

CAREER EDUCATION CORP  
Form 8-K  
December 29, 2005

**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 22, 2005**

**Career Education Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-23245**  
(Commission  
File Number)

**36-3932190**  
(IRS Employer  
Identification No.)

**2895 Greenspoint Parkway, Suite 600, Hoffman Estates, IL**  
(Address of principal executive offices)

**60195**  
(Zip Code)

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

(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(d)

On December 22, 2005, Career Education Corporation (the "Company") announced that Leslie T. Thornton was appointed to the Company's board of directors. Ms. Thornton's appointment was effective on December 22, 2005, and she will serve in the class of directors whose terms expire at the Company's 2007 annual meeting of stockholders. The Company's board of directors has not yet determined on which of its committees Ms. Thornton will serve. Ms. Thornton is currently a partner with the law firm of Dickstein Shapiro Morin & Oshinsky LLP in Washington, D.C.

Attached hereto as Exhibit 99.1 is a copy of the press release dated December 22, 2005, which is incorporated herein by reference, announcing the appointment of Ms. Thornton to the Company's board of directors.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description of Exhibits</b>   |
|-----------------------|--|
| 99.1                  | Press Release of Career Education Corporation dated December 22, 2005, announcing the appointment of Leslie T. Thornton to its board of directors. |

**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**

Dated: December 29, 2005

By: /s/ Janice L. Block  
Janice L. Block  
Senior Vice President, General Counsel, and  
Corporate Secretary

Exhibit Index

**Exhibit  
Number**

**Description of Exhibits**

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