

CAREER EDUCATION CORP
Form 8-K
May 17, 2006

**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) **May 16, 2006**

Career Education Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23245
(Commission
File Number)

36-3932190
(IRS Employer
Identification No.)

2895 Greenspoint Parkway, Suite 600, Hoffman Estates, IL
(Address of principal executive offices)

60195
(Zip Code)

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

(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 8.01 Other Events.

On May 16, 2006, Career Education Corporation (the Registrant) issued a press release to announce that its largest institutional stockholder, Ariel Capital Management, LLC, has informed the Registrant that they have voted their 12.9 million shares, representing approximately 13% of the Registrant's outstanding shares, in favor of the Registrant's proxy and its director nominees. A copy of the Registrant's press release is attached hereto as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

The information contained in this Form 8-K, including the exhibits, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and it shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
Number**

Description of Exhibits

| | |
|------|--|
| 99.1 | Press Release of Registrant dated May 16, 2006, reporting that the Registrant's largest institutional stockholder, Ariel Capital Management, LLC, has informed the Registrant that they have voted their 12.9 million shares in favor of the Registrant's proxy and its director nominees. |
|------|--|

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/ Janice L. Block
Janice L. Block
Senior Vice President, General Counsel, and
Corporate Secretary

Dated: May 17, 2006

Exhibit Index

**Exhibit
Number**

Description of Exhibits

| | |
|------|--|
| 99.1 | Press Release of Registrant dated May 16, 2006, reporting that the Registrant's largest institutional stockholder, Ariel Capital Management, LLC, has informed the Registrant that they have voted their 12.9 million shares in favor of the Registrant's proxy and its director nominees. |
|------|--|