

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 2, 2024

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))

4(c) 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 per share	LINC	The NASDAQ Stock Market LLC

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.

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

On May 2, 2024, Lincoln Educational Services Corporation (the "Company") held its 2024 Annual Meeting of Shareholders (the "Annual Meeting") virtually via live webcast. A total of 31,446,064 shares of common stock, no par value per share (the "Common Stock"), were issued and outstanding and entitled to vote as of March 14, 2024 the record date for the Annual Meeting. There were 26,997,398 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. 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 3, 2024 and the final voting results for each proposal:

Proposal Number 1: To elect the following 8 individuals named in the Company's proxy statement as directors of the Company for a one-year term which will expire at the 2025 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:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
John A. Bartholdson	19,648,772	1,983,121	5,365,505
James J. Burke, Jr.	19,236,407	2,395,486	5,365,505
Kevin M. Carney	21,420,619	211,274	5,365,505
Michael A. Plater	19,257,683	2,374,210	5,365,505
Felecia J. Pryor	19,299,646	2,332,247	5,365,505
Carlton E. Rose	21,244,734	387,159	5,365,505
Scott M. Shaw	21,425,939	205,954	5,365,505
Sylvia J. Young	21,429,102	202,791	5,365,505

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:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
19,875,738	1,438,503	317,652	5,365,505

Proposal Number 3: To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024. The proposal was approved by a vote of the shareholders as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
25,734,452	1,255,352	7,594	not applicable

Item 7.01 Regulation FD Disclosure.

On May 2, 2024, 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 contained under this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly stated by specific reference in such filing.

Item 8.01 Other Events.

On May 7, 2024, the Company announced that the Board of Directors has authorized the continuation of the share repurchase program (the "Share Repurchase Program") originally established on May 24, 2022 for repurchases of up to \$30 million of the Company's outstanding common stock over a twelve-month period which was subsequently extended and expanded to \$40 million. To date, the Company has made repurchases of approximately 1.7 million shares of the Company's common stock at an average share price of \$5.95 for an aggregate expenditure of approximately \$10.3 million. Currently, \$29.7 million remains available for repurchases under the authorization of the program.

Purchases may be made, from time to time, in open-market transactions at prevailing market prices, in privately negotiated transactions or by other means as determined by the Company's management and in accordance with applicable federal securities laws. The timing of purchases and the number of shares repurchased under the program will depend on a variety of factors including price, trading volume, corporate and regulatory requirements and market conditions. The Company retains the right to limit, terminate or extend the share repurchase program at any time without prior notice.

A copy of the press release issued by the Company announcing the extension of the Share Repurchase Program is attached to this Current Report on Form 8-K as Exhibit 99.2.

The information contained under this Item 8.01, including Exhibit 99.2, is being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, 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 2024 Annual Meeting of Shareholders
99.2	Press Release issued by Lincoln Educational Services Corporation on May 7, 2024 as to extension of share repurchase program
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

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 7, 2024

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

2024 Shareholders' Meeting

Presented by: Scott Shaw
President and CEO


Year Ended December 31, 2023



LINCOLN TECH

SAFE HARBOR STATEMENT

Statements in this presentation regarding Lincoln's business that are not historical facts may be "forward-looking statements" that involve risks and uncertainties. Forward-looking statements should not be read as a guarantee of performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements were made and/or management's good faith belief as of that time with respect to future events and are subject to various risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include, but are not limited to: our failure to comply with the extensive regulatory framework applicable to our industry or our failure to obtain timely regulatory approvals in connection with a change of control of our company or acquisitions; our success in updating and maintaining the content of existing programs and developing new programs in a cost-effective manner or on a timely basis; our ability to comply with changes in applicable federal laws and regulations, including final rules that took effect during 2023 and other pending rulemaking by the U.S. Department of Education; uncertainties regarding our ability to comply with applicable laws and regulations regarding the 90/10 rule and cohort default rates; risks associated with the opening of new schools; risks associated with integration of acquired schools; industry competition; our ability to execute our growth strategy; changes in market conditions and trends in our industry; the COVID-19 pandemic and its impact on our business and the U.S. economy; general economic conditions; and other factors discussed in our annual report on Form 10-K filed with the SEC on February 28, 2024, and ended December 31, 2023. For a discussion of such risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see "Risk Factors" in Lincoln's annual report on Form 10-K filed with the SEC on February 28, 2024, and ended December 31, 2023. All forward-looking statements are qualified in their entirety by this cautionary statement. Lincoln undertakes no obligation to revise or update this news release to reflect events or circumstances after the date hereof.



LINCOLN GRADUATES ARE ESSENTIAL WORK



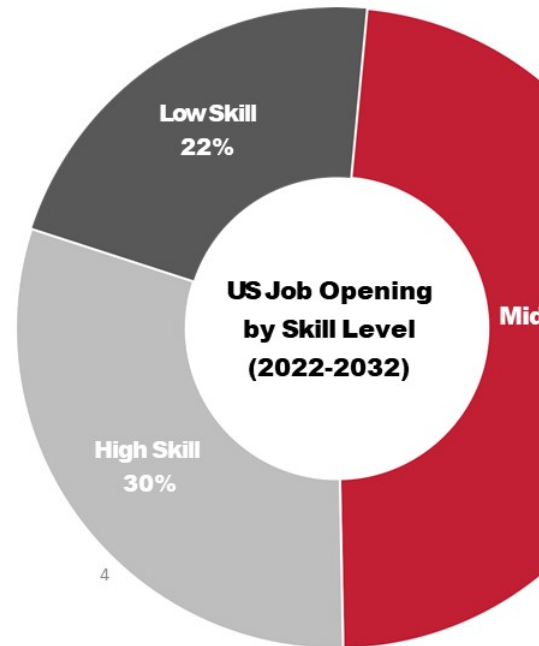
Approximately 90% of our students are pursuing careers that the U.S. Department of Homeland Security considers Essential Critical Infrastructure Workers

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: U.S. Bureau of Labor Statistics)

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



Source: U.S. Bureau of Labor Statistics Employment by typical entry-level

RENAISSANCE OF THE SKILLED TRADE

GROWTH EVEN WITH LOW UNEMPLOYMENT



- The education system became designed to send everyone to college
- Society believed that going to college would lead to a better life
- Blue collar jobs became stigmatized

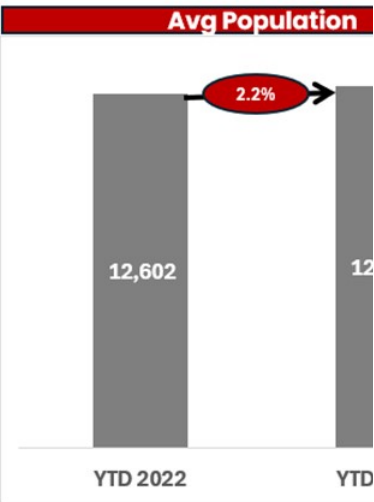
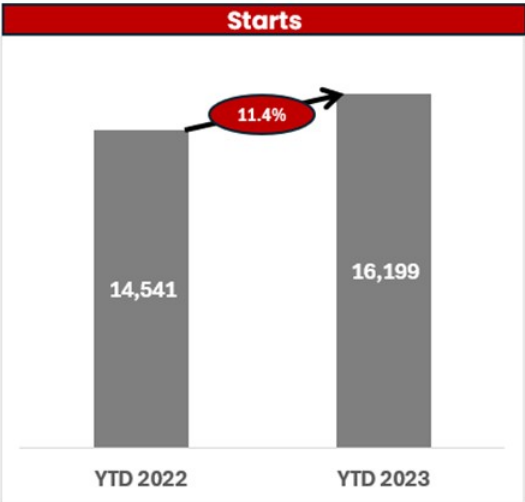
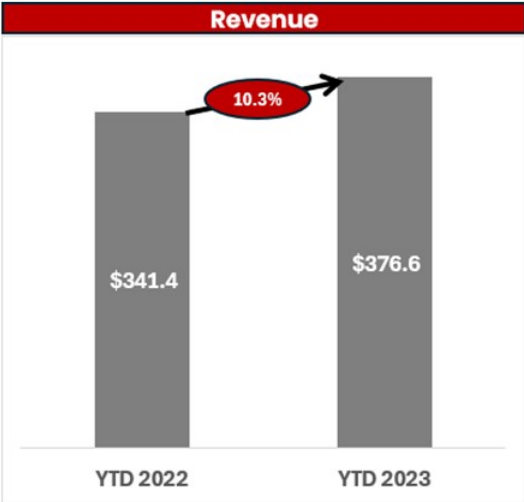
The data clearly shows that going to college not for everyone.

- Only ~60% graduate in 6 years
- Students cannot repay their debt
- Graduates are in jobs that don't require a degree

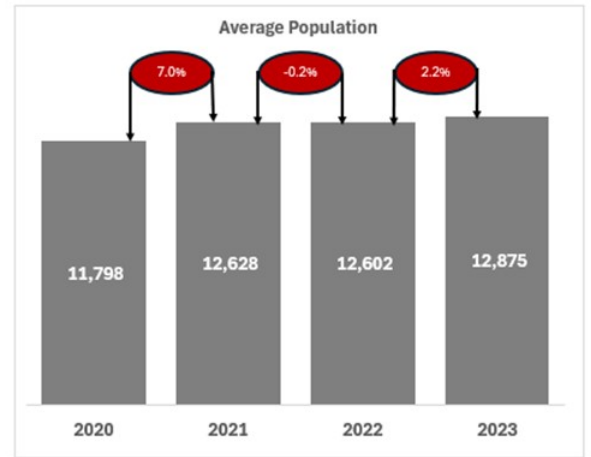
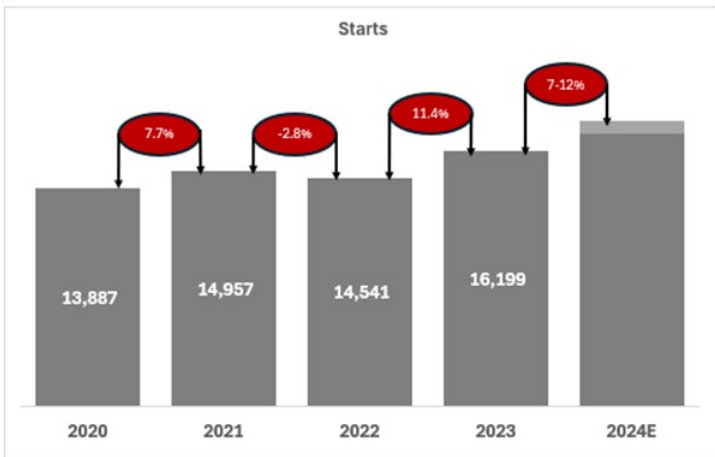
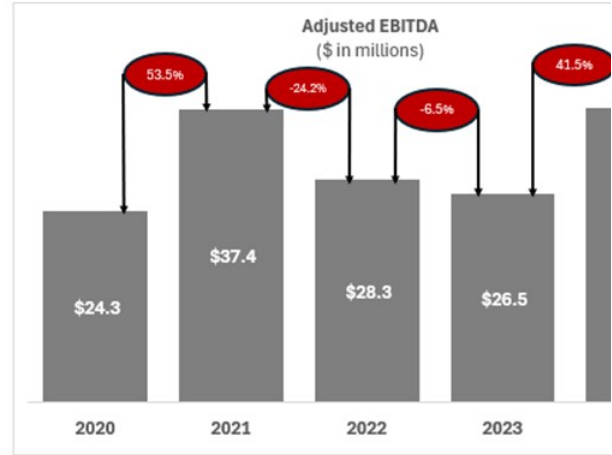
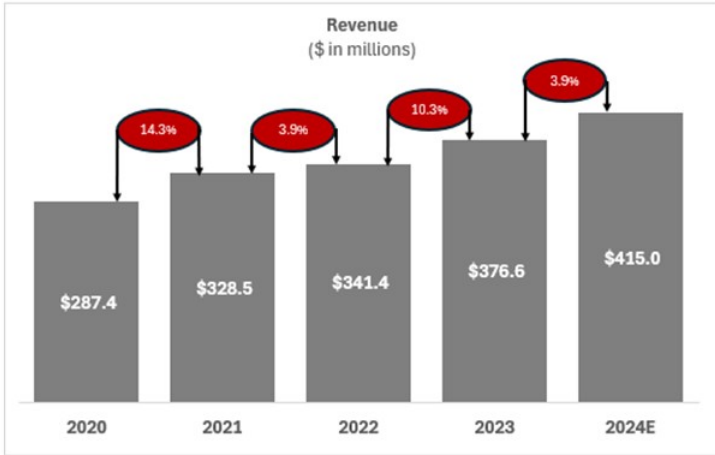
- Today the general public is looking for less expensive, faster ways to start a meaningful career that will provide economic security and personal satisfaction.
- Career Training meets this need
- The stigma has lessened – Essential Worker:

REVENUE, STARTS & POPULATION: DECEMBER

(\$ in Millions)



FINANCIAL TRENDS 2020–2024E



Excludes Transitional segment
2024 Revenue & Adjusted EBITDA based on mid-point of guidance
Refer to appendix for adjusted EBITDA & Revenue Reconciliation

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

Returning to 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



Increasing Enrollment

Continuing effort to streamline standardize operations including moving to a more efficient hybrid learning model, and standardizing curriculum.

Hybrid mode more attractive to students



SIGNIFICANT OPPORTUNITY FOR ORGANIC GROWTH

BLS DATA FOR ANNUAL NEW HIRES FOR LINCOLN'S TOP PROGRAMS

Transportation and Skilled Trades	
Automotive Technology	67,700
Diesel Technology	24,300
Collision Repair	13,400
Electrical	73,500
Welding	42,600
HVAC	37,700
CNC Manufacturing Technology	14,300
Lincoln's Market Share ~2.6%	

Healthcare and Other Professions	
LPN	
Medical Assisting	1
Dental Assisting	
Culinary	2
Baking & Pastry	
Cosmetology & Aesthetics	
Information Technology	
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 2022 through 2032, www.careeronestop.org, captured on February 23, 2024. State-specific employment projections can also be found at careeronestop.org.

LINCOLN TECH

Largest Provider of Automotive and Skilled Trade Graduates in the

WEST



EAST



GROWTH STRATEGY

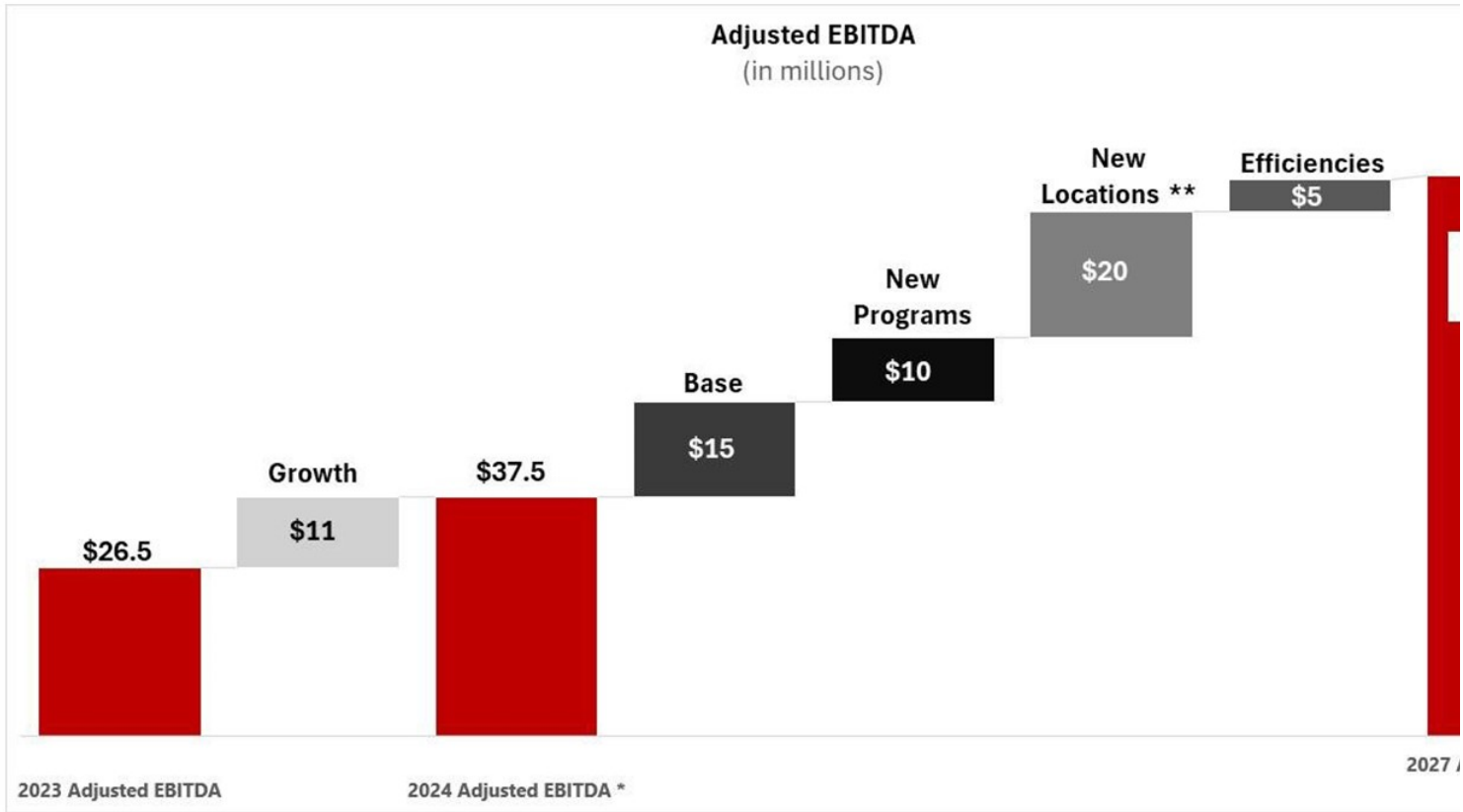


CAMPUSES ACROSS THE COUNTRY

OPPORTUNITY FOR EXPANSION IN THE SOUTH AND WEST



STRATEGIC GROWTH PLAN



* 2024 represents the midpoint of guidance

** New Locations: Atlanta, Houston, Philadelphia (Levittown), and Nashville

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 other 10% of revenue must come from alternative sources. Starting in 2023, the Veteran Affairs benefits are counted as federal financial aid.
- **CDR:** It is the percentage of a school's borrowers who enter repayment on certain Federal Family Education Loan (FFEL) Program or Federal Direct Loan (Direct Loan) Program loans during a particular federal fiscal year (FY), October 1st to September 30th, and 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 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	FY2023				FY2022			
	Company Overall	New Britain OPEID	Indianapolis OPEID	Iselin OPEID	Company Overall	New Britain OPEID	Indianapolis OPEID	Iselin OPEID
90/10 Actual	81%	83%	79%	84%	74%	75%	71%	80%
90/10 Proforma*					80%	80%	79%	83%
CDR**	0.0%	0.0%	0.0%	0.0%	2.7%	2.9%	2.9%	1.9%
Composite Score	3.0				2.9			

- This data is the annual data submitted to ACCSC for completion and employment rates for programs offered as of July 1, 2023

Total Students Available for Grad.	Total Grads	Completion Percentage	Grads. Available for Employment	Total Employed	Employment Percentage
14,642	10,030	69%	9,787	8,048	82%

* The 2022 proforma represented the 90/10 ratio based on Veteran Affairs benefits included as federal funds in line with the 2023 calculation.
 ** 2020 cohort reported in FY23, 2019 cohort reported in FY22.

EXPERIENCED MANAGEMENT TEAM



Scott Shaw
President and CEO (23)



Brian Meyers
EVP, CFO & Treasurer (21)



Chad Nyce
EVP, Chief Innovation Officer (4)



Alexandra Luster
EVP, General Counsel
Secretary (29)



Stephen Ace
SVP of Human Resources (16)



Susan English
SVP of Career Services &
Industry Partners (40)



Francis Giglio
SVP of Compliance and
Regulatory (20)




James Rasmussen
SVP Admissions (1)

Peter Tahinos
SVP of Marketing (9)



Val Thomas
SVP & Chief Information
Officer (14)



BOARD OF DIRECTORS



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
Chief Human Resources
Officer, John Deere




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



Thank You!



**Press Release****Lincoln Educational Services Corporation Announces Extension of Share Buyback Program**

PARSIPPANY, NJ – May 7, 2024 – Lincoln Educational Services Corporation (NASDAQ: LINC) today announced that its Board of Directors has authorized extension of its share repurchase program for an additional twelve months through May 24, 2025.

On May 24, 2022, the Company announced that its Board of Directors had authorized a share repurchase program of up to \$30 million of the Company's outstanding common stock. The repurchase program was initially authorized for twelve months and has since been extended and increased to \$40 million. Since inception of the program, the Company has made repurchases of approximately 1.7 million shares of the Company's common stock at an average share price of \$5.95 for an aggregate expenditure of approximately \$10.3 million. Currently, \$29.7 million remains available for repurchases under the authorization of the program.

As previously disclosed, purchases may be made in open-market transactions, in block transactions on or off an exchange, in privately negotiated transactions or by other means as determined by the Company's management and in accordance with the regulations of the Securities and Exchange Commission. The timing of purchases and the number of shares repurchased under the program will depend on a variety of factors including price, trading volume, corporate and regulatory requirements and market conditions. The Company expects to fund repurchases with its cash on hand and funds generated from its operations. The Company retains the right to limit, terminate or extend the share repurchase program at any time without prior notice.

"Our Board of Directors' decision to extend this share buyback program reflects our continued commitment to optimizing our balance sheet and returning value to our shareholders," said Scott M. Shaw, Chief Executive Officer and President of the Company. "This share buyback program demonstrates our thoughtful capital allocation strategy to enhance our franchise value for the long term. If used, we believe this share buyback program provides an excellent opportunity to deploy cash and enhance shareholder value without compromising the financial flexibility necessary to continue investing in key higher-growth opportunities", Mr. Shaw said.

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ABOUT LINCOLN EDUCATIONAL SERVICES CORPORATION

Lincoln Educational Services Corporation is a leading provider of diversified career-oriented post-secondary education. Lincoln offers recent high school graduates and working adults career-oriented programs in five principal areas of study: automotive technology, health sciences, skilled trades, business and information technology, and hospitality services. Lincoln has provided the workforce with skilled technicians since its inception in 1946. Lincoln currently operates 22 campuses in 13 states under 4 brands: Lincoln College of Technology, Lincoln Technical Institute, Lincoln Culinary Institute and Euphoria Institute of Beauty Arts and Sciences. For more information, go to www.lincolntech.edu.

FORWARD-LOOKING STATEMENTS

Statements in this press release and in oral statements made from time to time by representatives of Lincoln Educational Services Corporation regarding Lincoln's business that are not historical facts, including those made in a conference call, may be "forward-looking statements" as that term is defined in the federal securities law. The words "may," "will," "expect," "believe," "anticipate," "project," "plan," "intend," "estimate," and "continue," and their opposites and similar expressions are intended to identify forward-looking statements. Forward-looking statements are based on information available at the time those statements are made and/or management's good faith belief as of that time with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Forward-looking statements should not be read as a guarantee of future performance or results and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved, if at all. Generally, these statements relate to business plans or strategies and projections involving anticipated revenues, earnings, or other aspects of the Company's operating results. Such forward-looking statements include the Company's current belief that it is taking appropriate steps regarding the pandemic and that student growth will continue. The Company cautions you that these statements concern current expectations about the Company's future performance or events and are subject to a number of uncertainties, risks, and other influences, many of which are beyond the Company's control, that may influence the accuracy of the statements and the projects upon which the statements are based including, without limitation, impacts related to the COVID-19 pandemic or other epidemics or pandemics; our failure to comply with the extensive regulatory framework applicable to our industry or our failure to obtain timely regulatory approvals in connection with acquisitions or a change of control of our Company; our success in updating and expanding the content of existing programs and developing new programs for our students in a cost-effective manner or on a timely basis; risks associated with cybersecurity; risks associated with changes in applicable federal laws and regulations; uncertainties regarding our ability to comply with federal laws and regulations, such as the 90/10 rule and prescribed cohort default rates; risks associated with the opening of new campuses; risks associated with integration of acquired schools; industry competition; our ability to execute our growth strategies; conditions and trends in our industry; general economic conditions; and other factors discussed in the "Risk Factors" section of our Annual Reports and Quarterly Reports filed with the Securities and Exchange Commission. All forward-looking statements are qualified in their entirety by this cautionary statement, and Lincoln undertakes no obligation to publicly revise or update any forward-looking statements, whether as a result of new information, future events or otherwise after the date hereof.

Contact:

Scott Shaw, CEO and President
Brian Meyers, CFO
973-736-9340

EVC GROUP LLC
Investor Relations: Michael Polyviou, mpolyviou@evcgroup.com, 732-933-2755
Media Relations: Tom Gibson, 201-476-0322

Lincoln Educational Services Corporation
