

CORINTHIAN COLLEGES INC
Form 8-K
January 05, 2015

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): January 5, 2015

Corinthian Colleges, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-25283

33-0717312

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

6 Hutton Centre Drive, Suite 400, Santa Ana, California

92707

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(714)
427-3000

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:

- 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))
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Item 1.01. Entry into a Material Definitive Agreement.

As previously disclosed in a Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on November 20, 2014, Corinthian Colleges, Inc. (the “Company”) and various of the Company’s direct and indirect subsidiaries (together with the Company, the “Sellers”) entered into an Asset Purchase Agreement (the “Purchase Agreement”), dated November 19, 2014, with Zenith Education Group, Inc., a nonprofit Delaware corporation (“Purchaser”), whose sole member is ECMC Group, Inc., a nonprofit Delaware corporation (“ECMC”), and ECMC, as a guarantor of Purchaser’s obligations under the Purchase Agreement. As previously disclosed, the Purchase Agreement contains certain termination rights by the Sellers or Purchaser if the acquisition is not consummated by January 5, 2015 (the “Outside Date”).

On January 5, 2015, Purchaser and the Company executed an amendment to the Purchase Agreement in order to extend the Outside Date to February 5, 2015.

As previously disclosed, the Purchase Agreement provides for the option of Purchaser to consummate the acquisition by means of multiple closings to the extent applicable pre-closing educational consents have not been obtained for 10 or fewer of the schools to be acquired by Purchaser, provided that such remaining consents are obtained within 90 days after the initial closing. The parties currently expect to conduct an initial closing on January 12, 2015, which closing will include a substantial majority of the schools covered by the Purchase Agreement, subject to the satisfaction of conditions to closing, which satisfaction may be subject to some uncertainty. The parties anticipate conducting a second closing after the remaining pre-closing educational consents have been obtained for the remaining schools.

Safe Harbor

Certain statements in this Current Report on Form 8-K may be deemed to be forward-looking statements under the Private Securities Litigation Reform Act of 1995. The Company intends that all such statements be subject to the “safe-harbor” provisions of that Act. Such statements include, but are not limited to, those regarding the closing of the transactions contemplated by the Purchase Agreement. Many factors may cause the Company’s actual results to differ materially from those discussed in any such forward-looking statements or elsewhere, including: delays in or failure to satisfy required closing conditions in the Purchase Agreement, including the receipt of required regulatory approvals and other third party consents; failure to consummate or delay in consummating the transactions contemplated by the Purchase Agreement for other reasons, including the failure by the Company to obtain and maintain the necessary liquidity to operate its business until the closing of the transactions contemplated by the Purchase Agreement; the potential for further action by the U.S. Department of Education (“ED”) to limit the Company’s ability to receive regular disbursements under Title IV to fund its operations; the Company’s possible inability to comply with the terms of its

Operating Agreement with ED; the Company's effectiveness in its regulatory and accreditation compliance efforts; the outcome of ongoing reviews and inquiries by accrediting, state and federal agencies, including ED, various attorneys general, and the Consumer Financial Protection Bureau; the outcome of pending litigation against the Company, including the civil complaints filed by the Consumer Financial Protection Bureau and by certain state attorneys general; the uncertainty of counterparty decisions in the waiver of events of default in the Company's credit agreement; and the other risks and uncertainties described in the Company's filings with the U.S. Securities and Exchange Commission. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CORINTHIAN COLLEGES, INC.

Date: January 5, 2015

By: /s/ Stan A. Mortensen
Stan A. Mortensen
Executive Vice President and
General Counsel