

CAREER EDUCATION CORP

Form 8-K/A

July 27, 2011

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

Washington, D.C. 20549

**FORM 8-K/A**

**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 19, 2011

**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 North Martingale Road**

**Schaumburg, IL**  
(Address of Principal Executive Offices)

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

**60173**  
(Zip Code)

(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 5.07 Submission of Matters to a Vote of Security Holders.**

On May 20, 2011, Career Education Corporation (the Company) filed a Current Report on Form 8-K reporting the voting results of its 2011 Annual Meeting of Stockholders held on May 19, 2011.

At that Annual Meeting, a majority of the Company's stockholders voted, on a nonbinding advisory basis and consistent with the Board of Directors' recommendation, for an annual frequency of holding a nonbinding stockholder advisory vote on the executive compensation paid by the Company to its named executive officers.

On July 26, 2011, the Company's Board of Directors determined that the Company will hold a nonbinding stockholder advisory vote on executive compensation on an annual basis until the next required vote on the frequency of such nonbinding stockholder advisory vote or until the Board of Directors otherwise determines that a different frequency for such vote is in the best interests of the Company's stockholders.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company 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, Chief  
Compliance Officer and Corporate Secretary

Dated: July 27, 2011