

STILWELL JOSEPH
Form SC 13D/A
February 18, 2009

CUSIP No. 496904103

SCHEDULE 13D

Page 1 of 24

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 8)

KINGSWAY FINANCIAL SERVICES INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

496904103

(CUSIP Number)

Mr. Joseph Stilwell

26 Broadway, 23rd Floor

New York, New York 10004

Telephone: (212) 269-5800

with a copy to:

Spencer L. Schneider, Esq.

70 Lafayette Street, 7th Floor

New York, New York 10013

Edgar Filing: STILWELL JOSEPH - Form SC 13D/A

Telephone: (212) 233-7400

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

February 18, 2009

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e),

240.13d-1(f) or 240.13d-1(g), check the following box. []

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
Stilwell Value Partners III, L.P.
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b)
 3. SEC Use Only
 4. Source of Funds (See Instructions) WC, OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:

6. Delaware
 - Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
 7. Sole Voting Power: 0
 8. Shared Voting Power: 4,975,000
 9. Sole Dispositive Power: 0
 10. Shared Dispositive Power: 4,975,000
 11. Aggregate Amount Beneficially Owned by Each Reporting Person: 4,975,000
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
 13. Percent of Class Represented by Amount in Row (11): 9.0%
 14. Type of Reporting Person (See Instructions)
PN
-

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
Stilwell Associates, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b)
3. SEC Use Only
4. Source of Funds (See Instructions) WC, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:

6. Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power: 0
8. Shared Voting Power: 4,975,000
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 4,975,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 4,975,000
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11): 9.0%
14. Type of Reporting Person (See Instructions)

PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
Stilwell Value LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b)
3. SEC Use Only
4. Source of Funds (See Instructions) n/a
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:

6. Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power: 0
8. Shared Voting Power: 4,975,000
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 4,975,000

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 4,975,000
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11): 9.0%
14. Type of Reporting Person (See Instructions)

OO

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Joseph Stilwell

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) PF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:

6.

United States

Number of
Shares

7. Sole Voting Power: 0

Beneficially

8. Shared Voting Power: 4,975,000

Owned by

9. Sole Dispositive Power: 0

Each

10. Shared Dispositive Power: 4,975,000

Reporting

Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 4,975,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11): 9.0%

14. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Spencer L. Schneider

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) n/a

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:

6.

United States

Number of
Shares

7. Sole Voting Power: 0

Beneficially

8. Shared Voting Power: 0

Owned by

9. Sole Dispositive Power: 0

Each

Reporting

10. Shared Dispositive Power: 0

Person With

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 0

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11): n/a

14. Type of Reporting Person (See Instructions)

IN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
InsRisk Equity Fund, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b)
3. SEC Use Only
4. Source of Funds (See Instructions) WC, OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:

6.

Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7. Sole Voting Power: 0
8. Shared Voting Power: 10,100
9. Sole Dispositive Power: 0
10. Shared Dispositive Power: 10,100

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 10,100
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11): 0.02%
14. Type of Reporting Person (See Instructions)

PN

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CUSIP No. 496904103

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

InsRisk Partners LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) X

(b)

3. SEC Use Only

4. Source of Funds (See Instructions) n/a

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:

6.

Delaware

Number of

Shares

Beneficially

Owned by

Each

Reporting

Person With

7. Sole Voting Power: 0

8. Shared Voting Power: 10,100

9. Sole Dispositive Power: 0

10. Shared Dispositive Power: 10,100

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 10,100

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o

13. Percent of Class Represented by Amount in Row (11): 0.02%

14. Type of Reporting Person (See Instructions)

OO

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
Larry G. Swets, Jr.
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) X
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
Citizenship or Place of Organization:
- 6.

United States

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Total Other Liabilities

31,810

96,606

128,752

TOTAL LIABILITIES

321,151

307,875

435,914

SHAREHOLDERS' EQUITY:

Common Stock, \$0.01 Par Value, 200,000,000 Shares Authorized; 70,885,000; 70,757,000 and 70,661,000 Shares Issued and Outstanding at March 31, 2007, June 30, 2006 and March 31, 2006, Respectively

711

708

708

Additional Paid-in Capital

133,999

	124,550
	121,870
Retained Earnings	
	498,589
	441,893
	430,082
Accumulated Other Comprehensive Loss	
)	(159)
)	(424)
)	(71)
Treasury Stock, at Cost (275,221; 97,770 and 106,264 Shares, Respectively)	
)	(7,130)
)	(2,120)
)	(2,304)
TOTAL SHAREHOLDERS' EQUITY	
	626,010
	564,607
	550,285
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	
\$	947,161
\$	872,482
\$	986,199

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**DEVRY INC.**

CONSOLIDATED STATEMENTS OF INCOME
(Dollars in Thousands Except Per Share Amounts)
(Unaudited)

	For the Quarter Ended March 31,		For the Nine Months Ended March 31,	
	2007	2006	2007	2006
REVENUES:				
Tuition	\$ 226,141	\$ 203,299	\$ 645,850	\$ 582,384
Other Educational	19,684	15,771	54,794	42,477
Interest	1,956	1,136	5,326	1,994
Total Revenues	247,781	220,206	705,970	626,855
COSTS AND EXPENSES:				
Cost of Educational Services	125,815	115,483	366,699	338,660
Separation Plan Severance	1,097	-	1,097	-
Gain on Sale of Assets	(957)	-	(20,812)	(451)
Student Services and Administrative Expense	90,283	80,999	269,319	238,776
Interest Expense	774	2,490	4,663	7,751
Total Costs and Expenses	217,012	198,972	620,966	584,736
Income Before Income Taxes	30,769	21,234	85,004	42,119
Income Tax Provision	7,845	5,552	24,763	10,877
NET INCOME	\$ 22,924	\$ 15,682	\$ 60,241	\$ 31,242
EARNINGS PER COMMON SHARE:				
Basic	\$ 0.32	\$ 0.22	\$ 0.85	\$ 0.44
Diluted	\$ 0.32	\$ 0.22	\$ 0.85	\$ 0.44
CASH DIVIDEND PAID PER COMMON SHARE				
	\$ -	\$ -	\$ 0.05	\$ -

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents**DEVRY INC.****CONSOLIDATED STATEMENTS OF CASH FLOWS**
(Unaudited)

For the Nine Months
Ended March 31,
2007 **2006**
(Dollars in Thousands)

CASH FLOWS FROM OPERATING ACTIVITIES:

Net Income	\$	60,241	\$	31,242
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:				
Stock-Based Compensation Charge		4,347		3,286
Depreciation		26,826		28,043
Amortization		6,568		8,104
Provision for Refunds and Uncollectible Accounts		39,184		39,570
Deferred Income Taxes		(2,734)		(4,025)
(Gain) on Disposals of Land, Buildings and Equipment		(20,575)		(390)
Changes in Assets and Liabilities, Net of Effects from Acquisitions of Businesses:				
Restricted Cash		(37,412)		(38,649)
Accounts Receivable		(88,120)		(90,802)
Inventories		4		66
Prepaid Expenses and Other		(2,276)		(2,881)
Accounts Payable		(5,392)		(460)
Accrued Salaries, Wages, Benefits and Expenses		12,469		(313)
Advance Tuition Payments		(4,250)		(6,126)
Deferred Tuition Revenue		135,295		128,713
NET CASH PROVIDED BY OPERATING ACTIVITIES		124,175		95,378
CASH FLOWS FROM INVESTING ACTIVITIES:				
Capital Expenditures		(27,539)		(16,283)
Net Proceeds from Sale of Land and Building		36,642		1,798
Payments for Purchases of Businesses, Net of Cash Acquired		—		(2,530)
NET CASH PROVIDED BY (USED IN) INVESTING ACTIVITIES		9,103		(17,015)
CASH FLOWS FROM FINANCING ACTIVITIES:				
Proceeds from Exercise of Stock Options		4,738		2,433
Proceeds from Stock Issued Under Employee Stock Purchase Plan		674		—
Repurchase of Common Stock for Treasury		(5,317)		—
Cash Dividends Paid		(3,545)		—
Excess Tax Benefit from Stock-Based Compensation		180		—
Borrowings from Revolving Credit Facility		40,000		—
Repayments Under Revolving Credit Facility		(50,000)		(80,000)
Repayments Under Senior Notes		(115,000)		—
NET CASH USED IN FINANCING ACTIVITIES		(128,270)		(77,567)
Effects of Exchange Rate Differences		230		(264)
NET INCREASE IN CASH AND CASH EQUIVALENTS		5,238		532
Cash and Cash Equivalents at Beginning of Period		130,583		161,823
Cash and Cash Equivalents at End of Period	\$	135,821	\$	162,355

**SUPPLEMENTAL DISCLOSURE OF CASH
FLOW INFORMATION:**

Cash Paid During the Period For:

Interest	\$	4,700	\$	6,951
Income Taxes, Net		17,912		14,861

The accompanying notes are an integral part of these consolidated financial statements.

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DEVRY INC.

Notes to Consolidated Financial Statements (Unaudited)

NOTE 1: INTERIM FINANCIAL STATEMENTS

The interim consolidated financial statements include the accounts of DeVry Inc. ("DeVry") and its wholly-owned subsidiaries. These financial statements are unaudited but, in the opinion of management, contain all adjustments, consisting only of normal, recurring adjustments, necessary to fairly present the financial condition and results of operations of DeVry. The June 30, 2006 data that is presented is derived from audited financial statements.

The interim consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto contained in DeVry's Annual Report on Form 10-K for the fiscal year ended June 30, 2006, and in conjunction with DeVry's quarterly reports on Form 10-Q for the quarters ended September 30, 2006 and December 31, 2006, each as filed with the Securities and Exchange Commission.

The results of operations for the three and nine months ended March 31, 2007, are not necessarily indicative of results to be expected for the entire fiscal year.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Postemployment Benefits

DeVry's employment agreements with its Chair of the Board of Directors and former Chief Executive Officer provide certain benefits upon a change in their respective responsibilities that require accrual over the expected future service period beginning with the second quarter of fiscal year 2003. DeVry recognized expense of approximately \$52,000 and \$295,000, related to these agreements for the three and nine months ended March 31, 2007, respectively, and zero and \$31,000 for the three and nine months ended March 31, 2006, respectively. The amounts provided are based on recording, over the period of active service that ended June 30, 2005, the amount that represents the present value of the obligation, discounted using a 5.9% rate as of March 31, 2007, and using the sinking fund accrual method.

Earnings per Common Share

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding during the period. Shares used in this computation were 70,955,000 and 70,604,000 for the three months ended March 31, 2007, and 2006, respectively, and 70,869,000 and 70,550,000 for the nine months ended March 31, 2007, and 2006, respectively. Diluted earnings per share is computed by dividing net income by the weighted average number of shares assuming dilution. Dilutive shares are computed using the Treasury Stock Method and reflect the additional shares that would be outstanding if dilutive stock options were exercised during the period. Shares used in this computation were 71,512,000 and 70,913,000 for the three months ended March 31, 2007, and 2006, respectively, and 71,279,000 and 70,739,000 for the nine months ended March 31, 2007, and 2006, respectively. Excluded from the computations of diluted earnings per share were options to purchase 894,000 and 948,000 shares of common stock for the three and nine months ended March 31, 2007, respectively, and 1,719,000 and 2,711,000 shares of common stock, for the three and nine months ended March 31, 2006, respectively. These outstanding options were excluded because the option exercise prices were greater than the average market price of the common shares during the period; thus, their effect would be anti-dilutive.

Treasury Stock

During the third quarter of fiscal 2007, the Company initiated a stock repurchase program (see “Note 4 - Dividends and Stock Repurchase Program”). Shares that are repurchased by the Company are recorded as Treasury Stock at cost and result in a reduction of Shareholders’ Equity.

From time to time, shares of its common stock are delivered back to DeVry under a swap arrangement resulting from employees’ exercise of incentive stock options pursuant to the terms of the DeVry Stock Incentive Plans (see “Note 3 - Stock-Based Compensation”). These shares are recorded as Treasury Stock at cost and result in a reduction of Shareholders’ Equity.

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Treasury shares are reissued on a monthly basis at market value, to the DeVry Employee Stock Purchase Plan in exchange for employee payroll deductions. When treasury shares are reissued, DeVry uses an average cost method to reduce the treasury stock balance. Gains on the difference between the average cost and the reissuance price are credited to Additional Paid-in Capital. Losses on the difference are charged to Additional Paid-in Capital to the extent that previous net gains from reissuance are included therein; otherwise such losses are charged to Retained Earnings.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

Comprehensive Income

The differences between changes in the fair values of cash flow hedging instruments and the amount of these instruments that was amortized to earnings is reported as a component of Comprehensive Income. For the nine months ended March 31, 2006, the amount recorded in Other Comprehensive Income was a gain of \$12,000. DeVry's only other item that meets the definition for adjustment of net income to arrive at Comprehensive Income is the change in cumulative translation adjustment. The amounts recorded in Other Comprehensive (Loss)/Income for the changes in translation rates were a loss of \$109,000 and a gain of \$2,000, for the quarters ended March 31, 2007 and 2006, respectively, and a gain of \$265,000 and a loss of \$349,000 for nine months ended March 31, 2007 and 2006, respectively.

The Accumulated Other Comprehensive Loss balance at March 31, 2007 and 2006, is composed entirely of cumulative translation losses of \$159,000 and \$71,000, respectively.

Reclassifications

The previously reported amounts in the Consolidated Balance Sheets for Additional Paid-in Capital have been reclassified to disclose the balance in Treasury Stock in order to conform to the current presentation format.

Recent Accounting Pronouncements

SFAS 154 — Accounting Changes and Error Corrections

In May 2005, the FASB issued Statement of Financial Accounting Standards No. 154, "Accounting Changes and Error Corrections," ("SFAS 154"). This statement replaces APB Opinion No. 20, "Accounting Changes," and FASB Statement No. 3, "Reporting Accounting Changes in Interim Financial Statements." SFAS 154 changes the requirements for the accounting for and reporting of a change in accounting principle. For DeVry, SFAS 154 was effective at the beginning of fiscal year 2007. The adoption of SFAS 154 did not have a material impact on DeVry's consolidated financial statements.

SFAS 157 — Fair Value Measurements

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, "Fair Value Measurements," ("SFAS 157"). SFAS 157 defines and establishes a framework for measuring fair value. In addition, SFAS 157 expands disclosures about fair value measurements. For DeVry, SFAS 157 is effective beginning in fiscal year 2009. DeVry does not expect that the adoption of SFAS 157 will have a material impact on its consolidated

financial statements.

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In July 2006, the FASB issued FASB Interpretation No. 48, “Accounting for Uncertainty in Income Taxes — an Interpretation of FASB Statement 109” (“FIN 48”), which clarifies the accounting for uncertainty in income taxes recognized in a company’s financial statements in accordance with SFAS No. 109, “Accounting for Income Taxes.” FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition. FIN 48 is effective for DeVry beginning in fiscal year 2008. DeVry is currently evaluating the impact of FIN 48.

NOTE 3: STOCK-BASED COMPENSATION

DeVry maintains six stock-based award plans: the Amended and Restated Stock Incentive Plan, established in 1988, the 1991 Stock Incentive Plan, the 1994 Stock Incentive Plan, the 1999 Stock Incentive Plan, the 2003 Stock Incentive Plan and the 2005 Incentive Plan. Under these plans, directors, key executives and managerial employees are eligible to receive incentive stock or nonqualified options to purchase shares of its common stock. The 2005 Incentive Plan also permits the award of stock appreciation rights, restricted stock, performance stock and other stock and cash based compensation. The 1999 and 2003 Stock Incentive Plans are administered by a Plan Committee of the Board of Directors subject to approval by the Compensation Committee of the Board of Directors. The 2005 Incentive Plan is administered by the Compensation Committee of the Board of Directors. Plan Committee members are granted automatic, nondiscretionary annual options. Options are granted for terms of up to 10 years and can vest immediately or over periods of up to five years. The requisite service period is equal to the vesting period. The option price under the plans is the fair market value of the shares on the date of the grant.

DeVry accounts for options granted to retirement eligible employees that vest upon an employee’s retirement under the non-substantive vesting period approach to these options. Under this approach, compensation cost is recognized at the grant date for options issued to retirement eligible employees where the options vest upon retirement.

At March 31, 2007, 7,143,566 authorized but unissued shares of common stock were reserved for issuance under DeVry’s stock incentive plans.

Effective July 1, 2005, DeVry adopted the provisions of SFAS 123(R) which establishes accounting for stock-based awards exchanged for employee services. Accordingly, stock-based compensation cost is measured at grant date, based on the fair value of the award, and is recognized as expense over the employee requisite service period.

The following is a summary of options activity for the nine months ended March 31, 2007:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life	Aggregate Intrinsic Value (\$000)
Outstanding at July 1, 2006	3,428,211	\$ 22.91		
Options Granted	721,150	\$ 22.71		
Options Exercised	(305,530)	\$ 17.62		
Options Canceled	(104,556)	\$ 25.99		
Outstanding at March 31, 2007	3,739,275	\$ 23.22	6.40	\$ 12,286
Exercisable at March 31, 2007	2,410,406	\$ 23.67	5.31	\$ 8,017

The total intrinsic value of options exercised for the nine months ended March 31, 2007 and 2006 was \$2,748,000 and \$1,690,000, respectively.

The fair value of DeVry's stock-based awards was estimated using a binomial model. This model uses historical cancellation and exercise experience of DeVry to determine the option value. It also takes into account the illiquid nature of employee options during the vesting period.

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The weighted average estimated grant date fair values, as defined by SFAS 123(R), for options granted at market price under DeVry's stock option plans during first nine months of fiscal years 2007 and 2006 were \$10.57 and \$10.13, per share, respectively. The fair values of DeVry's stock option awards were estimated assuming the following weighted average assumptions:

	Fiscal Year	
	2007	2006
Expected Life (in Years)	6.67	4.38
Expected Volatility	41.51%	41.30%
Risk-free Interest Rate	4.57%	3.80%
Dividend Yield	0.46%	-
Pre-vesting Forfeiture Rate	4.00%	4.00%

The expected life of the options granted is based on the weighted average exercise life with age and salary adjustment factors from historical exercise behavior.

DeVry's expected volatility is computed by combining and weighting the implied market volatility, its most recent volatility over the expected life of the option grant, and DeVry's long-term historical volatility.

If factors change and different assumptions are employed in the application of SFAS 123(R) in future periods, the stock-based compensation expense that DeVry records may differ significantly from what was recorded in the previous period.

The following table shows total stock-based compensation expense included in the Consolidated Statements of Income:

	For the Three Months Ended March 31,		For the Nine Months Ended March 31,	
	2007	2006	2007	2006
	(Dollars in thousands)			
Cost of Educational Services	\$ 395	\$ 335	\$ 1,391	\$ 1,051
Student Services and Administrative Expense	839	712	2,956	2,235
Income Tax Benefit	(240)	(274)	(947)	(848)
Net Stock-Based Compensation Expense	\$			