

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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 5, 2023

LINCOLN EDUCATIONAL SERVICES CORPORATION

(Exact Name of Registrant as Specified in Charter)

New Jersey

(State or Other Jurisdiction of Incorporation)

000-51371

(Commission File Number)

57-1150621

(IRS Employer Identification No.)

14 Sylvan Way, Suite A, Parsippany, NJ 07054

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (973) 736-9340

Not applicable

(Former name or former address, if changed since last report)

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock No Par Value	LINC	NASDAQ

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 5, 2023, Lincoln Educational Services Corporation (the “Company”) held its 2023 Annual Meeting of Shareholders (the “Annual Meeting”) virtually via live webcast. A total of 31,512,405 shares of common stock, no par value per share (the “Common Stock”), were issued and outstanding and entitled to vote as of March 16, 2023 the record date for the Annual Meeting. There were 27,638,077 shares of Common Stock represented in person or by proxy at the Annual Meeting constituting a quorum. Each of the proposals was approved by the requisite vote of the Company’s shareholders and, regarding the frequency of future “say-on-pay” votes, the shareholders approved holding such a vote annually as recommended by our Board of Directors. Set forth below are the proposals acted upon as further described in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 5, 2023 and the final voting results for each proposal:

Proposal Number 1: To elect the following 9 individuals named in the Company’s proxy statement as directors of the Company for a one-year term which will expire at the 2024 Annual Meeting of Shareholders and until their successors are duly elected and qualified. Each nominee for director was elected by a vote of the shareholders as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
John A. Bartholdson	19,725,504	2,116,817	5,795,756
James J. Burke, Jr.	18,843,514	2,998,807	5,795,756
Kevin M. Carney	21,664,401	177,920	5,795,756
J. Barry Morrow	21,728,464	113,857	5,795,756
Michael A. Plater	18,908,765	2,933,556	5,795,756
Felecia J. Pryor	18,920,802	2,921,519	5,795,756
Carlton E. Rose	21,664,709	177,612	5,795,756
Scott M. Shaw	21,827,260	15,061	5,795,756
Sylvia J. Young	20,858,248	984,073	5,795,756

Proposal Number 2: To approve, on a non-binding advisory basis, the compensation of our named executive officers as disclosed in the Company’s proxy statement. The proposal was approved by a vote of the shareholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
17,911,296	2,955,750	975,275	5,795,756

Proposal Number 3: To approve the frequency of future advisory votes on the Company’s compensation of named executive officers. The frequency of future advisory votes on the Company’s compensation of named executive officers every year was approved by a vote of the shareholders as follows:

Every Year	Every Two Years	Every Three Years	Abstentions	Broker Non-Votes
20,840,749	166,426	787,366	47,780	5,795,756

Proposal Number 4: To approve an amendment to the Lincoln Educational Services Corporation 2020 Long-Term Incentive Plan (the “LTIP”) to increase the number of shares available for grant under the LTIP. The proposal was approved by a vote of the shareholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
20,702,299	208,957	931,065	5,795,756

Proposal Number 5: To ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2023. The proposal was approved by a vote of the shareholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
27,508,946	118,686	10,445	not applicable

Item 7.01 Regulation FD Disclosure.

On May 5, 2023, the Company presented additional background information on the Company and on its strategic plan (the “Shareholder Presentation”) during its Annual Meeting of Shareholders. A copy of the Shareholder Presentation, which is available on the Company’s website at www.lincolntech.edu under the tab “Investor Relations,” is attached hereto as Exhibit 99.1, and is incorporated herein by reference. The information in this Item 7.01 and the attached exhibit shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly stated by specific reference in such filing

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- [99.1](#) Management Presentation at the 2023 Annual Meeting of Shareholders
 - 104 Cover Page Interactive Data File (embedded within the inline XBRL document).
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SIGNATURES

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.

LINCOLN EDUCATIONAL SERVICES CORPORATION

Date: May 8, 2023

By: /s/ Alexandra M. Luster
Name: Alexandra M. Luster
Title: SVP, General Counsel & Secretary

2023 Shareholders' Meeting



BRIDGING THE SKILLS GAP



LINCOLN TECH®

Year Ended December 31, 2022

Lincoln Graduates are Essential Workers



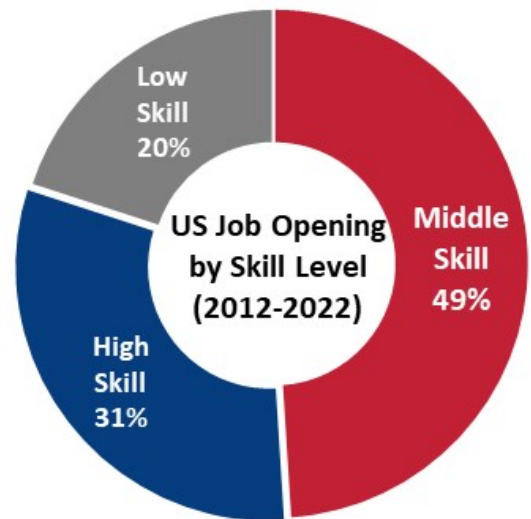
Approximately 90% of our students are pursuing careers that the U.S Department of Homeland Security considers Essential Critical Infrastructure Workers.

Demand for “Middle Skills Training”

Middle-skill jobs, which require education beyond high school but not a four-year degree, make up the largest part of America’s labor market.

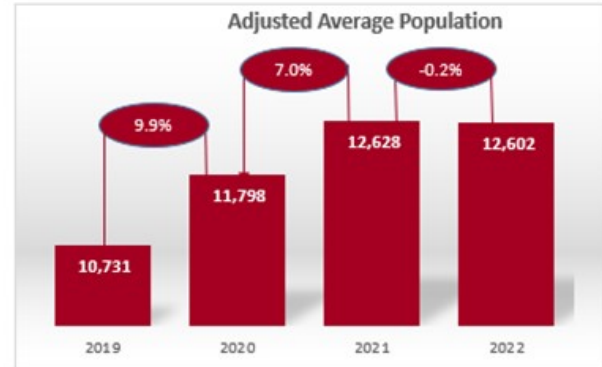
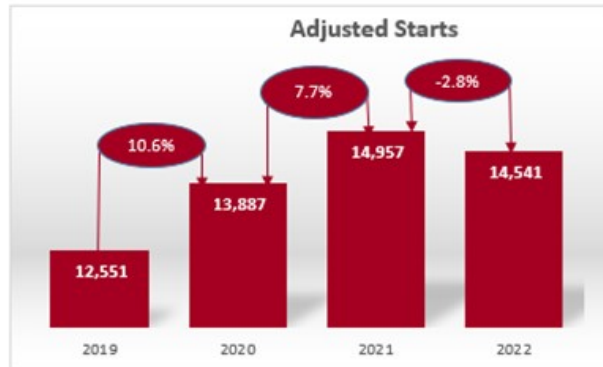
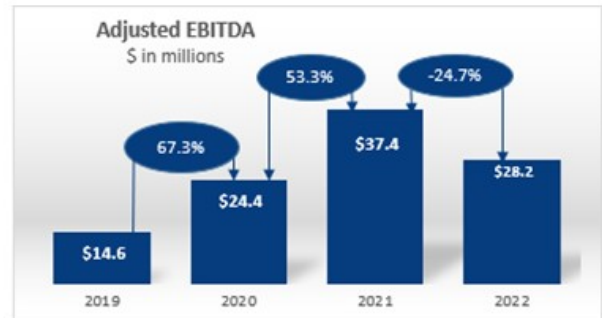
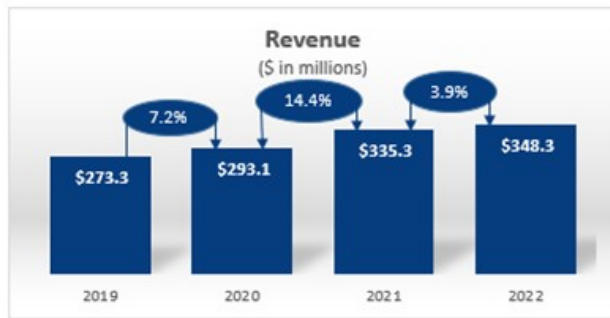
(Source: National Skills Coalition)

Lincoln connects employers with entry level trained professionals from the adult, high school and military sectors.



Source: NSC analysis of long-term occupational projections from state labor/employment agency.

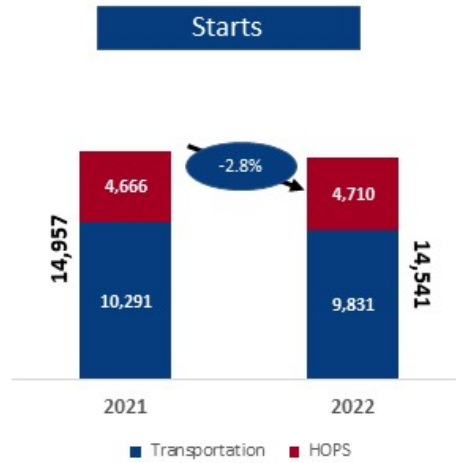
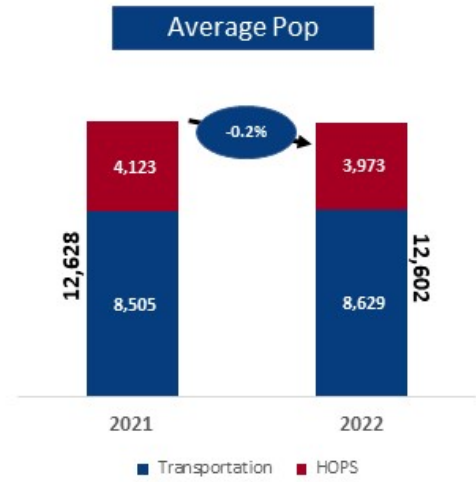
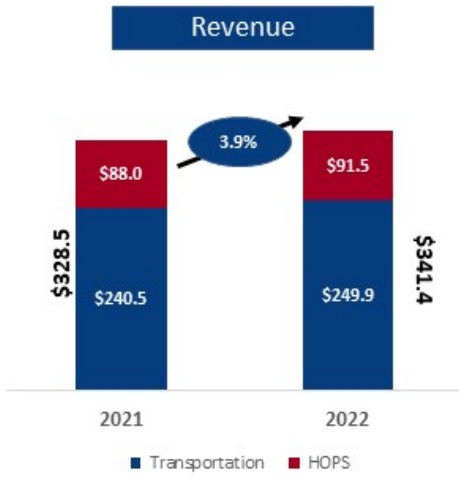
Financial Trends Total Year 2019 – 2022



Refer to appendix for adjusted EBITDA Reconciliation
 Revenue includes transitional segment
 Adjusted starts and average population exclude transitional segment

Revenue, Starts, & Average Population: Total Year

(\$ in millions)



Excludes Transitional Segment

Investment Opportunity



Skills Gap

Employers cannot find enough technically trained employees and with the infrastructure bill passed demand for skilled workers should be even greater



Leader

Lincoln is a leading, technical, hands-on educator and trainer serving high demand industries (transportation, skilled trades and healthcare) facing this Skills Gap



Growth

Proven ability to grow population and revenue in high and low unemployment markets



Profitability

Long term significant operating leverage with approximately **40%** of incremental revenue dropping to the bottom line



Balance Sheet

Strong balance sheet with resources to expand programs and campuses to accelerate growth



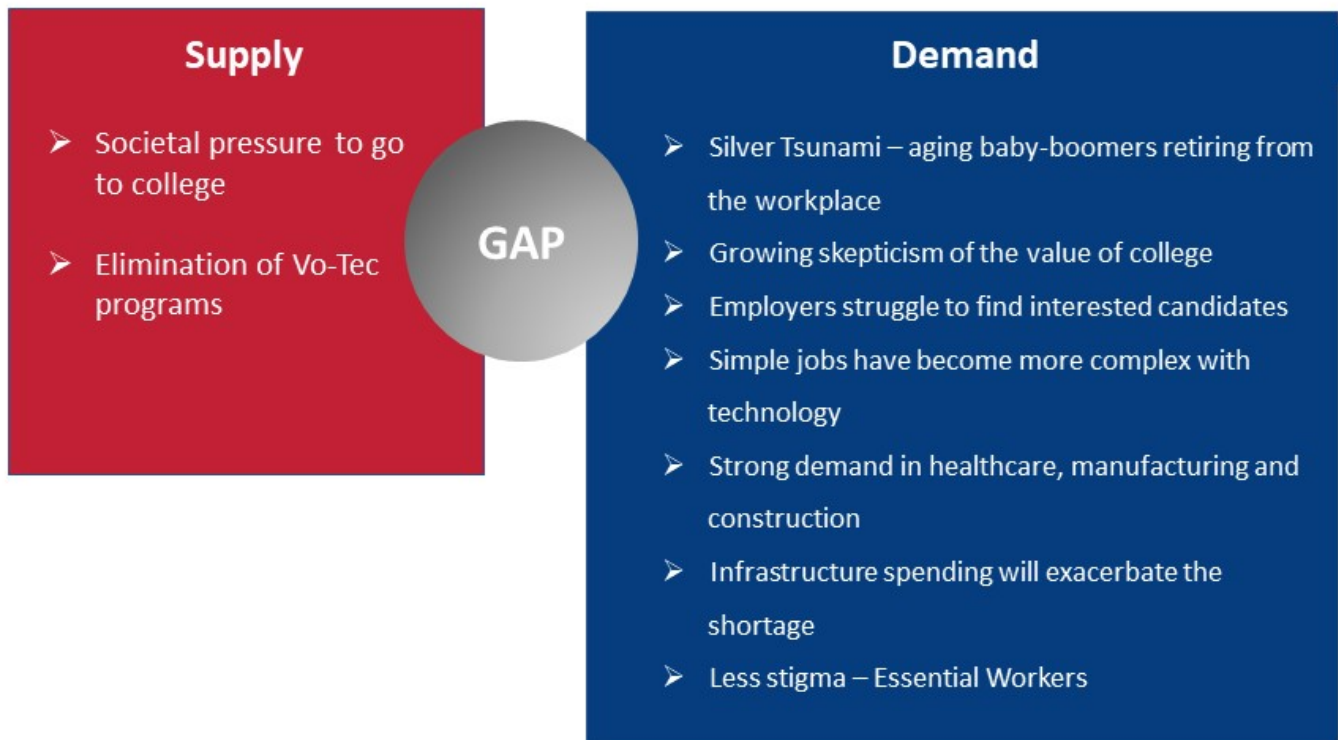
Efficient Delivery

Lincoln has emerged from the COVID-19 disruption in an excellent position for growth

- Lincoln has historically benefited from economic slowdowns
- Renewed attention on healthcare careers
- Methods of operating under distance learning can be retained to deliver education under a more efficient blended strategy going forward



Drivers of Organic Demand for Training



Significant Opportunity for Organic Growth

BLS data for annual new hires for Lincoln's top programs

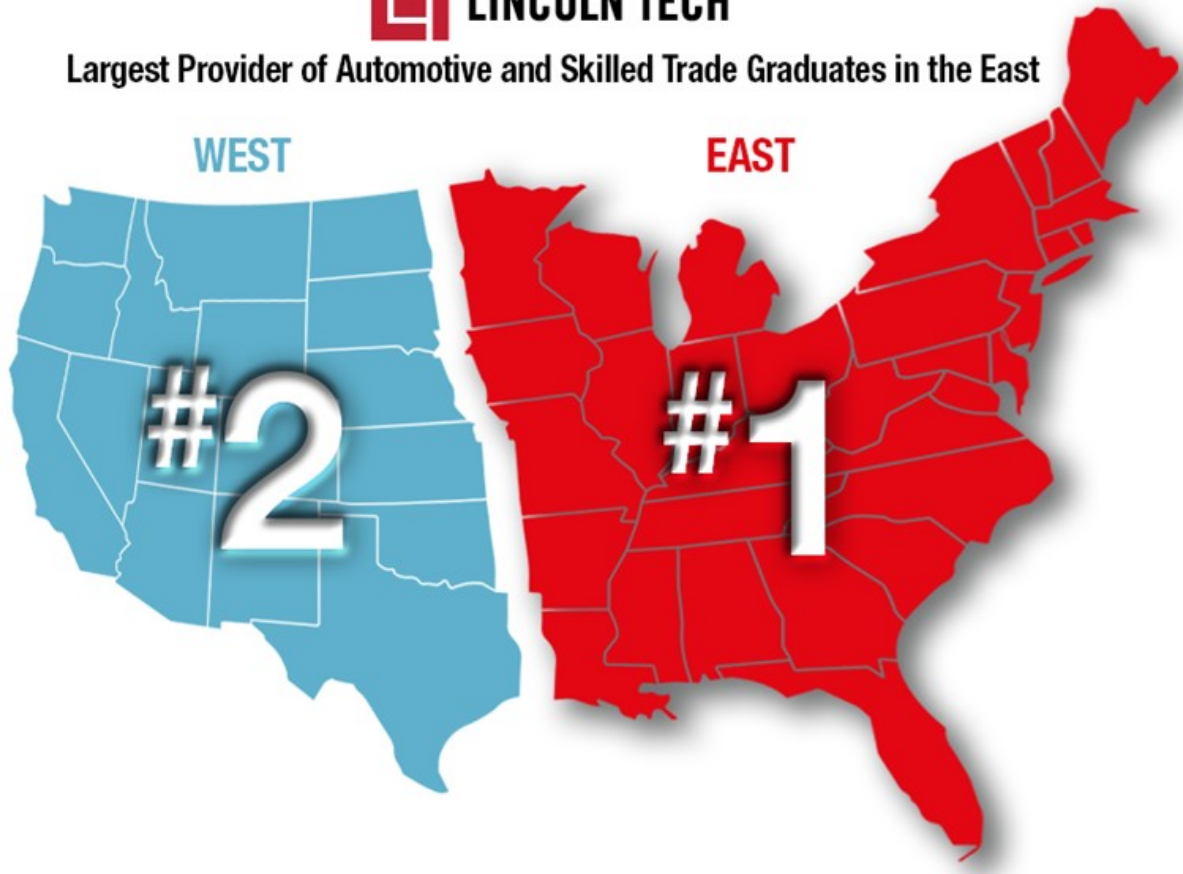
Transportation and Skilled Trades	
Automotive Technology	73,300
Diesel Technology	28,500
Collision Repair	15,200
Electrical	79,900
Welding	47,600
HVAC	40,100
CNC Manufacturing Technology	14,700
Lincoln's Market Share ~2.4%	

Healthcare and Other Professions	
LPN	58,800
Medical Assisting	123,000
Dental Assisting	56,400
Culinary	237,600
Baking & Pastry	31,300
Cosmetology & Aesthetics	100,700
Information Technology	58,900
Lincoln's Market Share ~0.5%	

National figures cited above are based on projected annual job openings which refers to the average annual job openings due to growth and net replacement. This data was compiled from the U.S. Dept. of Labor, Bureau of Labor Statistics, for the years 2021 through 2031, www.careeronestop.org, captured on February 28, 2023. State-specific employment projections can also be found at careeronestop.org.

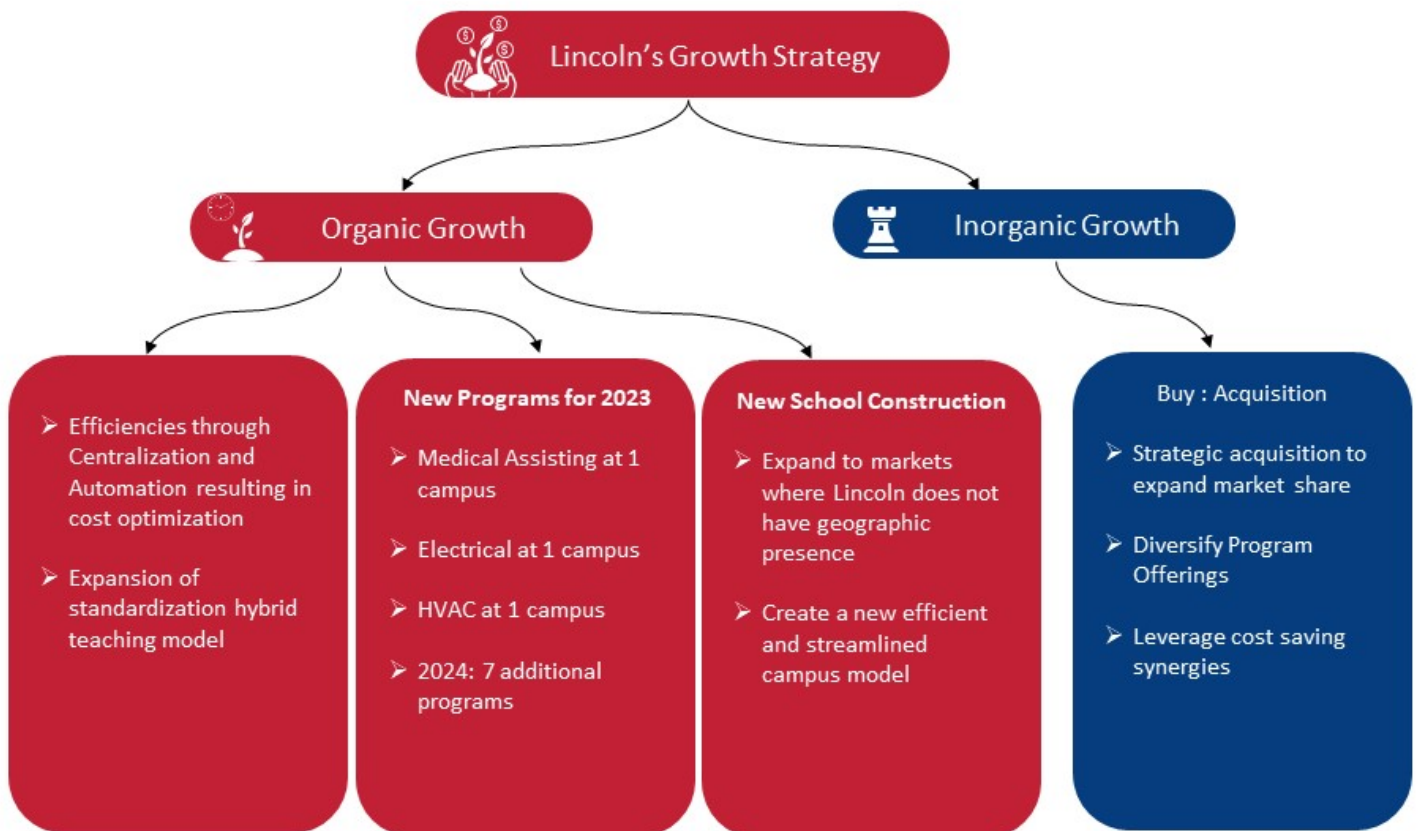
 LINCOLN TECH®

Largest Provider of Automotive and Skilled Trade Graduates in the East



Based on IPEDS (The Integrated Postsecondary Education Data System) data collected for 2021 graduates

Growth Strategy

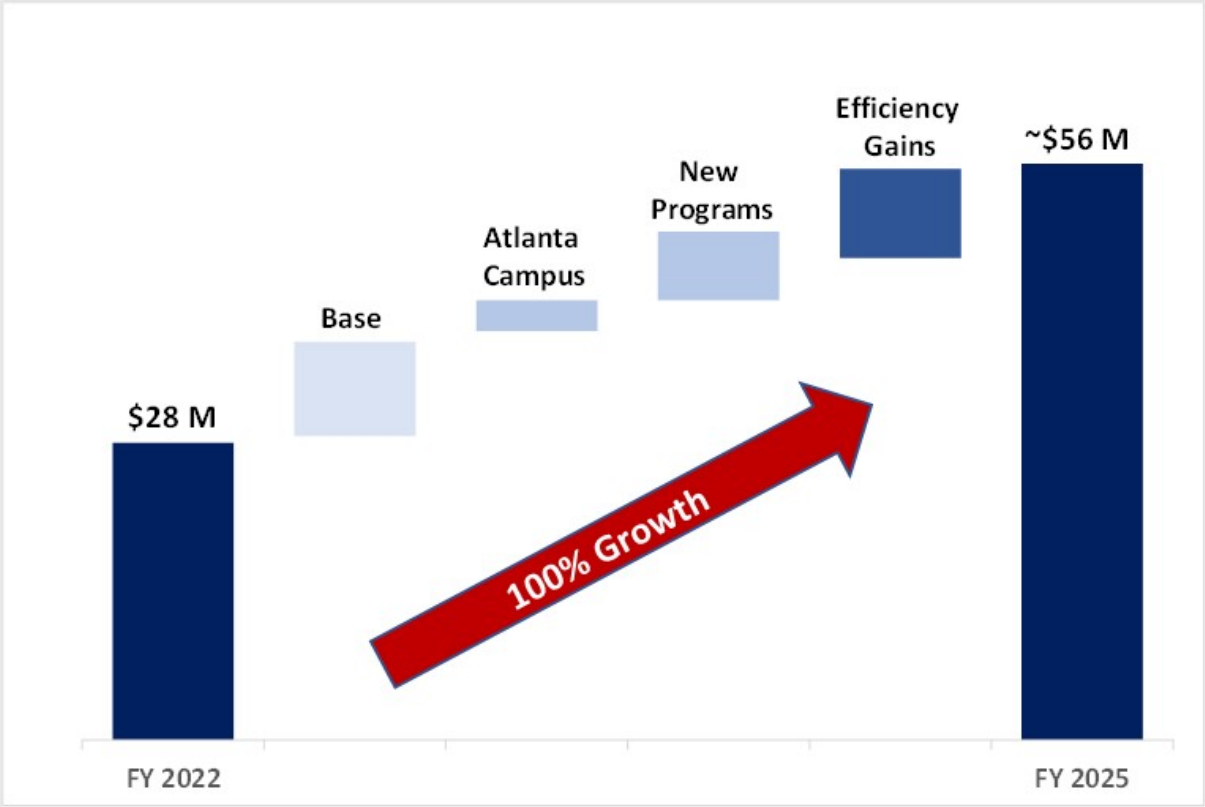


Campuses Across the Country

Opportunity for expansion in the South and West



EBITDA Growth 2022 - 2025



* Adjusted EBITDA, excludes stock-based compensation
* Does not include any future campuses

Our Superior Educational Approach

Feedback Integration	<ul style="list-style-type: none">➤ Develop training programs with feedback from employers and key industry associations to understand gaps and needs➤ Integrate industry preferred licensing and certifications into the curriculum➤ Provide robust student support services to ensure strong outcomes
Student Support	
Industrial Infrastructure	<ul style="list-style-type: none">➤ Build labs and shops that replicate the working environment using professional grade equipment and tools➤ Incorporate cutting edge education technology with animations, videos and simulations to make learning active and engaging
Engaging Curriculum	
Graduation and Placement	<ul style="list-style-type: none">➤ Superior graduation rates and placement rates➤ Expect students to meet employability standards for appearance, attendance and professional attitude while in school➤ Offer an accelerated program with multiple entry points to allow students to graduate quickly and enter the workforce earlier
Employment Assistance	

Growing Base of Industry Partners



- Positions Lincoln as long-term solutions provider for both entry level technicians and advanced workforce training
- Employers appreciate the technical and soft skills of our students
- Partners provide validation of the quality of our education
- Co-branding opportunities with elite partners helps attract new students
- Partners provide better job opportunities for our graduates



Compliance Stats

90/10 Rule : This rule caps the percentage of revenue that a proprietary institution can receive from federal financial aid sources at 90%; the other 10% of revenue must come from alternative sources.

CDR : It is the percentage of a school's borrowers who enter repayment on certain Federal Family Education Loan (FFEL) Program or William D. Ford Federal Direct Loan (Direct Loan) Program loans during a particular federal fiscal year (FY), October 1st to September 30th, and default or meet other specified conditions prior to the end of the second following fiscal year.

Composite Score : the DOE composite score reflects the overall financial health of an institution. The score can be anywhere along the scale from negative 1.0 to positive 3.0. If an institution receives a score greater than or equal to 1.5, the institution is considered financially responsible.

Metrics	FY 2022				FY 2021			
	Company Overall	New Britain OPEID	Indianapolis OPEID	Iselin OPEID	Company Overall	New Britain OPEID	Indianapolis OPEID	Iselin OPEID
90/10	74%	75%	71%	80%	75%	77%	72%	80%
90/10*	80%	80%	79%	83%	82%	82%	82%	83%
CDR**	2.7%	2.9%	2.9%	1.9%	9.8%	10.3%	11.3%	6.6%
Composite Score	2.9				3.0			

➤ This data is the annual data submitted to ACCSC for completion and employment rates for programs offered as of July 1, 2022

Total Students Available for Grad.	Total Grads	Completion Percentage	Grads. Available for Employment	Total Employed	Employment Percentage
13,696	8,833	64.5%	8,509	6,924	81.4%

* Currently veteran's educational benefits is not included as part of the 90% limit, however, if it was included, the Company's ratio would remain below 90% as shown in the adjusted ratio.

** 2019 cohort reported in FY22, 2018 cohort reported in FY21.

Experienced Management Team



Scott Shaw
President and CEO
(21)



Brian Meyers
EVP, CFO & Treasurer
(19)



Stephen Buchenot
EVP of Campus
Operations (30)



Chad Nyce
EVP, Chief Innovation
Officer (2)



Alexandra Luster
SVP, General Counsel &
Secretary (27)



Stephen Ace
SVP of Human
Resources (14)



Susan English
SVP of Career Services &
Industry Partners (37)



Francis Giglio
SVP of Compliance and
Regulatory (18)



James Rasmussen
SVP Admissions
(15)



Peter Tahinos
SVP of Marketing
(7)



Val Thomas
SVP & Chief Information
Officer (12)

Board of Directors



J. Barry Morrow
Non-Executive Chairman,
Lincoln Educational
Services; Founder &
Chief Executive Officer,
BK Capital Group



John A. Bartholdson
Co-Founder & Partner,
Juniper Investment Co.
LLC



James J. Burke, Jr.
Founder & Managing
Partner, JJB Capital
Partners LLC



Kevin M. Carney
Former Executive Vice
President & Chief
Financial Officer,
Web.com Group Inc.



Dr. Michael A. Plater
Former University
President, Strayer
University



Felecia Pryor
SVP and Chief People
Officer, Deere & Company



Carlton Rose
Former President, Global
Fleet Maintenance &
Engineering, UPS; 1981
Lincoln Tech Graduate










Scott M. Shaw
President & Chief
Executive Officer, Lincoln
Educational Services



Sylvia J. Young
Former President & Chief
Executive Officer HCA
Continental Division

Investment Merits

	A national leader in hands-on transportation, skilled trades, and healthcare training
	Organic revenue growth with increasing profitability
	The skills gap will drive growth for the next decade
	In a down economy, Lincoln's growth and profitability can increase substantially
	Opportunities to expand footprint and program offerings for additional growth
	Capacity at campuses provides high operating leverage on incremental growth
	Strong student outcomes and regulatory record