

CAREER EDUCATION CORP
Form DEFA14A
May 15, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Career Education Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

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 control number.

[The following memorandum was sent to Career Education Corporation's (CEC) employees by Karen King, Vice President Investor Relations of CEC, on or about May 12, 2006.]

INTEROFFICE CORRESPONDENCE

Date: May 12, 2006
To: Fellow CEC Employee Stockholders
From: Karen King, Vice President Investor Relations
Subject: Mailing of Proxy Cards

As our 2006 CEC Annual Meeting of Stockholders approaches this Thursday, we have made additional arrangements for you to mail in your proxy cards, if you have not done so already. If your shares are held in a stock brokerage account or by a bank or other stockholder of record, you are considered the beneficial owner of shares held in street name, and you are encouraged to vote electronically (internet or telephone) according to the instructions on your voter instruction form.

Mailing arrangements for CEC Corporate Employee Stockholders

If you have not already mailed in your proxy card, we have arranged for special overnight shipments to our proxy firm. Simply return your proxy **IN A SEALED ENVELOPE** to Jan Wilson (ext. 2001) on the 5th floor. She sits directly across from Karen King in the southwest corner of the building.

Proxy cards must be turned in no later than 5 p.m. Tuesday evening for special shipping.

If you are an employee stockholder, but have still not received your WHITE proxy card or CEC's proxy statement, you can obtain copies of these materials through Jan Wilson.

Mailing arrangements for CEC School Employee Stockholders

If you have not already mailed in your voter instruction form, we have arranged for special overnight shipments to our proxy firm. Simply return your voter instruction form **IN A SEALED ENVELOPE** to your President's office. Your President's office will then mail your voter instruction form to ADP at the following address:

ADP Proxy Services
Attn: Damian Rodriguez
Edgewood, New York 11717

Voter instruction forms must be turned in no later than 5 p.m. Tuesday evening for special shipping.

If you are an employee stockholder, but have still not received your WHITE proxy card or CEC's proxy statement, you can obtain copies of these materials free of charge through our proxy solicitor, Georgeson Shareholder, by calling 1-888- 206-5970 (toll free).

Voting on the day of the Annual Meeting

If you have not mailed your WHITE proxy card by Tuesday, May 16, and would still like to vote your proxy card on the day of the Annual Meeting, you have two options. You can either fax your proxy card to Automatic Data Processing (ADP) at 631-254-7693, or you can bring your proxy card to the Annual Meeting in person. There will be a registration table at the Annual Meeting where remaining proxy cards will be collected.

CEC Voting

On behalf of CEC's Board of Directors, I ask that you please fill out and return the **WHITE PROXY CARD**. In doing so we ask that you please:

- Vote **FOR** all three of our Board's nominees to our Board of Directors;
- Vote **FOR** the proposal to declassify our Board of Directors;
- Vote **FOR** the proposal to permit our stockholders to call special meetings of stockholders; and
- Vote **FOR** the ratification of the appointment of Ernst & Young LLP as our independent auditors.

Should you have any questions regarding your proxy, please do not hesitate to contact our proxy solicitor, Georgeson Shareholder, at 1-888-206-5970 (toll free). I also encourage you to read additional background on CEC's proxy vote at www.careered.com, including CEC's definitive proxy statement on Schedule 14A filed with the SEC on April 17, 2006.