

ITT EDUCATIONAL SERVICES INC  
Form 8-K  
June 11, 2012

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): June 8, 2012

ITT EDUCATIONAL SERVICES, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-13144 (Commission File Number)	36-2061311 (IRS Employer Identification No.)
--	--	--

13000 North Meridian Street  
Carmel, Indiana 46032-1404  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (317) 706-9200

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.

(b) On June 8, 2012, the Registrant received Lloyd G. Waterhouse's resignation as a member of the Registrant's Board of Directors due to the time commitment required in his new employment with McGraw-Hill Education. Mr. Waterhouse also served on the Registrant's Audit Committee.

As provided by the Registrant's Restated Certificate of Incorporation, the remaining members of the Registrant's Board of Directors (eight persons) may, by majority vote, fill the vacancy. The Nominating and Corporate Governance Committee of the Registrant's Board of Directors will make a determination at a later date regarding whether and when the vacancy will be filled.

SIGNATURE

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.

Date: June 11, 2012

ITT Educational Services, Inc.

By: /s/ Christine G. Long  
Name: Christine G. Long  
Title: Senior Vice President, General  
Counsel and Secretary