BURKE JAMES J JR Form 3 June 22, 2005 FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OME

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person <u>*</u> STONINGTON PARTNERS INC II			2. Date of Event Requiring Statement (Month/Day/Year) 06/22/2005	3. Issuer Name and Ticker or Trading Symbol LINCOLN EDUCATIONAL SERVICES CORP [LINC			
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)	
767 FIFTH AVENUE							
	(Street)			(Check all applicable)			6. Individual or Joint/Group
NEW YORK, NY 10153			Director X10% Owner Officer Other (give title below) (specify below)		Filing(Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One		
						Reporting Person	
(City)	(State)	(Zip)	Table I - I	Non-Derivative Securities Beneficially Owned			
1.Title of Secur (Instr. 4)	ity		2. Amount of Beneficially (Instr. 4)		3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Na Owne (Instr	1
Common Sto	ock		18,165,50	0	Ι	See	footnote 1 below. (1)
Common Stock			3,132,100	1	Ι	See	footnote 2 below. $\frac{(2)}{2}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Date Exercisable and	3. Title and Amount of	4.	5.	6. Nature of Indirect
(Instr. 4)	Expiration Date	Securities Underlying	Conversion	Ownership	Beneficial Ownership
	(Month/Day/Year)	Derivative Security	or Exercise	Form of	(Instr. 5)
		(Instr. 4)	Price of	Derivative	

OMB 3235-0104 Number: January 31, 2005 Estimated average burden hours per response... 0.5

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Date	Expiration	Title	Amount or	Derivative	Security:
Exercisable	Date		Number of	Security	Direct (D)
			Shares		or Indirect
					(I)
					(Instr. 5)

r

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
STONINGTON PARTNERS INC II 767 FIFTH AVENUE NEW YORK, NY 10153	Â	ÂX	Â	Â		
MICHAS ALEXIS P 767 FIFTH AVENUE NEW YORK, NY 10153	ÂX	Â	Â	Â		
BURKE JAMES J JR 767 FIFTH AVENUE NEW YORK, NY 10153	ÂX	Â	Â	Â		
Signatures						
/s/ Frank A. Bartoletti, Vice President and CFO	06/22/2005					
**Signature of Reporting Person		Da	ate			
/s/ Alexis P. Michas	06/22/2005					
**Signature of Reporting Person	Date					
/s/ James J. Burke, Jr.	06/22/2005					
<u>**</u> Signature of Reporting Person		Da	ate			

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The reported securities are owned indirectly by Stonington Partners, Inc. II, through Back to School Acquisition, L.L.C., its controlled subsidiary and indirectly by Alexis P. Michas, as Managing Partner of Stonington Partners, Inc. II, and James J. Burke, Jr. as a partner of

- (1) Storington Partners, Inc., II. James J. Burke, Jr. and Alexis P. Michas disclaim beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.
- (2) The reported securities are owned indirectly by Stonington Partners, Inc. II, through a voting agreement with Hart Capital LLC, pursuant to which Stonington Partners, Inc. II, has the power to direct the voting of all reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.