

CAREER EDUCATION CORP  
Form 8-K  
March 10, 2017

**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): March 6, 2017**

**Career Education Corporation**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**231 North Martingale Road**

**0-23245**  
**(Commission**

**File Number)**

**36-3932190**  
**(IRS Employer**

**Identification No.)**

**60173**

**Schaumburg, IL**  
**(Address of Principal Executive**  
**Offices)**

**(Zip Code)**

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

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On March 6, 2017, the Compensation Committee (the Committee ) of the Board of Directors of Career Education Corporation (the Company ) approved a revised performance unit agreement form under the Career Education Corporation 2016 Incentive Compensation Plan (the 2016 Plan ) to revise the peer group used for the relative total stockholder return ( TSR ) performance measure contained therein. The revised form is attached as Exhibit 10.1. The terms of each award are determined by the Committee in its sole discretion and will be set forth in an individual s award agreement on the attached form.

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

(d) Exhibits.

**Exhibit**

<b>Number</b>	<b>Description of Exhibits</b>
10.1	Form of Performance Unit Agreement under the Career Education Corporation 2016 Incentive Compensation Plan

**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

By: /s/ Jeffrey D. Ayers  
Jeffrey D. Ayers  
Senior Vice President, General Counsel  
and Corporate Secretary  
Date: March 10, 2017

**Exhibit Index**

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