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TRINITY LEARNING CORP  
Form SB-2  
June 14, 2006

As filed with the Securities and Exchange Commission on June 14, 2006  
Registration Number 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM SB-2  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
(AMENDMENT NO. \_\_\_\_)

TRINITY LEARNING CORPORATION  
(Name of Small Business Issuer in its Charter)

Utah	8200	73-0981865
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(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

4101 International Parkway  
Carrollton, Texas 75007  
(972) 309-4000  
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(Address and telephone number of principal executive offices)

Dennis J. Cagan  
Chief Executive Officer  
Trinity Learning Corporation.  
4101 International Parkway  
Carrollton, Texas 75007  
(972) 309-4000  
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(Name, address and telephone number of agent for service)

Copies to:  
Darrin M. Ocasio, Esq.  
Sichenzia Ross Friedman Ference LLP  
1065 Avenue of the Americas, 21st Floor  
New York, New York 10018  
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Approximate date of commencement of proposed sale to the public: From time to  
time after the effective date of this Registration Statement.

If this form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. |

If this form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act, please check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. | \_\_\_\_\_

If this form is a post-effective amendment filed pursuant to Rule 462(d) under  
the Securities Act, check the following box and list the Securities Act  
registration number of the earlier effective registration statement for the same

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offering.  \_\_\_\_\_

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price
Common Stock, par value \$0.001(2)	14,838,959	0.10\$	1,483,896\$
Common Stock, par value \$0.001(3)	1,176,000	0.10\$	117,600\$
Common Stock, par value \$0.001(4)	3,985,041	0.21\$	836,858.61\$
Total	20,000,000		2,438,354.61\$