

ITT EDUCATIONAL SERVICES INC
Form 8-K
July 22, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): July 18, 2011

ITT EDUCATIONAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

| | | |
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| Delaware (State or other jurisdiction of incorporation) | 1-13144 (Commission File Number) | 36-2061311 (IRS Employer Identification No.) |
|--|--|--|

13000 North Meridian Street
Carmel, Indiana 46032-1404
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (317) 706-9200

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 (see General Instruction A.2. below):

- 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 18, 2011, the Registrant's Board of Directors approved and adopted amended and restated By-laws of the Registrant, effective on that date. The only amendment effected by such approval was to Article II, Section 6, and amends the voting standard for all matters, other than the election of directors, to the affirmative vote of a majority of the shares of stock represented at the meeting and entitled to vote on the subject matter. The Registrant's Board of Directors adopted this amendment in order to conform the voting standard to the voting standard contained in the Delaware General Corporation Law.

The full text of the Registrant's By-laws, as amended and restated, is being filed as Exhibit 3.2 to this Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

The following exhibit is being filed herewith:

| Exhibit No. | Description |
|-------------|--------------------------------------|
| 3.2 | Restated By-laws, as Amended to Date |

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SIGNATURE

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.

Date: July 22, 2011

ITT Educational Services, Inc.

By: /s/ Christine G. Long

Name: Christine G. Long

Title: Senior Vice President, General
Counsel and Secretary

INDEX TO EXHIBITS

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