

ITT EDUCATIONAL SERVICES INC

Form 8-K

October 25, 2007

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): **October 25, 2007**

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
(Address of principal executive offices) (Zip Code)

46032-1404

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

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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.

The following information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The Press Release issued by the Registrant dated October 25, 2007 reporting the Registrant's results of operations and financial condition for the Registrant's fiscal quarter ended September 30, 2007, is incorporated herein by reference and furnished to the Securities and Exchange Commission with this report as Exhibit 99.1.

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

The following information is provided pursuant to Sub-item (b) of Item 5.02:

(b) On October 22, 2007, Rene R. Champagne, Chairman of the Registrant's Board of Directors, announced that he will retire from the Registrant's Board of Directors on January 31, 2008. Mr. Champagne, age 66, has served as Chairman of the Registrant's Board of Directors since October 1994 and as a director since October 1985. In connection with Mr. Champagne's retirement, the number of directors of the Registrant will be reduced to nine effective February 1, 2008.

On October 23, 2007, Kevin M. Modany was elected Chairman of the Registrant's Board of Directors by its Board of Directors, effective February 1, 2008. Mr. Modany is the Chief Executive Officer and President and a director of the Registrant. Mr. Modany will continue to serve as the Registrant's Chief Executive Officer and President and as a director.

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: October 25, 2007

ITT Educational Services, Inc.

By: /s/ Christine G. Long
Name: Christine G. Long
Title: Vice President, Assistant General

Counsel and Assistant Secretary

INDEX TO EXHIBITS

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|--|
| 99.1 | Text of Press Release issued by the Registrant dated October 25, 2007. |