

DEVRY INC
Form DEFA14A
August 08, 2013

**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)**

August 8, 2013

**DEVRY INC.
(Exact name of registrant as specified in its charter)**

**Delaware 1-13988 36-3150143
(State of incorporation) (Commission File Number) (IRS Employer Identification No.)**

3005 Highland Parkway

**Downers Grove, Illinois 60515
(Address of principal executive offices) (Zip Code)
(630) 515-7700
(Registrant's telephone number, including area code)**

**N/A
(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 2.02 Results of Operations and Financial Condition

On August 8, 2013, DeVry Inc. issued a press release announcing its fiscal 2013 fourth quarter and year-end operating results and May and July 2013 enrollment results at DeVry University and Chamberlain College of Nursing and graduate coursetakers at DeVry University/Keller Graduate School of Management. Also announced were May enrollment results for DeVry Medical International and the Carrington Colleges Group enrollment results for the period ended June 30, 2013. The full text of that press release is included in Exhibit 99.1 in this Form 8-K.

Item 8.01 Other Events.

As previously announced, DeVry Inc. (“DeVry”) will hold a conference call to discuss its fiscal 2013 Year-End financial results on August 8, 2013, at 4:00 p.m. CDT (5:00 p.m. EDT). During the conference call, Daniel Hamburger, president and chief executive officer of DeVry, plans to announce that DeVry will propose to change its name to “DeVry Education Group Inc.” The proposed name change will require stockholder approval at DeVry’s 2013 annual meeting, which will be held on November 6, 2013. DeVry’s stockholders will receive information on this proposal in the proxy statement to be mailed to stockholders in connection with the 2013 annual meeting.

Important Additional Information to Be Filed with the Securities and Exchange Commission

DeVry Inc. plans to file with the Securities and Exchange Commission a definitive proxy statement with a proxy card for the approval of an amendment to DeVry’s Restated Certificate of Incorporation to change DeVry’s name from “DeVry Inc.” to “DeVry Education Group Inc.” DEVRY INC. STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT FILED WITH THE SECURITIES AND EXCHANGE COMMISSION CAREFULLY IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION.

DeVry Inc., its directors and named executive officers may be deemed to be participants in the solicitation of DeVry Inc.’s security holders in connection with its 2013 annual meeting of stockholders, which will be held on November 6, 2013. Security holders of DeVry Inc. may obtain information regarding the names, affiliations and interests of such individuals in DeVry Inc.’s Form 10-K for the fiscal year ending June 30, 2012 and filed with the Securities and Exchange Commission on August 28, 2012 and in DeVry Inc.’s definitive proxy statement that was filed with the Securities and Exchange Commission on October 5, 2012. Security holders of DeVry Inc. may also obtain additional information regarding the names, affiliations and interests of such participants by reading the definitive proxy statement in connection with DeVry Inc.’s 2013 annual meeting of stockholders when it becomes available.

Investors and security holders will be able to obtain without charge copies of the Proxy Statement (when available) filed with the Securities and Exchange Commission by DeVry Inc. through the website maintained by the Securities and Exchange Commission at <http://www.sec.gov>. Copies of the Proxy Statement (when available) filed with the Securities and Exchange Commission can also be obtained without charge by contacting Joan Bates, c/o DeVry Inc., 3005 Highland Parkway, Downers Grove, IL 60515, or you can contact us by phone at 630-353-3800, or email at jbates@devry.com.

Forward Looking Statements

Certain statements contained in this Form 8-K and related press release, including those that affect DeVry’s expectations or plans, may constitute forward-looking statements subject to the Safe Harbor Provision of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by phrases such as DeVry Inc. or its management “anticipates,” “believes,” “estimates,” “expects,” “forecasts,” “foresees,” “intends,” “plans,” “may,” “could,” “possibly,” “potential,” “should,” “would,” “could,” or “may” or other words or phrases of similar import.

Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause DeVry's actual results to differ materially from those projected or implied by these forward-looking statements. Additional information regarding factors that could cause results to differ can be found in DeVry's Annual Report on Form 10-K for the fiscal year ended June 30, 2012, and quarterly reports on Form 10-Q for the fiscal quarters ended September 30, 2012, December 31, 2012 and March 31, 2013.

These forward-looking statements are based on information as of August 8, 2013, and DeVry assumes no obligation to publicly update or revise its forward-looking statements even if experience or future changes make it clear that any projected results expressed or implied therein will not be realized.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated August 8, 2013

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.

DEVRY INC.

(Registrant)

Date: August 8, 2013 By: /s/ Patrick J. Unzicker

Patrick J. Unzicker

Vice President, Finance and Chief Accounting Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated August 8, 2013