

ITT EDUCATIONAL SERVICES INC  
Form 8-K  
May 08, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): May 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.)
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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 5.07. Submission of Matters to a Vote of Security Holders.

ITT Educational Services, Inc.'s (the "Company") 2012 Annual Meeting of Shareholders was held on May 8, 2012 to:

- elect three directors;
- ratify the appointment of PricewaterhouseCoopers LLP ("PWC") by the Audit Committee of the Company's Board of Directors to serve as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2012; and
- hold an advisory vote on the compensation paid to the Company's named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, in the Proxy Statement for the Company's 2012 Annual Meeting of Shareholders.

Proposal 1: At the Company's 2012 Annual Meeting of Shareholders, the shareholders elected the following persons to serve as directors in the third class of the Company's Board of Directors, each to hold office for the term of three years and until his or her successor is elected and has qualified:

Third Class - Term expiring at 2015 Annual Meeting

1. Joanna T. Lau
2. Samuel L. Odle
3. John A. Yena

The final results of the vote taken at the Company's 2012 Annual Meeting of Shareholders for the director nominees were as follows:

	Votes For	Votes Against	Abstentions	Broker Non-Votes
Joanna T. Lau	21,239,043	105,415	2,778	2,077,365
Samuel L. Odle	16,667,329	4,675,618	4,289	2,077,365
John A. Yena	16,687,025	4,657,413	2,798	2,077,365

The directors who continued in office after the Company's 2012 Annual Meeting of Shareholders are as follows:

First Class - Term expiring at 2013 Annual Meeting

1. John F. Cozzi
2. Kevin M. Modany
3. Lloyd G. Waterhouse

Second Class - Term expiring at 2014 Annual Meeting

1. John E. Dean
2. James D. Fowler, Jr.
3. Vin Weber

Third Class - Term expiring at 2015 Annual Meeting

1. Joanna T. Lau
2. Samuel L. Odle
3. John A. Yena

Proposal 2: At the Company's 2012 Annual Meeting of Shareholders, the shareholders ratified the appointment of PWC to serve as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2012. The final results of the vote taken at that meeting ratifying the appointment of PWC were as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
23,286,923	111,038	26,640	0

Proposal 3: At the Company's 2012 Annual Meeting of Shareholders, the shareholders approved, on an advisory basis, the compensation paid to the Company's named executive officers as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
13,923,019	7,411,543	12,674	2,077,365

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: May 8, 2012

ITT Educational Services, Inc.

By: /s/ Clark D. Elwood  
Name: Clark D. Elwood  
Title: Executive Vice President, Chief  
Administrative and Legal Officer