

LINCOLN EDUCATIONAL SERVICES CORP  
Form S-8 POS  
April 30, 2013

Registration No. 333-138715

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

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POST-EFFECTIVE AMENDMENT NO. 1  
TO FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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LINCOLN EDUCATIONAL SERVICES CORPORATION  
(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction of incorporation or  
organization)

57-1150621  
(I.R.S. Employer Identification Number)

200 Executive Drive, Suite 340  
West Orange, New Jersey 07052

(Address of principal executive offices)

LINCOLN EDUCATIONAL SERVICES CORPORATION  
2006 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

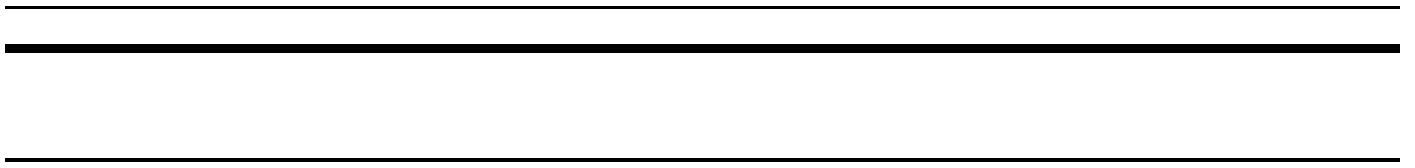
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Shaun E. McAlmont  
Chief Executive Officer  
Lincoln Educational Services Corporation  
200 Executive Drive, Suite 340  
West Orange, New Jersey 07052  
(973) 736-9340

(Name, address and telephone number of agent for service)

Copies to:  
John J. Cannon, Esq.  
Shearman & Sterling LLP  
599 Lexington Avenue

New York, New York 10022  
(212) 848-8159



EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration on Form S-8, Registration No. 333-138715 (the “2006 Registration Statement”), is being filed to deregister certain shares (the “Shares”) of Lincoln Educational Services Corporation (the “Company”) that were registered for issuance pursuant to Lincoln Educational Services Corporation 2006 Employee Stock Purchase Plan (the “Plan”). The 2006 Registration Statement registered 1,000,000 Shares issuable pursuant to the Plan to employees of the Company. The 2006 Registration Statement is hereby amended to deregister all Shares that were previously registered and remain unsold or otherwise unissued under the Plan.

SIGNATURES

Pursuant to the requirements of the U.S. Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Orange, State of New Jersey on April 30, 2013.

LINCOLN EDUCATIONAL SERVICES CORPORATION

By:	/s/	Cesar Ribeiro
Name:		Cesar Ribeiro
Title:		Executive Vice President, Chief Financial Officer and Treasurer