

LINCOLN EDUCATIONAL SERVICES CORP  
Form SC 13D/A  
February 17, 2017

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**SCHEDULE 13D**

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**Lincoln Educational Services Corporation**

(Name of Issuer)

**Common Stock, no par value per share**

(Title of Class of Securities)

**533535100**

(CUSIP Number)

**Justyn R. Putnam**

**Managing Member**

**TALANTA Investment Group, LLC**

**401 N. Tryon Street, 10th Floor**

**Charlotte, NC 28202**

**(704) 904-1450**

*with a copy to*

**Derek D. Bork**

**Thompson Hine LLP**

**3900 Key Center**

**127 Public Square**

**Cleveland, Ohio 44114**

**(216) 566-5500**

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

**February 16, 2017**

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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NAMES OF REPORTING PERSONS

**1**            **TALANTA INVESTMENT GROUP,  
LLC**

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

**2**            (a) ..

(b) ..  
SEC USE ONLY

**3**            SOURCE OF FUNDS

**4**            **OO; AF**

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

**5**            ..

CITIZENSHIP OR PLACE OF  
ORGANIZATION

**6**            **DELAWARE**

SOLE VOTING POWER

**7**  
**0**

**8** SHARED VOTING POWER  
NUMBER OF

SHARES

BENEFICIALLY **1,579,056**

OWNED BY

SOLE DISPOSITIVE POWER

EACH

REPORTING **9**

PERSON WITH **0**

**10** SHARED DISPOSITIVE POWER

**1,579,056**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

**1,579,056**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES

**12**

CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**6.4%**

TYPE OF REPORTING PERSON

**14**

**00**

NAMES OF REPORTING PERSONS

**1**

**TALANTA FUND, L.P.**

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

**2**

(a)

(b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

**WC**

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF  
ORGANIZATION

**6**

**DELAWARE**

SOLE VOTING POWER

**7**

**0**

**8 SHARED VOTING POWER**

NUMBER OF

SHARES **1,579,056**

BENEFICIALLY  
OWNED BY **SOLE DISPOSITIVE POWER**

EACH **9**  
**0**

REPORTING  
PERSON WITH **10 SHARED DISPOSITIVE POWER**

**1,579,056**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

**1,579,056**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES

**12**

CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**6.4%**

TYPE OF REPORTING PERSON

**14**

**PN**

NAMES OF REPORTING PERSONS

**1**

**JUSTYN R. PUTNAM**

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

**2**

(a)

(b)   
SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

**OO; AF**

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) OR 2(e)

**5**

CITIZENSHIP OR PLACE OF  
ORGANIZATION

**6**

**DELAWARE**

SOLE VOTING POWER

**7**

**0**

**8 SHARED VOTING POWER**

NUMBER OF



SHARES **1,579,056**

BENEFICIALLY  
OWNED BY SOLE DISPOSITIVE POWER

EACH **9**  
**0**

REPORTING  
PERSON WITH **10** SHARED DISPOSITIVE POWER

**1,579,056**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

**1,579,056**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES

**12**

CERTAIN SHARES

..

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**6.4%**

TYPE OF REPORTING PERSON

**14**

IN

This Amendment No. 1 to Statement of Beneficial Ownership on Schedule 13D (this “Amendment No. 1”) amends the Statement of Beneficial Ownership on Schedule 13D filed by the Reporting Persons on November 23, 2016 (as amended, the “Schedule 13D” or this “Statement”), with respect to the Common Stock, no par value per share (the “Common Stock”), of Lincoln Educational Services Corporation, a New Jersey corporation (the “Company”). Except as amended and supplemented by this Amendment No. 1, the Schedule 13D remains unchanged.

### **Item 3. Source and Amount of Funds or Other Consideration.**

The total cost for purchasing the Common Stock reported as owned by the Reporting Persons, including brokerage commissions, was approximately \$2,556,330. The source of these funds was working capital of the Fund.

### **Item 5. Interest in Securities of the Issuer.**

(a) The Reporting Persons beneficially own in the aggregate 1,579,056 shares of Common Stock, which represents approximately 6.4% of the Company’s outstanding shares of Common Stock.

The Fund directly holds the number and percentage of shares of Common Stock disclosed as beneficially owned by it in the applicable table set forth on the cover page to this Statement. None of the other Reporting Persons directly hold any of the shares of Common Stock disclosed in this Statement.

Each percentage ownership of shares of Common Stock set forth in this Statement is based on 24,857,892 shares of Common Stock reported by the Company as outstanding as of November 3, 2016 in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2016.

The GP, as general partner of the Fund, and Mr. Putnam, as managing member of the GP, may be deemed to have the shared power to direct the voting and disposition of shares of Common Stock beneficially owned by the Fund, and consequently the GP and Mr. Putnam may be deemed to have indirect beneficial ownership of such shares. The GP and Mr. Putnam disclaim such beneficial ownership.

(c) The transactions effected by each of the Reporting Persons in the Common Stock since the filing of the Schedule 13D on November 23, 2016 are set forth on Schedule A to this Statement. Each of these transactions was effected through the open market.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Pursuant to Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, the Reporting Persons have entered into an agreement with respect to the joint filing of this Amendment No. 1, which agreement is set forth on the signature page to this Statement.

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**Signature**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of this Statement on Schedule 13D with respect to the Common Stock of the Company.

Dated: February 17, 2017

TALANTA INVESTMENT GROUP,  
LLC

By: /s/ Justyn R. Putnam  
Name: Justyn R. Putnam  
Title: Managing Member

TALANTA FUND, L.P.

By: TALANTA Investment  
Group, LLC,  
its General Partner

By: /s/ Justyn R. Putnam  
Name: Justyn R. Putnam  
Title: Managing Member

/s/ Justyn R. Putnam  
JUSTYN R. PUTNAM

**Schedule A****Transactions by the Fund in the Common Stock since November 23, 2016:**

Transaction Date	Number of Shares Bought/(Sold)	Price Per Share (\$)
12/08/2016	125,000	2.23
01/05/2017	1,000	1.85
01/20/2017	700	1.96
01/23/2017	1,882	1.97
01/24/2017	11,300	1.97
01/26/2017	800	1.97
01/27/2017	200	2.00
01/30/2017	10,100	1.96
02/03/2017	852	1.98
02/07/2017	8,313	1.96
02/08/2017	9,290	1.97
02/09/2017	5,786	1.98
02/10/2017	26,603	1.97
02/13/2017	7,318	1.97
02/14/2017	4,227	1.97
02/15/2017	32,475	1.96
02/16/2017	33,210	1.96