES, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

*** Exercise Your Right to Vote ***

Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to be Held on May 8, 2012

ITT EDUCATIONAL SERVICES, INC.

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 9, 2012
Date: May 8, 2012 Time: 9:00 a.m., EDT
Location: Crystal City Marriott
1999 Jefferson Davis Highway
Arlington, VA 22202

ITT EDUCATIONAL SERVICES, INC.
13000 NORTH MERIDIAN STREET
CARMEL, IN 46032-1404

You are receiving this communication because
you hold shares in the above named company.

This is not a ballot. You cannot use this notice to
vote these shares. This communication presents
only an overview of the more complete proxy
materials that are available to you on the Internet.
You may view the proxy materials online at
www.proxyvote.com or easily request a paper
copy (see reverse side).

We encourage you to access and review all of the
important information contained in the proxy
materials before voting.

See the reverse side of this notice to obtain proxy
materials and voting instructions.

M42328-P20050

Before You Vote
How to Access the Proxy Materials
Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT FORM
10-K

How to View Online:

Have the information that is printed in the box marked by the arrow àXXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY

E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow àXXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 24, 2012 to facilitate timely delivery.

How to Vote

Please Choose One of the Following Voting Methods

M42329-P20050

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow àXXXX XXXX XXXX available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR the following proposals:

1. Election of Directors
Nominees:
 - 1a. Joanna T. Lau
 - 1b. Samuel L. Odle
 - 1c. John A. Yena
2. To ratify the appointment of PricewaterhouseCoopers LLP to serve as ITT Educational Services, Inc.'s independent registered public accounting firm for its fiscal year ending December 31, 2012.
3. Advisory vote to approve named executive officer compensation.

NOTE: If you are a record holder and would like to attend the Annual Meeting and vote in person, please bring this notice and a valid form of identification. If the shares are held in a brokerage account or by a bank or other holder of record and you would like to vote at the Annual Meeting, you must obtain a legal proxy from your broker, bank or other holder of record and present it, along with a valid form of identification, at the Annual Meeting.
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M42331-P20050