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Mr. Mooney will remain as President of the Company's EducacionAmericas division and continue to serve as the Chief Learning Officer of the Company. Mr. Mooney did not resign due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On February 1, 2006, the Board appointed Rich Marino to serve as the President and Chief Executive Officer of the Company. Previously, he served as the Company's Chief Operating Officer. Further information about Mr. Marino is contained in the Company's Annual Report on Form 10-KSB for the year ended June 30, 2005, which is incorporated herein by this reference. The material terms of his employment are a salary of \$240,000 per year, eligibility for an annual bonus, an annual stock option of 250,000 shares, and severance of six months if his employment is terminated by the Company without cause or upon his death or disability.

Also, on February 1, 2006, Douglas D. Cole, the Company's prior Chief Executive Officer, was appointed to serve as the Executive Vice President of the Company. He will also continue to serve on the Board of Directors of the Company and will act as Vice Chairman of the Board.

Item 7.01 Regulation FD Disclosure

On January 27, 2006, the Company issued a Press Release announcing it has signed a letter of engagement with William Blair & Company for its short and long term capital needs. The Press Release was also published to its website. The full text of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On February 1, 2006, the Company issued a press release announcing it will move its headquarters to its global learning center in Dallas, Texas and promote key company executives. The Press Release was also published to its website. The full text of the Press Release is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

The following exhibit is furnished with this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press Release dated January 27, 2006
99.2	Press Release dated February 1, 2006

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.

TRINITY LEARNING CORPORATION

Date: February 2, 2006

By: /s/ Rich Marino

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Name: Rich Marino
Title: Chief Executive Officer