

CAREER EDUCATION CORP  
Form 8-K  
December 18, 2009

**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) December 17, 2009

**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.)

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2895 Greenspoint Parkway, Suite 600

Hoffman Estates, IL  
(Address of Principal Executive Offices)

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

60169  
(Zip Code)

Not Applicable

(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 December 17, 2009, American InterContinental University, a member of the Career Education Corporation network of universities, colleges and schools, issued a statement in response to the December 17, 2009 Alert Memorandum issued by the U.S. Department of Education Office of Inspector General concerning the Higher Learning Commission of the North Central Association of Colleges and Schools.

A copy of the statement is attached hereto as Exhibit 99.1, and the information contained therein is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a) None.

(b) None.

(c) None.

(d)

**Exhibit**

| <b>Number</b> | <b>Description of Exhibit</b>  |
|---------------|--|
| 99.1          | Statement of American InterContinental University dated December 17, 2009. |

**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

/s/ JEFFREY D. AYERS

**Senior Vice President, General Counsel and**

**Corporate Secretary**

Dated: December 17, 2009