



Exchange Act.

---

Item 2.02. Results of Operations and Financial Condition.

On May 9, 2018, Lincoln Educational Services Corporation. (the “Company”) issued a press release announcing financial results for the first quarter ended March 31, 2018. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated in this Item 2.02 by reference.

The information contained under this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. Furthermore, the information contained under this Item 2.02 in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the information under this Item 2.02 in this Current Report is not intended to, and does not, constitute a determination or admission by the Company that the information contained under this Item 2.02 in this Current Report is material or complete, or that investors should consider this information before making an investment decision with respect to any security of the Company.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 3, 2018, the Company held its 2018 Annual Meeting of Shareholders. At the Annual Meeting, the Company’s shareholders voted on the following proposals:

Proposal Number 1: To elect the following 7 individuals named in the Company’s proxy statement as directors of the Company for a one-year term which will expire at the 2019 Annual Meeting of Shareholders and until their successors are duly elected and qualified. Each nominee for director was elected by a vote of the shareholders as follows:

<u>Nominee</u>	Votes For	Votes Withheld	Broker Non-Votes
Alvin O. Austin	17,096,970	525,493	3,620,272
Peter S. Burgess	17,096,970	525,493	3,620,272
James J. Burke, Jr.	17,096,970	525,493	3,620,272
Celia H. Currin	17,087,097	535,366	3,620,272
Ronald E. Harbour	17,096,970	525,493	3,620,272
J. Barry Morrow	17,087,001	535,462	3,620,272
Scott M. Shaw	17,095,966	526,497	3,620,272

Proposal Number 2: To approve, on a non-binding advisory basis, the compensation of our named executive officers as disclosed in the proxy statement. The proposal was approved by a vote of the shareholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,464,839	154,024	3,600	3,620,272

Proposal Number 3: To ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2018. The proposal was approved by a vote of the shareholders as follows:

Votes For	Votes Against	Abstained	Broker Non-Votes
21,218,299	4,430	20,006	-0-



Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release of Lincoln Educational Services Corporation dated May 9, 2018.

---

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.

LINCOLN  
EDUCATIONAL  
SERVICES  
CORPORATION

Date: May 9, 2018

By: /s/ Alexandra M. Luster  
Name: Alexandra M. Luster  
Title: General Counsel

---