

ITT EDUCATIONAL SERVICES INC  
Form S-8  
May 08, 2013

As filed with the Securities and Exchange Commission on May 8, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**ITT EDUCATIONAL SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**36-2061311**  
(I.R.S. Employer  
Identification No.)

**13000 North Meridian Street**

**Carmel, Indiana 46032-1404**

(Address of Principal Executive Offices) (Zip Code)

**ITT EDUCATIONAL SERVICES, INC.**

**AMENDED AND RESTATED 2006 EQUITY COMPENSATION PLAN**

(Full title of the plan)

**Clark D. Elwood**

**Executive Vice President, Chief Administrative and Legal Officer**

**ITT Educational Services, Inc.**

**13000 North Meridian Street**

**Carmel, Indiana 46032-1404**

(Name and address of agent for service)

**(317) 706-9200**

(Telephone number, including area code, of agent for service)

*Copy to:*

**Christine G. Long**

**Faegre Baker Daniels LLP**

**600 East 96<sup>th</sup> Street, Suite 600**

**Indianapolis, Indiana 46240**

**(317) 569-9600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  x

Accelerated Filer

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Non-accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)(2)</b>	<b>Proposed Maximum Offering Price Per Share(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee(3)</b>
Common Stock, par value \$0.01 per share	3,350,000	\$17.815	\$59,680,250.00	\$8,140.39

- (1) This Registration Statement registers 3,350,000 shares of Common Stock, not previously registered, under the ITT Educational Services, Inc. Amended and Restated 2006 Equity Compensation Plan (the Amended 2006 Plan ).
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also registers additional shares of Common Stock as may be offered or issued to prevent dilution resulting from stock splits, stock dividends, and similar transactions in accordance with the anti-dilution provisions of the Amended 2006 Plan.
- (3) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the New York Stock Exchange on May 2, 2013, which was \$17.815 per share.

**STATEMENT PURSUANT TO GENERAL INSTRUCTION E**

**OF FORM S-8 REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement relates to the registration of 3,350,000 additional shares of Common Stock, par value \$0.01 per share (the Common Stock), of ITT Educational Services, Inc. (the Registrant) reserved for issuance and delivery under the ITT Educational Services, Inc. Amended and Restated 2006 Equity Compensation Plan (the Amended 2006 Plan). The increase in the number of shares authorized to be issued under the Amended 2006 Plan was approved by the Registrant's shareholders on May 7, 2013. The Registrant has previously registered 4,000,000 shares of Common Stock reserved for issuance under the 2006 ITT Educational Services, Inc. Equity Compensation Plan pursuant to a Registration Statement on Form S-8 filed by the Registrant on May 9, 2006. Except to the extent that they are superseded by information contained herein, or in exhibits hereto, the contents of that Registration Statement (File No. 333-133915) are incorporated herein by reference pursuant to General Instruction E to Form S-8.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carmel, State of Indiana, on May 8, 2013.

**ITT Educational Services, Inc.**

By: /s/ Kevin M. Modany  
Kevin M. Modany,  
*Chairman and Chief Executive Officer*

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes Kevin M. Modany and Daniel M. Fitzpatrick, or either of them, each with full power of substitution, to execute in the name and on behalf of such person any amendment to this Registration Statement, including post-effective amendments, and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the Registrant deems appropriate, and appoints each of Kevin M. Modany and Daniel M. Fitzpatrick, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

Signature	Title	Date
/s/ Kevin M. Modany Kevin M. Modany	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	May 8, 2013
/s/ Daniel M. Fitzpatrick  Daniel M. Fitzpatrick	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	May 8, 2013
/s/ John F. Cozzi John F. Cozzi	Director	May 8, 2013
/s/ John E. Dean John E. Dean	Director	May 8, 2013
/s/ James D. Fowler, Jr. James D. Fowler, Jr.	Director	May 8, 2013
/s/ Joanna T. Lau Joanna T. Lau	Director	May 8, 2013
/s/ Thomas I. Morgan Thomas I. Morgan	Director	May 8, 2013

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/s/ Samuel L. Odle  
Samuel L. Odle

Director

May 8, 2013

/s/ Vin Weber  
Vin Weber

Director

May 8, 2013

/s/ John A. Yena  
John A. Yena

Director

May 8, 2013

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
4.1	Restated Certificate of Incorporation, as amended to date, of the Registrant (incorporated by reference from Exhibit 3.1 of the Quarterly Report on Form 10-Q filed by the Registrant on July 29, 2005).
4.2	Restated By-Laws, as amended to date, of the Registrant (incorporated by reference from Exhibit 3.2 of the Current Report on Form 8-K filed by the Registrant on July 22, 2011).
4.3	ITT Educational Services, Inc. Amended and Restated 2006 Equity Compensation Plan (incorporated by reference from Exhibit 10.1 of the Current Report on Form 8-K filed by the Registrant on May 7, 2013).
5	Opinion of Faegre Baker Daniels LLP.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Faegre Baker Daniels LLP (contained in the Opinion filed herewith as Exhibit 5).
24	Power of Attorney (included on the Signature Page of this Registration Statement).