CAREER EDUCATION CORP Form 8-K June 06, 2003

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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): June 6, 2003

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.)

60195 (Zip Code)

2895 Greenspoint Parkway, Suite 600, Hoffman Estates, IL

(Address of Principal Executive Offices)

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

Registrant's telephone number, including area code (647) 761-3000

Item 5. Other Events and Regulation FD Disclosure.

As previously announced, on March 26, 2003, Career Education Corporation (the "**Registrant**") signed an Agreement and Plan of Merger whereby the Registrant, upon satisfaction or waiver of various closing conditions, will acquire all of the outstanding shares of Whitman Education Group, Inc. ("**Whitman**") and cash out all of the outstanding vested and unvested options to purchase shares of Whitman common stock.

On June 6, 2003, Whitman issued a press release, a copy of which is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c)

Exhibits

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99.1

Press Release of Whitman Education Group, Inc. dated June 6, 2003

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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/ PATRICK K. PESCH

Patrick K. Pesch

Executive Vice President, Chief Financial Officer,

Treasurer and Secretary

Dated: June 6, 2003

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Exhibit Index

Exhibit Number

Description of Exhibits

99.1 Press Release of Whitman Education Group, Inc. dated June 6, 2003.

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Item 5. Other Events and Regulation FD Disclosure.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

SIGNATURES

Exhibit Index