

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