## Edgar Filing: LINCOLN EDUCATIONAL SERVICES CORP - Form 4

| LINCOLN E<br>Form 4<br>May 05, 201   | DUCATIONAI                           | L SERVIC  | CES COR                        | Р  |  |        |                   |   |  |          |  |
|--|--------------------------------------|---|--------------------------------|--|--|--------|-------------------|---|--|----------|--|
| FORM   |                                      |   |                                |  |  |        | OMB AF            | PPROVAL   |  |          |  |
| -  | UNITED                               | STATES  |                                | FIES AND EXCHANGE COMMISSI<br>ington, D.C. 20549                           |  |        |                   | OMB<br>Number:  | 3235-0287  |          |  |
| Check thi<br>if no long<br>subject to<br>Section 1<br>Form 4 o<br>Form 5<br>obligation<br>may cont<br><i>See</i> Instru<br>1(b). | 6.<br>Filed pu<br>Section 17         | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES<br>Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,<br>Section 17(a) of the Public Utility Holding Company Act of 1935 or Section<br>30(h) of the Investment Company Act of 1940 |                                |  |  |        |                   |   | January 31,<br>2005<br>Estimated average<br>burden hours per<br>response 0.5 |          |  |
| (Print or Type F   | Responses)                           |   |                                |  |  |        |                   |   |  |          |  |
| DELGROSSO DOUGLAS G Symbol<br>LINCO  |                                      |   |                                | er Name <b>and</b> Ticker or Trading<br>DLN EDUCATIONAL<br>CES CORP [LINC] |  |        |                   | 5. Relationship of Reporting Person(s) to<br>Issuer<br>(Check all applicable)   |  |          |  |
|  |                                      |   |                                | of Earliest Transaction<br>Day/Year)<br>2015                               |  |        |                   | X_ Director 10% Owner<br>Officer (give title Other (specify<br>below) below)  |  |          |  |
|  |                                      |   |                                | endment, Date Original<br>onth/Day/Year)                                   |  |        |                   | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |          |  |
| WEST ORA   | NGE, NJ 07052                        | 2   |                                |  |  |        |                   | Form filed by M<br>Person   | lore than One Re   | porting  |  |
| (City)   | (State)                              | (Zip)   | Tabl                           | e I - Non-D  | erivative S  | ecurit | ties Acq          | uired, Disposed of  | , or Beneficial  | ly Owned |  |
| 1.Title of<br>Security<br>(Instr. 3)   | 2. Transaction Da<br>(Month/Day/Year | ) Executio<br>any   | med<br>n Date, if<br>Day/Year) | 3.<br>Transactic<br>Code<br>(Instr. 8)<br>Code V                           | 4. Securiti<br>on(A) or Dis<br>(Instr. 3, 4)<br>Amount | posed  | of (D)            | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4)  | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)         |          |  |
| Common<br>Stock  | 05/01/2015                           |   |                                | А  | 24,123   | А      | \$<br>2.28<br>(1) | 24,123  | D  |          |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5.<br>onNumber<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |                     | ate                | Amou<br>Unde<br>Secur | le and<br>unt of<br>rlying<br>tities<br>. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Owne<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|---|---|--|---|---------------------|--------------------|-----------------------|--|---|---|
|   |   |   | Code V                                 | (A) (D)   | Date<br>Exercisable | Expiration<br>Date | Title                 | Amount<br>or<br>Number<br>of<br>Shares             |   |   |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>   |            | Relationships |           |         |       |  |  |  |
|---|------------|---------------|-----------|---------|-------|--|--|--|
|   |            | Director      | 10% Owner | Officer | Other |  |  |  |
| DELGROSSO DOUGLAS G<br>C/O LINCOLN EDUCATIONAL SERVICES CORP<br>200 EXECUTIVE DRIVE, SUITE 340<br>WEST ORANGE, NJ 07052 |            |               |           |         |       |  |  |  |
| Signatures  |            |               |           |         |       |  |  |  |
| /s/ Douglas G.<br>DelGrosso   | 05/05/2015 |               |           |         |       |  |  |  |
| <u>**</u> Signature of Reporting  | Date       |               |           |         |       |  |  |  |

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Grant of Restricted Stock valued at \$55,000 on the date of grant. These restricted shares vest on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Person