

CORINTHIAN COLLEGES INC  
Form SC 13D/A  
March 12, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13D  
Under the Securities Exchange Act of 1934  
(Amendment No. 2)

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Corinthian Colleges, Inc.  
(Name of Issuer)

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COMMON STOCK, Par Value \$0.0001 Per Share  
(Title of Class of Securities)

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218868107  
(CUSIP Number)

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Veronica Dillon, Esq.  
Graham Holdings Company  
1150 15th Street, N.W.  
Washington, D.C. 20071  
(202) 334-6000

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

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March 11, 2014  
(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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [  ].

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CUSIP No. 218868107

NAMES OF REPORTING PERSONS

Graham Holdings Company

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

I.R.S. I.D. #53-0182885

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)  (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK 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

4,624,166

SHARED VOTING POWER

8

None

SOLE DISPOSITIVE POWER

9

4,624,166

SHARED DISPOSITIVE POWER

10

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

4,624,166

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

5.3%

TYPE OF REPORTING PERSON

14

CO



This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission on February 15, 2008 (the "Original Statement"), as amended on April 30, 2013 ("Amendment No. 1"), relating to the common stock, par value \$0.0001 per share, of Corinthian Colleges, Inc., a Delaware corporation. The Original Statement, as amended by Amendment No. 1, is hereinafter referred to as the "Schedule 13D". All capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item Identity and Background

2.

Item 2 of the Schedule 13D is not amended, except in respect of: (i) Schedule A, which is amended and restated as attached hereto, and (ii) paragraph (a), which is amended and restated as follows:

(a) The name of the person filing this statement is Graham Holdings Company, a Delaware corporation (the "Company").

Item Interest in Securities of the Issuer

5.

Paragraphs (a)-(e) of Item 5 of the Schedule 13D are hereby amended and restated as follows:

(a)-(b) As of the date hereof, the Company owns 4,624,166 shares of Issuer Common Stock. The 4,624,166 shares of Issuer Common Stock constitute 5.3% of the issued and outstanding shares of Issuer Common Stock, based upon disclosure in the Issuer's most recent Form 10-Q that there were 87,237,498 shares of Issuer Common Stock issued and outstanding as of February 1, 2014. The Company has the sole power to vote and dispose of the 4,624,166 shares of Issuer Common Stock.

(c) Schedule B attached hereto lists all transactions in the Issuer Common Stock during the past 60 days by the Company. To the Company's knowledge, no person named in Schedule A has effected any transaction in the Issuer Common Stock during the past 60 days.

(d) Not applicable.

(e) Not applicable.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 11, 2014

GRAHAM HOLDINGS COMPANY

By: /s/ Veronica Dillon

Name: Veronica Dillon, Esq.

Title: Senior Vice President, General  
Counsel and Secretary

## SCHEDULE A

The following is a list of the directors and executive officers of Graham Holdings Company, setting forth the present principal occupation or employment and the name and principal business of any corporation or other organization in which such employment is conducted for each such person. Unless otherwise indicated, all directors and officers listed below are citizens of the United States.

## Board of Directors of Graham Holdings Company

| Name                 | Position   | Present Principal Occupation   | Business Address   |
|----------------------|--|--|--|
| Donald E. Graham     | Chairman, Board of Directors; Chairman, Executive Committee; Member, Finance Committee           | Chairman, Board of Directors; Chief Executive Officer, Graham Holdings Company                   | Graham Holdings Company<br>1150 15th Street, N.W.<br>Washington, D.C. 20071          |
| Lee C. Bollinger     | Director; Member, Compensation Committee   | President, Columbia University   | Columbia University in the City of New York<br>2960 Broadway<br>New York, NY 10027   |
| Christopher C. Davis | Director; Member, Audit Committee; Chairman, Finance Committee; Member, Executive Committee      | Chairman, Davis Selected Advisors, Inc., an investment counseling firm                           | Davis Selected Advisors, Inc.<br>620 Fifth Avenue<br>3rd Floor<br>New York, NY 10017 |
| Barry Diller         | Director; Member, Compensation Committee; Member, Executive Committee; Member, Finance Committee | Chairman and Senior Executive, IAC/InterActiveCorp; Chairman and Senior Executive, Expedia, Inc. | IAC/InterActiveCorp<br>555 West 18th Street<br>New York, NY 10011                    |

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|                  |   |  |   |
|------------------|---|--|---|
| Thomas S. Gayner | Director;<br>Chairman,<br>Audit<br>Committee;<br>Member,<br>Finance<br>Committee          | President and<br>Chief Investment<br>Officer, Markel<br>Corporation                      | Markel Corporation<br>4521 Highwoods Parkway<br>Glenn Allen, VA 23060       |
| David Goldberg   | Director;<br>Member,<br>Finance<br>Committee  | Chief Executive<br>Officer,<br>SurveyMonkey  | SurveyMonkey<br>285 Hamilton Avenue<br>Suite 500<br>Palo Alto, CA 94301     |
| Anne M. Mulcahy  | Director;<br>Chairman,<br>Compensation<br>Committee;<br>Member,<br>Executive<br>Committee | Retired Chairman<br>of the Board and<br>Chief Executive<br>Officer, Xerox<br>Corporation | Graham Holdings Company<br>1150 15th Street, N.W.<br>Washington, D.C. 20071 |

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| Name                       | Position  | Present Principal Occupation  | Business Address  |
|----------------------------|---|---|---|
| Ronald L. Olson            | Director;<br>Member,<br>Executive<br>Committee    | Attorney, Member<br>of Munger, Tolles<br>& Olson LLP, a<br>law firm   | Munger, Tolles & Olson LLP<br>355 South Grand Avenue<br>35th Floor<br>Los Angeles, CA 90071 |
| Larry D. Thompson          | Director;<br>Member,<br>Compensation<br>Committee | Executive Vice<br>President,<br>Government<br>Affairs, General<br>Counsel and<br>Corporate<br>Secretary,<br>PepsiCo, Inc. | PepsiCo, Inc.<br>700 Anderson Hill Road<br>Purchase, New York 10577                         |
| G. Richard<br>Wagoner, Jr. | Director;<br>Member, Audit<br>Committee           | Retired Chairman<br>of the Board and<br>Chief Executive<br>Officer, General<br>Motors<br>Corporation                      | Graham Holdings Company<br>1150 15th Street, N.W.<br>Washington, D.C. 20071                 |
| Katharine<br>Weymouth      | Director;<br>Member,<br>Finance<br>Committee      | Chief Executive<br>Officer,<br>Washington Post<br>Media; Publisher,<br>The Washington<br>Post                             | The Washington Post<br>1150 15th Street, N.W.<br>Washington, D.C. 20071                     |

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SCHEDULE A

Executive Officers of Graham Holdings Company

| Name              | Position   |
|-------------------|--|
| Donald E. Graham  | Chairman of the Board of Directors and Chief Executive Officer |
| Wallace R. Cooney | Vice President-Finance and Chief Accounting Officer            |
| Veronica Dillon   | Senior Vice President, General Counsel and Secretary           |
| Hal S. Jones      | Senior Vice President-Finance and Chief Financial Officer      |
| Ann L. McDaniel   | Senior Vice President-Human Resources                          |
| Gerald M. Rosberg | Senior Vice President-Planning and Development                 |

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## SCHEDULE B

The following sets forth information regarding all transactions by the Company with respect to Issuer Common Stock during the past 60 days. All such transactions were effected in the open market.

| Date Sold | No. of Shares Sold | Average Sale Price (\$/Share)* | Transaction Type |
|-----------|--------------------|--------------------------------|------------------|
| 3/5/2014  | 318,218            | \$1.5538                       | Disposition      |
| 3/6/2014  | 285,936            | \$1.5500                       | Disposition      |
| 3/7/2014  | 111,146            | \$1.5501                       | Disposition      |
| 3/10/2014 | 274,774            | \$1.5500                       | Disposition      |
| 3/11/2014 | 91,724             | \$1.5600                       | Disposition      |

\*Average sale price excludes commissions.