

STRAYER EDUCATION INC
Form 10-K
February 27, 2007

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2006

Commission file number: 0-21039

STRAYER EDUCATION, INC.

(Exact name of registrant as specified in its charter)

MARYLAND

(State or other jurisdiction of
incorporation or organization)

52-1975978

(I.R.S. Employer Identification Number)

1100 Wilson Boulevard, Suite 2500, Arlington, VA 22209
(Address of principal executive offices)

REGISTRANT'S TELEPHONE NUMBER INCLUDING AREA CODE: (703) 247-2500

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

COMMON STOCK, \$.01 PAR VALUE
(Title of class)

THE NASDAQ STOCK MARKET LLC
(Name of each exchange on
which registered)

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT:

NONE

(Title of Class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act:
[X] Yes [] No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act: [] Yes [X] No

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Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the last 90 days. [X] Yes [] No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer" and "large accelerated filer" in Rule 12b-2 of the Exchange Act:

[X] Large accelerated filer [] Accelerated filer [] Non-accelerated filer

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act). [] Yes [X] No

The aggregate market value of the voting and non-voting common stock held by non-affiliates (computed by reference to the price at which the common stock was last sold) as of June 30, 2006, the last business day of the Registrant's most recently completed second fiscal quarter, was approximately \$1.4 billion.

The total number of shares of common stock outstanding as of January 31, 2007 was 14,293,584.

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the Registrant's Definitive Proxy Statement for its 2007 Annual Meeting of Stockholders (which is expected to be filed with the Commission within 120 days after the end of the Registrant's 2006 fiscal year) are incorporated by reference into Part III of this Report.

STRAYER EDUCATION, INC.

FORM 10-K

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PART I

CAUTIONARY NOTICE REGARDING FORWARD-LOOKING STATEMENTS:

This document and the documents incorporated by reference herein include “forward-looking statements,” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including, in particular, the statements about our plans, strategies and prospects under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business.” We have typically used the words “may,” “will,” “expect,” “believe,” “estimate,” “intend” and similar expressions in this document and the documents incorporated by reference herein to identify forward-looking statements. We have based these forward-looking statements on our current views with respect to future events and financial performance. Actual results could differ materially from those projected in the forward-looking statements. These forward-looking statements are subject to many risks, uncertainties and assumptions, including, among other things:

- the pace of growth of student enrollment;
- our continued compliance with Title IV of the Higher Education Act and the regulations thereunder, as well as state regulatory requirements and accrediting agency requirements;
- risks related to the timing of regulatory approvals;
- competitive factors;
- our ability to continue to implement our online growth strategy;
- risks associated with the opening of new campuses;

- risks associated with the offering of new educational programs and adapting to other program changes;
- risks associated with the acquisition of existing educational institutions; and
- general economic and market conditions.

You should not put undue reliance on any forward-looking statements. You should understand that many important factors, including those discussed under the headings “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and “Business,” could cause our results to differ materially from those expressed or suggested in any forward-looking statements. Further information about these and other relevant risks and uncertainties may be found in Item 1A below and elsewhere in this Annual Report on Form 10-K and in our other filings with the Securities and Exchange Commission. We undertake no obligation to update or revise forward-looking statements.

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Item 1. Business

Overview

Our company is a for-profit post-secondary education services corporation. Our mission is to make high quality, post-secondary education achievable and convenient for working adults in today’s economy. We work to fulfill this mission by offering a variety of academic programs through our wholly-owned subsidiary Strayer University, Inc., both in traditional classroom courses and through Strayer University Online. Strayer University prides itself on making post-secondary education accessible to working adults who were previously unable to take advantage of higher education opportunities.

Founded in 1892, Strayer University is an institution of higher learning that offers undergraduate and graduate degree programs in business administration, accounting, information technology, education, and public administration at 47 physical campuses in Pennsylvania, Delaware, Maryland, Washington, D.C., Virginia, North Carolina, South Carolina, Georgia, Tennessee, Florida, Alabama and Kentucky. As of December 31, 2006, we had more than 31,000 students enrolled in our programs. Strayer University is accredited by the Middle States Commission on Higher Education (“Middle States”), one of the six regional collegiate accrediting agencies recognized by the U.S. Secretary of Education. As part of its program offering, the University also offers classes via the Internet through Strayer University Online, providing its working adult students a flexible and convenient program offering over the Internet. Strayer University Online attracts students from around the country and throughout the world.

Over the last several years, we have experienced significant organic growth, expanding geographically by opening new campuses. Since our initial public offering in 1996, we have grown from eight campuses in one state and Washington, D.C., to 47 campuses in 11 states and Washington, D.C. Our goal is to serve the demand for adult education by opening new campuses in the promising areas in those states in which we currently operate physical campuses, and by expanding into contiguous states that exhibit strong demand for adult education in business and information technology programs. We have opened 33 of our campuses since the beginning of 2001 and currently plan to open eight campuses in 2007, including four already opened. We have also developed a robust online education program. Since receiving regulatory approval to offer our degree programs through Strayer University Online in 1997, our online programs have experienced rapid growth, with over 21,000 students enrolled in at least one class through Strayer University Online during the 2006 fall term.

In connection with our recapitalization in May 2001, we hired a new senior management team, made significant investments in information technology infrastructure to support planned growth in our online programs, and embarked on a long term program to open new campuses in areas where there is a strong demand for adult education. As a result of these efforts, between 2000 and 2006 our revenues grew 22% on a compound annual basis, as our revenues increased from \$78.2 million in 2000 to \$263.6 million in 2006. During the same period, diluted earnings per share grew at a compound annual rate of 17% (including the impact of stock-based compensation which we began recording in 2006), as we continued to invest heavily in our various initiatives to serve working adult students. For more information relating to our revenues, profits and total assets, please refer to ‘‘Management’s Discussion and Analysis of Financial Condition and Results of Operations’’ and our consolidated financial statements included elsewhere in this Annual Report on Form 10-K.

Industry Background and Outlook

The market for post-secondary education is large, growing and highly fragmented. The U.S. Bureau of Labor Statistics has reported that approximately 61 million working adults in the United States do not have more than a high school education and approximately 32 million people have some college experience but no degree. We believe that the demand for career-oriented, post-secondary education will continue to increase during the next several years as a result of demographic, economic and social trends, including:

- an increase in demand by employers for professional and skilled workers;

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- a projected 18% growth in the annual number of high school graduates from 2.8 million in 2000 to 3.3 million in 2010;
- the significant and measurable income premium attributable to post-secondary education; and
- budgetary constraints at traditional colleges and universities.

The adult education market is a significant and growing component of the post-secondary education market. We believe that the market for post-secondary adult education should continue to increase as working adults seek additional education and training to update and improve their skills in order to enhance their earnings potential and to keep pace with the increasing demands of a knowledge-based economy. In addition, we believe that many working adults will seek regionally accredited degree programs that provide flexibility to accommodate the fixed schedules and time commitments associated with their professional, family and personal obligations.

In addition to Strayer, there are currently several hundred not-for-profit universities, several public companies and numerous smaller private companies operating in the post-secondary education market in which we operate.

Company Strengths

We have a 115-year operating history and a track record of providing practical and convenient education programs for working adults. We believe the following strengths position us to capitalize on the growing demand for post-secondary education among working adults:

- Consistent operating history. We have been in continuous operation since 1892 and have demonstrated an ability to operate consistently and grow profitably. Our enrollment and revenue have grown each year since our initial public offering in 1996.

-

Practical and diversified curricula. We offer core curricula in stable, high-demand areas of adult education. In order to keep pace with a changing knowledge-based economy, we constantly strive to meet the evolving needs of our working adult students and their employers by regularly refining and updating our existing educational programs. Additionally, we replicate programs that are successful in a given campus at additional locations throughout our network of campuses. Strayer University currently offers 85 different degree, diploma and certificate programs, including emphases and concentrations, to its students.

- Focus on working adults pursuing degree programs. We focus on helping working adults pursue college degrees in order to advance their career and employment opportunities. We believe this is an attractive market within the post-secondary education sector due to the growing number of adult students enrolling in post-secondary education programs and the highly motivated nature of adult students. We consider adult students to be our primary customers, with the various business and government organizations that provide tuition assistance to their employees as our secondary customers. In addition, we believe that the structure of our curriculum, featuring associate, bachelor's and graduate-level degree programs, encourages students to continue their education and results in extended periods of student enrollment which positively impacts the visibility and predictability of our future revenues. Approximately 93% of our students were enrolled in degree programs for the 2006 fall term.
- Flexible program offerings. We maintain flexible quarterly programs that allow working adult students to attend classes and complete coursework on a convenient evening and weekend schedule throughout the calendar year. Additionally, we developed Strayer University Online to enable students to pursue a degree partially or entirely online, thereby increasing the convenience, accessibility and flexibility of our educational programs. Approximately 69% of our students enrolled for the 2006 fall term were taking at least one course through Strayer University Online. We believe that these flexible offerings distinguish us from many traditional universities that currently do not effectively address the special requirements of working adults.

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- Attractive and convenient campus locations. Our campuses are located in growing metropolitan areas in the Mid-Atlantic and Southern regions where there are large populations of working adults with demographic characteristics similar to those of our typical students. Strayer University's campuses are attractive and modern, offering conducive learning environments in convenient locations.
- Established brand name and alumni support. With a 115-year operating history, Strayer University is an established brand name in post-secondary adult education, and our students and graduates work throughout corporate America. Our alumni network fosters additional recruitment opportunities for students.
- Strong owner-oriented management team. In connection with our recapitalization in 2001, we developed a new growth strategy and hired a new senior management team to implement this strategy. As described below, under the leadership of Robert S. Silberman, our Chairman and Chief Executive Officer, we embarked on various initiatives to serve the working adult market by expanding our campuses and developing an online learning platform. In addition, all of our senior officers have made investments in Strayer through outright share purchases, in addition to any compensatory stock awards.

Company Strategy

Our goal is to be a leading, nationwide provider of high quality post-secondary education programs for working adults primarily in the areas of business administration, accounting and information technology. We have identified the following factors as key to executing our growth strategy:

- Maintain stable enrollment in our mature markets. We have 25 mature campuses (those in operation for more than three years) out of a total number of 47 campuses (including two new campuses opened for the 2007 winter term in Louisville and Lexington, Kentucky and two new campuses opened for the 2007 spring term in Orlando, Florida). Over the last five years, average enrollment at our mature campuses has remained stable, while tuition has increased approximately 5% per year. Our goal is to maintain stable campus enrollments in our mature markets, while increasing revenues by continuing market-based tuition increases.
- Open new campuses. Our goal is to open new campuses every year by filling out the promising areas in those states in which we currently operate physical campuses and by expanding into contiguous states that exhibit strong demand for adult education in business and information technology programs. We believe this strategy will leverage our existing investment in curriculum, management and marketing infrastructure. Since our initial public offering in 1996, we have grown from eight campuses to 47 campuses while expanding into 11 states and Washington, D.C. The Company has opened 33 new campuses since the beginning of 2001. These campuses are set forth in the table below:

New Campuses Opened
(since the beginning of 2001)

2001

Baltimore, Maryland (Owings Mills Campus)
Norfolk, Virginia (Chesapeake Campus)
Norfolk, Virginia (Newport News Campus)

2002

Charlotte, North Carolina (North Charlotte Campus)
Charlotte, North Carolina (South Charlotte Campus)
Raleigh-Durham, North Carolina (Cary Campus)

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2003

Memphis, Tennessee (Thousand Oaks Campus)
Nashville, Tennessee
Raleigh-Durham, North Carolina (North Raleigh Campus)
Philadelphia, Pennsylvania (Lower Bucks Campus)
Philadelphia, Pennsylvania (Delaware County Campus)

2004

Greenville, South Carolina
Memphis, Tennessee (Shelby Oaks Campus)
Atlanta, Georgia (Cobb County Campus)
Atlanta, Georgia (Chamblee Campus)
Philadelphia, Pennsylvania (King of Prussia Campus)

2005

Tampa, Florida (Tampa East Campus)
Tampa, Florida (Tampa West Campus)
Greensboro, North Carolina
Columbia, South Carolina
Atlanta, Georgia (Morrow Campus)

2006

Wilmington, Delaware
Philadelphia, Pennsylvania (Center City Campus)
Pittsburgh, Pennsylvania (Penn Center West Campus)
Pittsburgh, Pennsylvania (Cranberry Woods Campus)
Norfolk, Virginia (Virginia Beach Campus)
Atlanta, Georgia (Roswell Campus)
Charleston, South Carolina
Birmingham, Alabama

2007

Louisville, Kentucky
Lexington, Kentucky
Orlando, Florida (Maitland Campus)
Orlando, Florida (Orlando East Campus)

In 2007, we plan to open a total of eight new campuses. Two of the planned new campuses were opened in Lexington and Louisville, Kentucky for the 2007 winter term. Another two campuses have been opened in Orlando, Florida for the 2007 spring term. The locations of the remaining four campuses planned for this year will be announced after all necessary regulatory approvals are obtained.

We continue to apply to operate in other states adjacent to our current operating region and expect to pursue approvals in those states and open campuses in favorable demographic locations in such states as part of our multi-year expansion plan, with our ultimate goal to become a nationwide university.

- Expand Strayer University Online. We actively market Strayer University Online to U.S. students throughout all 50 states and to international students on a global basis. Strayer University Online has demonstrated its success with both asynchronous (“on demand”) and synchronous (“real time”) course offerings that are favored by working adult students because of their quality and convenience. We believe that the added flexibility of being able to offer both traditional and online courses allows us to better serve our working adult students. Due to the convenience and flexibility of online teaching, particularly in the

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asynchronous format, this medium has rapidly grown in acceptance and is expected to continue to enjoy rapid growth. There were over 21,000 students taking at least one online course for the 2006 fall term. We intend to make additional investments in Strayer University Online to support the continued strong growth in this area.

- Develop corporate/institutional alliances. We believe we are well positioned to pursue significant opportunities in the large corporate/institutional market. Our convenient evening, weekend and online courses provide an attractive solution for the education and training needs of employers and their employees. We currently have employer agreements or billing arrangements of various types with many corporations and government organizations, including Bank of America, FedEx Inc., Lockheed Martin, Northrop Grumman, SAIC, Sodexo USA, UPS, United States Postal Service, Verizon, Verizon Wireless and Wachovia. We are actively working with other corporations and institutions to increase the number of such arrangements and to further develop existing relationships. These relationships, once established, provide an ongoing source of new and continuing students obtained at lower marketing costs.
- Optimize the use of stockholders' capital. We compare all uses of our capital (including but not limited to organic growth investments, acquisitions, share repurchases and dividends) in terms of return on our owners' capital and enhancing shareholder value. In 2006, we repurchased shares of our common stock and increased our common stock dividend. We periodically evaluate opportunities to acquire other providers of post-secondary education. We have no current commitments with regard to potential acquisitions.

Strayer University

Curriculum

Strayer University offers information technology and business-oriented curricula to equip students with specialized and practical knowledge and skills for careers in business, industry and government. Our Academic Curriculum Committee regularly reviews and revises the University's course offerings to improve the educational programs and respond to competitive changes in job markets. In 1993, Strayer University formed a Curriculum Advisory Board. The composition of the Curriculum Advisory Board varies over time, but typically consists of Strayer University faculty and representatives from private and government employers. Strayer University uses advice from the Curriculum Advisory Board to make decisions about curriculum development, resource allocation and faculty appointments. We regularly evaluate new programs and degrees to ensure that we stay current with the needs of our students and their employers.

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Strayer University offers programs in the following areas:

Graduate Programs

Undergraduate Programs

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- Master of Business Administration (M.B.A.) Degree
- Master of Education (M.Ed.) Degree
- Master of Health Services Administration (M.H.S.A.) Degree
- Master of Public Administration (M.P.A.) Degree
- Master of Science (M.S.) Degree
Information Systems
(with multiple concentrations)
- Bachelor of Science (B.S.) Degree
Accounting
Information Systems
(with multiple concentrations)*
Economics
- Bachelor of Business Administration (B.B.A.) Degree
- Associate in Arts (A.A.) Degree
Accounting
Acquisition and Contract Management
Business Administration
Information Systems
(with multiple concentrations)
Economics
General Studies
Marketing
- Executive Graduate Certificate Programs
Business Administration
Information Systems
Professional Accounting
- Diploma Programs
Accounting
Acquisition and Contract Management
Information Systems
(with multiple concentrations)
- Undergraduate Certificate Programs
Accounting
Business Administration
Information Systems

*In 2006, Strayer University redesigned its Information Systems programs, aligning the curriculum under one standard program with multiple concentrations. In doing so, Strayer University expanded its offerings to new concentrations including Computer Security, Database Developer, Homeland Security and Information Systems, Security Administration and Web Development.

Each undergraduate degree program includes courses in oral and written communication skills as well as mathematics and various disciplines in the humanities and social sciences. In addition to our degree, diploma and certificate programs, we offer classes to non-degree and non-program students wishing to take courses for personal or professional enrichment.

Although all of our programs are generally offered at each campus, the University adapts its course offerings to the demands of the student population at each location. Strayer University students may enroll in courses at more than one campus and take courses online.

Strayer University structures its curricula to allow students to advance sequentially from one learning level to another by applying credits earned in one program toward attainment of a more advanced degree. For example, a student originally pursuing a diploma in computer information systems can extend his or her original educational objective by taking additional courses leading to an associate's degree in computer information systems, a bachelor's degree in computer information systems, and ultimately a master's degree in computer information systems. This curriculum design provides students a level of competency and a measure of attainment in the event they interrupt their education or choose to work in their field of concentration prior to obtaining their final degree.

Strayer University Online

In August 1997, we began operating Strayer University Online. Through Strayer University Online, the University offers courses and degree programs via the Internet using both synchronous

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(“real time”) and asynchronous (“on demand”) approaches to online learning. The asynchronous format was first introduced by the University in the summer 2001 quarter and has grown rapidly due to increasing demand. Students may take all of their courses solely through Strayer University Online or may take online courses as a supplement to traditional, site-based courses. A student taking classes through Strayer University Online has the same admission and financial aid requirements, policies and procedures and receives the same student services as other Strayer University students. Tuition for Strayer University Online courses is the same as for campus courses. During the fall 2006 quarter, Strayer University had over 21,000 students participating in its online programs, approximately 18,000 of whom took classes solely through Strayer University Online.

Faculty

Strayer University seeks to appoint faculty who hold appropriate academic credentials, are dedicated, active professionals in their field and are enthusiastic and committed to teaching working adults. In accordance with our educational mission, the University faculty focuses its efforts on teaching. The normal course load for a full-time faculty member is four courses per quarter for each of three quarters, or 12 courses per academic year. Strayer University requires full-time faculty members to provide eight hours per week of student academic counseling and other student support services.

We provide financial support for faculty members seeking to update their skills and knowledge. Strayer University maintains a tuition plan that typically reimburses instructors enrolled in advanced degree programs for 75% of the tuition for one new course per term when taken at institutions other than Strayer. Full-time faculty (and all other employees) receive a 90% discount for all Strayer courses. The University also conducts annual in-house faculty workshops in each discipline. We believe that our dedicated and capable faculty is one of the keys to our success.

Organization of Strayer University

The University’s annual financial budget and overall academic and business decisions are directed by its Board of Trustees. The Board of Trustees consists of Dr. Charlotte F. Beason, Chairwoman of the Board of Trustees, and nine other members. The University By-Laws prescribe that a majority of voting members be unaffiliated with either University management or Strayer Education, Inc. to assure independent oversight of all academic programs and services consistent with Middle States requirements. With the exception of the University President, all of our trustees are independent, non-management members. The current Board of Trustees members are listed below:

Board of Trustees

Dr. Charlotte F. Beason

Dr. Beason is the Chairwoman of the Board of Trustees. She has served as a member of the Board of Trustees since 1996. She has extensive experience in education, distance learning, and the accreditation of education programs. (See Directors and Executive Officers in Item 10 below for additional biographical information.)

Mr. Daniel R. Abbasi

Mr. Abbasi has served as a member of the Board of Trustees since 2005. He is Director of Mission Point Capital Partners, a private equity firm specializing in clean energy. Previously, Mr. Abbasi was Associate Dean of the Yale School of Forestry and Environmental Studies, where he remains affiliated as an advisor. In addition, he has also held management positions with Kaplan, Inc., Etrana, Inc., Time Warner, the U.S. Environmental Protection Agency and the Stanford Center on International Conflict and Negotiation. Mr. Abbasi holds a bachelor's degree in government and an MBA, both from Harvard University. Mr. Abbasi also holds a master's degree in political science from Stanford University.

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Mr. Dennis H. Blumer

Mr. Blumer was elected to the Board of Trustees in 2007. He served as Vice President and General Counsel of The George Washington University in Washington, D.C., from 1995 until his retirement in 2007. He has more than 40 years of experience in higher education including previously serving as Executive Assistant to the President of the University of Maryland, College Park and in a similar capacity at the University of Wisconsin. Mr. Blumer holds a bachelor's degree in history and a juris doctorate degree from Yale University.

Mr. Roland Carey

Mr. Carey has served as a member of the Board of Trustees since 1990. He served for 23 years as a U.S. Army Officer in the specialties of Air Defense Missile Evaluation and Military Education. He retired in 1986 as a Lieutenant Colonel. Mr. Carey served 11 years as a mathematics instructor and as an Intervention Program Coordinator with Fairfax County Public Schools. Mr. Carey holds a bachelor's degree in mathematics from Florida A&M University and a master's degree in educational leadership from George Mason University.

Mr. Todd A. Milano

Mr. Milano has served as a member of the Board of Trustees since 1992 and has more than 30 years of experience in post-secondary education. Since 1989, he has served as President of Central Pennsylvania College near Harrisburg, Pennsylvania. (See Directors and Executive Officers in Item 10 below for additional biographical information.)

Dr. William C. Reha, MD

Dr. Reha was elected to the Board of Trustees in 2007. He is a Board certified urologist and surgeon affiliated with Potomac Hospital in Woodbridge, Virginia. Dr. Reha is active in Strayer University alumni affairs and is the 2005

Outstanding Alumni Award winner. He holds a bachelor's degree in biochemistry from Binghamton University, an M.D. from New York Medical College, and an MBA from Strayer University.

Dr. Peter D. Salins

Dr. Salins has served as a member of the Board of Trustees since 2002. Having served as Provost and Vice Chancellor for Academic Affairs of the State University of New York (SUNY) system from 1997 to 2006, he is currently University Professor of Political Science at SUNY's Stony Brook University. Dr. Salins also serves on the Boards of the Research Foundation of SUNY, the Lavanburg Foundation, and the Citizens Housing and Planning Council of New York. Dr. Salins holds a bachelor's degree in architecture and a doctorate in regional planning, both from Syracuse University.

Dr. Donald R. Stoddard*

Dr. Stoddard has served as a member of the Board of Trustees since 1996. He served as President of Strayer University from 1997 to 2002. His background includes university teaching, higher education administration, and a Fulbright Lectureship in Romania. Dr. Stoddard holds a bachelor's degree in business administration and a master's degree in English, both from Northeastern University. He also holds a doctorate in English from the University of Pennsylvania.

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Dr. J. Chris Toe*

Dr. Toe has served as a member of the Board of Trustees since 2003. He served as President of Strayer University from 2003 to April 2006. Dr. Toe now serves as the Minister of Agriculture for the Republic of Liberia.

Mr. G. Thomas Waite, III

Mr. Waite has been a member of the Board of Trustees since 1996. Mr. Waite is the Treasurer and Chief Financial Officer of the Humane Society of the United States. (See Directors and Executive Officers in Item 10 below for additional biographical information.)

*non-voting member

Within the academic, strategic and financial parameters set by the Board of Trustees, the University is managed on a daily basis by the University President. The President is charged with the responsibility of overseeing the implementation of the policies established by the Board of Trustees and is supported in this function by senior administrative officers, including the Provost. The majority of the University's operations are centralized within the President's office or the University's senior administrative staff offices, such as faculty development, curriculum development, library administration, student records, student affairs, accounting and auditing, human resources, operations, marketing, public relations, facilities, information technology, and regulatory compliance, including oversight of the University's participation in federal financial aid programs.

Within this centralized structure is a division of responsibilities into two broad categories: academics and business operations. For the academic functions, the President is supported by the Provost and oversees a group of senior administrative deans including the Dean of Student Affairs, the Director of Libraries, and the Dean of Institutional Research and Assessment. The President is also responsible for the general curriculum, University policies, as well as many regulatory compliance matters and student affairs. The Provost is responsible for implementing academic policies and programs of the University, including the supervision of the Academic Deans, Director of Programs and the Dean of Academic Development and Training.

On the business operations side, the President works closely with the chief operating officer, who is responsible for ensuring that campus and online operations meet the annual University budget and financial goals established by the Board of Trustees. These duties include the supervision of four Regional Directors (who in turn are responsible for business operations at campuses within their regions of responsibility) and addressing issues associated with the physical plant at each facility (e.g. HVAC, campus security, etc.). Other senior administrative officers also support the President in areas such as legal compliance, accounting and auditing, computer technology, insurance and human resources.

University Senior Management

Dr. Joel O. Nwagbaraocha – Interim University President, Provost, and Chief Academic Officer

Randi S. Reich – Senior Vice President – Academic Administration

Patricia Ardoline-Pellicci – Vice President – Operations

Daniel W. Jackson – Vice President – Operations

James F. McCoy – Vice President – Operations

Reginald Rainey – Vice President – Operations

Biographical information regarding the above senior members of University management is set forth in Item 10 below.

Similarly, at the campus level, the day-to-day business operations are managed by a Campus Director and the academic functions are overseen by a Campus Dean. Each campus is staffed with

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personnel performing instructional, admissions, academic advising, financial aid, student services and career development functions. A learning resource center at each campus supports the University's instructional programs. Each learning resource center contains a library and computer laboratories and is operated by a full-time manager and support staff who assist students in the use of research resources.

Strayer Education, Inc. Executive Officers

For a description of Strayer Education, Inc.'s senior management, see the biographical information set forth in Item 10 below.

Marketing

To generate interest among potential students, we engage in a broad range of activities to inform the working adult public and their employers about the programs we offer. These activities include direct mail, Internet marketing, marketing to our existing students and graduates, print and broadcast advertising, student referrals, and corporate and government outreach activities. Direct response methods (direct mail and Internet advertising) are used to generate inquiries from potential students. Strayer University maintains booths and information tables at appropriate conferences and expos, as well as at transfer days at community colleges. Through our business-to-business outreach efforts, we market our programs to corporations with personal sales calls, distribution of information through corporate intranets and human resource departments and on-site information meetings. We implement a continuous marketing strategy to record inquiries in our database and track them through to application and registration. Additionally, we market information about new programs and new locations to students and alumni to encourage them to return for further education.

Student Profile

The majority of Strayer University students are working adults completing their first college degree to improve their job skills and advance their careers. Of the students enrolled in Strayer University's programs at the beginning of the 2006 fall quarter, approximately 63% were age 31 or older and approximately 78% were engaged in part-time study (fewer than three courses each quarter). In the 2006 fall quarter, our students registered for an average of 8.3 course credits (about two classes per student).

Strayer University has a very diverse student population. At the beginning of the 2006 fall quarter, approximately 65% of students were minorities and approximately 64% of students were women. Approximately 6% of the University's students were international, including those taking courses through Strayer University Online. Approximately 4% of the University's students are active duty military personnel. Strayer University prides itself on making post-secondary education accessible to working adults who missed or were previously unable to take advantage of educational opportunities.

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The following is a breakdown of our students by program level as of the 2006 fall quarter:

Program	Number of students	Percentage of total students
Bachelor's	17,172	55
Master's	8,310	27
Associate	3,593	11
Total Degree	29,075	93

Diploma	317	1
Undergraduate Certificate	157	*
Graduate Certificate	152	*
Undeclared	1,671	5
Total Non-Degree	2,297	7
Total Students	31,372	100

*Represents less than 1%.

Our business is seasonal and as a result, our quarterly results of operations tend to vary within a year due to student enrollment patterns. Enrollment generally is highest in the fourth quarter, or fall term, and lowest in the third quarter, or summer term.

Student Admissions

Students attending Strayer University's undergraduate programs must possess a high school diploma or a General Educational Development (GED) Certificate. Students attending Strayer University's graduate programs must have a bachelor's degree from an accredited institution and meet certain other requirements. If a student's undergraduate major varies widely from the student's proposed graduate course of study, certain undergraduate prerequisite courses may also be necessary for admission.

International students applying for admission must meet the same admission requirements as other students. Those students whose native language is not English must provide evidence that they are able to use the English language with sufficient facility to perform college-level work in an English-speaking institution.

Tuition and Fees

Strayer charges tuition by the course. Each course is 4.5 credit hours. As of January 1, 2007, undergraduate full-time students are charged \$1,280 per course. Undergraduate part-time students are charged \$1,355 per course. Courses in graduate programs are charged at the rate of \$1,730 per course. Accordingly, a full-time student seeking to obtain a bachelor's degree in four years currently would pay approximately \$13,000 per year in tuition. Strayer University implemented a tuition price increase of approximately 5% per course effective January 1, 2007, which is reflected in the above tuition rates. Under a variety of different programs, Strayer University offers scholarships and tuition discounts to active duty military students and in connection with various corporate and government sponsorship and tuition reimbursement arrangements.

Alternative Loan Program

The Company is no longer in the business of long-term lending to its students. From 1995 to 2003, Strayer University managed a self-funded, long-term student loan program for eligible students as an alternative to government sponsored loans. Education Loan Processing, Inc., a wholly-owned subsidiary, administered this program for Strayer University. In the fourth quarter of 2003, the Company sold its student loan portfolio for approximately \$10 million. The Company believed that its students could be better served by professional lenders, and that the Company could avoid balance sheet risk associated with long-term lending by selling its portfolio to an established banking entity.

During 2004 and 2005, the Company originated loans which it immediately divested to a long-term lender. Now, almost all of the new private loans utilized by its students are obtained directly by the students from third party lenders without being originated by the Company.

Career Development Services

Although most of Strayer University's students are adults who are already employed, the University actively assists its students and alumni with job placement and other career-related matters through career development offices in each region where the University has campuses. Strayer's career development personnel conduct workshops on employment-related topics (including resume preparation, interviewing techniques and job search strategies), maintain job listings, arrange campus interviews by employers and provide other placement assistance. Strayer University sponsors career fairs in the fall and spring quarters for students and alumni to discuss career opportunities with companies and governmental agencies.

We regularly conduct alumni surveys to monitor the career progression of our graduates and to support outcomes assessment efforts required by Middle States and state regulators.

Employees

As of December 31, 2006, Strayer University employed 1,067 faculty members, of whom 141 were full-time and 926 were part-time. Full-time faculty members teach on average 4-5 courses per quarter compared to adjunct faculty who normally teach one course per quarter. The University also employed 1,110 non-faculty staff in information systems, financial aid, recruitment and admissions, student administration, marketing and human resources, corporate accounting and other administrative functions. Of the University's non-faculty staff, 956 were employed full-time and 154 were employed part-time.

Intellectual Property

In the ordinary course of its business, Strayer develops many kinds of intellectual property that are or will be the subject of copyright, trademark, service mark, patent, trade secret or other protections. Such intellectual property includes Strayer's courseware materials for classes taught via the Internet or other distance-learning means and business know-how and internal processes and procedures developed to respond to the requirements of its operations and various education regulatory agencies. Strayer also claims a common law right to the mark "STRAYER" for educational services and has obtained federal registration of the mark.

Regulation

Regulatory Environment

The Higher Education Act of 1965, as amended (the "Higher Education Act"), and the regulations promulgated thereunder require all higher education institutions that participate in the various financial aid programs under Title IV of the Higher Education Act ("Title IV programs"), including Strayer University, both to comply with detailed substantive and reporting requirements and to undergo periodic regulatory scrutiny. The Higher Education Act mandates specific regulatory responsibility for each of the following components of the higher education regulatory triad: (1) the federal government through the U.S. Department of Education ("Department of Education"); (2) the institutional accrediting agencies recognized by the U.S. Secretary of Education ("Secretary of Education") and (3) state education regulatory bodies. The regulations, standards and policies of these regulatory agencies are subject to change.

Accreditation

Strayer University has been institutionally accredited since 1981 by Middle States, a regional accrediting agency recognized by the U.S. Secretary of Education with respect to the accreditation of

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institutions in its region and distance education programs offered by those institutions. Accreditation is a system for recognizing educational institutions and their programs for performance, integrity, educational quality, faculty, physical resources, administrative capability and financial stability that entitles them to the confidence of the educational community and the public. In the United States, this recognition comes primarily through private voluntary associations of institutions and programs of higher education. These associations establish criteria for accreditation, conduct peer-review evaluations of institutions and professional programs for accreditation and publicly designate those institutions that meet their criteria. Accredited schools are subject to periodic review by accrediting bodies to determine whether such schools maintain the performance, integrity and quality required for accreditation.

As with all its regulatory relationships, Strayer University strives to maintain close contact with, and provide frequent status updates to Middle States. This regular contact keeps Middle States informed of the University's planned activities and ensures that the University's performance continues to meet Middle States' expectations. To this end, Strayer University is committed to periodically evaluating its own performance and submitting self-study reports to Middle States and making any necessary improvements to continue meeting Middle States' accreditation standards as the University grows and expands geographically. If an institution's performance were ever not to meet its accrediting agency's (or other regulator's) expectations or failed to meet applicable standards, then its operations could be conditioned, or severely constrained or even curtailed, depending on the severity of the non-compliance. Accordingly, Strayer University endeavors to proactively keep Middle States (and all of its other regulators) fully informed and satisfied with its performance and thereby strives to maintain good regulatory relationships as a key University priority.

Middle States is the same accrediting agency that grants institutional accreditation to other degree-granting public and private colleges and universities in its region (including Delaware, Washington, D.C., Maryland, New Jersey, New York, Pennsylvania, Puerto Rico and U.S. Virgin Islands) and distance education programs offered by those institutions. Accreditation by Middle States is an important attribute of Strayer University. Colleges and universities depend on accreditation in evaluating transfers of credit and applications to graduate schools. Employers rely on the accredited status of institutions when evaluating a candidate's credentials, and students and corporate and government sponsors under tuition reimbursement programs look to accreditation for assurance that an institution maintains quality educational standards. Moreover, institutional accreditation is necessary to qualify for eligibility to participate in federal student financial assistance programs.

Strayer University is accredited by Middle States through 2011. In 2006, Strayer University completed a voluntary comprehensive self study report, which was submitted to Middle States to support Strayer University's request for early reaffirmation of accreditation prior to Middle States' scheduled accreditation review in 2011. The Company's objective is to provide a high quality post-secondary education to working adult students, and participation in academic peer review processes is an important way to help meet that objective.

Middle States reviewed Strayer University's report and on November 16, 2006, requested additional information on the implementation of three proposed improvements: changes to Strayer University's bylaws to address best practices in governance in higher education, hiring of additional full-time faculty, and testing procedures to assess core competencies of incoming students. Strayer University will file a follow up report with Middle States by March 1,

2007 to confirm implementation of the actions the University has taken. Strayer University's status as an accredited institution remains unchanged as a result of Middle States' review, and Strayer University anticipates it will receive early re-accreditation approval by June 2007.

In November 2006, Middle States also approved the University's two new campuses in Kentucky, which opened for the 2007 winter term, as well as two new campuses in the Orlando, Florida market that the University opened for the 2007 spring term. All of Strayer University's new campus locations require Middle States approval, and Middle States has indicated that it will review the remainder of the University's planned 2007 openings following successful completion of the reaffirmation process.

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In 2000, the agencies that accredit higher education institutions in various regions of the United States adopted a "Policy Statement on Evaluation of Institutions Operating Interregionally." Under that policy, both the "home" regional accreditor and the "host" regional accreditor cooperate to evaluate an institution that delivers education at a physical site in the host accreditor's region. Although the home region is solely responsible for final accreditation actions, as we open campuses in regions outside Middle States' region, the host regional accreditors may elect to participate in the accreditation process of such expansion operations.

State Education Licensure

We are authorized to offer our programs, including those offered through Strayer University Online, by the applicable educational regulatory agencies in all states where our campuses and Strayer University Online facilities are located. We are dependent upon the authorization of each state where we are physically located to allow us to operate and to grant degrees or diplomas to students in those states. We are subject to extensive regulation in each of the 12 jurisdictions (Pennsylvania, Delaware, Maryland, Washington, D.C., Virginia, North Carolina, South Carolina, Tennessee, Georgia, Kentucky, Alabama and Florida) in which we currently maintain or are authorized to maintain campuses and in which we are authorized to offer educational programs, and we will be subject to similar extensive regulation in those additional states in which we may expand our operations in the future. State laws and regulations affect our operations and may limit our ability to introduce educational programs or establish new campuses. We are required by the Higher Education Act to maintain appropriate state education licensure in each state where we maintain a campus that participates in Title IV programs.

The increasing popularity and use of the Internet and other online services for the delivery of education has led and may lead to the adoption of new laws and regulatory practices in the United States or foreign countries or to the interpretation of the application of existing laws and regulations to such services. These new laws and interpretations may relate to issues such as the requirement that online education institutions be licensed as a school in one or more jurisdictions where they have no physical location. New laws, regulations, or interpretations related to doing business over the Internet could increase Strayer University Online's cost of doing business, affect its ability to increase enrollments and revenues, or otherwise have a material adverse effect on our business.

Other Approvals

We are approved by appropriate authorities for the education of veterans and members of the selective reserve and their dependents, as well as for the rehabilitation of handicapped veterans. In addition, we are authorized by the U.S. Department of Homeland Security to admit foreign students for study in the United States subject to applicable

requirements. The U.S. Department of Homeland Security, working with the U.S. Department of State, has implemented a mandatory electronic reporting system for schools that enroll foreign students and exchange visitors.

Financing Student Education

Students finance their Strayer University education in a variety of ways. A significant number of students utilize federal financial aid. In the 2006 fall term, approximately 57% of Strayer University's students participated in one or more Title IV programs, the same as in the 2005 fall term. In addition, many of our working adult students finance their own education or receive full or partial tuition reimbursement from their employers. Congress has enacted several tax credits for students pursuing higher education and has provided for a tax deduction for interest on student loans and exclusions from income of certain tuition reimbursement amounts.

Our financial aid programs are designed to assist eligible students whose financial resources are inadequate to meet the cost of education. Aid is awarded on the basis of financial need, generally defined under the Higher Education Act as the difference between the cost of attending a program of study and the amount a student reasonably can be expected to contribute to those expenses. All recipients of financial aid must maintain a satisfactory grade point average and progress in a timely manner toward completion of a program of study.

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The 1998 amendments to the Higher Education Act that took effect on October 7, 2000, address an institution's return-of-funds policy with regard to Title IV programs. The Higher Education Reconciliation Act of 2005, which amended the Higher Education Act and generally took effect on July 1, 2006, also addresses return-of-funds to Title IV programs. Under the Higher Education Act's return-of-funds provision, the institution must first determine the amount of Title IV program funds that the student "earned." If the student withdraws during the first 60% of any period of enrollment or payment period, the amount of Title IV program funds that the student earned is equal to a pro rata portion of the funds for which the student would otherwise be eligible. If the student withdraws after the 60% point, then the student has earned 100% of the Title IV program funds. The institution must return to the appropriate Title IV programs, in a specified order and excluding the Federal Work-Study Program and certain other federal financial assistance programs, the lesser of the unearned Title IV program funds or the institutional charges incurred by the student for the period multiplied by the percentage of unearned Title IV program funds. An institution must return the funds no later than 45 days after the date of the institution's determination that a student withdrew. If such payments are not timely made, an institution may be subject to adverse action, including being required to submit a letter of credit equal to 25% of the refunds the institution should have made in its most recently completed fiscal year. In July 2006, the University issued the Department of Education an unsecured letter of credit in the amount of \$938,000, which expires in July 2007, in connection with this regulation.

Title IV Programs

Strayer University maintains eligibility for its students to participate in the following Title IV programs:

- Federal Pell Grants. Grants under the Federal Pell Grant ("Pell") program are available to eligible students based on financial need and other factors.
- Campus-Based Programs. The "campus-based" Title IV programs include the Federal Supplemental Educational Opportunity Grant program, the Federal Work-Study program and

the Federal Perkins Loan (“Perkins”) program.

- Federal Family Education Loans. Pursuant to the Federal Family Education Loan Program (the “FFEL Program”), which currently includes the Federal Stafford Loan (“Stafford”) program, the Federal Parent Loan for Undergraduate Students (“PLUS”) program (which beginning on July 1, 2006 provides for making loans to graduate and professional students as well as to parents of dependent undergraduate students), and the Federal Consolidation Loan Program, students and their parents can obtain from lending institutions subsidized and unsubsidized student loans, which are guaranteed by a guaranty agency and ultimately by the federal government. Students who demonstrate financial need may qualify for a subsidized Stafford loan. With a subsidized Stafford loan, the federal government will pay the interest on the loan while the student is in school and during any approved periods of deferment, until the student’s obligation to repay the loan begins. Unsubsidized Stafford loans are available to students who do not qualify for a subsidized Stafford loan or, in some cases, in addition to a subsidized Stafford loan.
- Federal Direct Student Loans. Under the William D. Ford Federal Direct Loan Program (the “Direct Loan Program”), the Department of Education makes loans directly to students rather than guaranteeing loans made by lending institutions. Strayer University has not originated any loans under this program, but utilizes other Title IV loan programs.

Other Financial Aid Programs

Eligible students at Strayer University may also participate in educational assistance programs administered by the U.S. Department of Veterans Affairs, the U.S. Department of Defense, the District of Columbia, the State of Pennsylvania, and private organizations.

Financial Aid Regulation

To be eligible to participate in Title IV programs, Strayer University must comply with specific standards and procedures set forth in the Higher Education Act and the regulations issued thereunder

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by the Department of Education. An institution must, among other things, be authorized by each state within which it is physically located to offer its educational programs and maintain institutional accreditation by a recognized accrediting agency. The institution also must be certified by the Department of Education to participate in Title IV programs, based on a determination that, among other things, the institution meets certain standards of administrative capability and financial responsibility. For purposes of the Title IV programs, Strayer University and all of its campuses are considered to be a single “institution of higher education” so that Department of Education requirements applicable to an “institution of higher education” are generally applied to all of Strayer University’s campuses in the aggregate rather than on an individual basis. Strayer University and each of its campuses are currently certified to participate in Title IV programs.

Congress reauthorizes the Higher Education Act approximately every five to six years. Congress most recently comprehensively reauthorized the Higher Education Act in 1998. On February 8, 2006, President Bush signed the Deficit Reduction Act of 2005 which includes the Higher Education Reconciliation Act of 2005. Among other measures, the Higher Education Reconciliation Act reauthorizes the Higher Education Act with respect to the federal

guaranteed student loan program. On September 30, 2006, President Bush signed the Third Higher Education Extension Act to extend to June 30, 2007 the other programs authorized by the Higher Education Act. Congress is expected to consider reauthorization of those programs in 2007. In addition, Congress reviews and determines appropriations for Title IV programs on an annual basis. An elimination of certain Title IV programs, a reduction in federal funding levels of such programs, material changes in the requirements for participation in such programs, or the substitution of materially different programs could reduce the ability of certain students to finance their education. This, in turn, could lead to lower enrollments at Strayer University or require Strayer University to increase its reliance upon alternative sources of student financial aid. Given the significant percentage of Strayer University's revenues that are derived indirectly from the Title IV programs, the loss of or a significant reduction in Title IV program funds available to Strayer University's students could have a material adverse effect on Strayer.

The regulations applicable to Strayer University have been subject to frequent revisions, many of which have increased the level of scrutiny to which higher education institutions are subjected and have raised applicable standards. If Strayer University were not to continue to comply with such regulations, such non-compliance might affect the operations of the University and its ability to participate in Title IV programs. Certain elements of the regulations applicable to Strayer University are described below.

Spellings Commission

In September 2005, the Secretary of Education formed the Commission on the Future of Higher Education ("Commission") to address college accessibility, affordability, and accountability. On August 10, 2006, the Commission approved a final report by an 18-1 vote. The Commission report is critical of higher education in some respects and may influence Higher Education Act reauthorization. In her remarks accepting the Commission's report, the Secretary of Education identified five action items: (1) holding high schools accountable for student achievement, (2) streamlining and expediting the process for receiving federal student financial aid, (3) developing a higher education information system with privacy-protected, student-level data, (4) providing matching funds to colleges, universities, and states that collect and publicly report student learning outcomes, and (5) convening members of the accreditation community to move toward measures that place more emphasis on learning. The Department of Education currently is addressing the Commission's recommendations, as well as other measures in the Higher Education Reconciliation Act, as part of negotiated rulemaking proceedings. The Commission's recommendations may result in increased regulatory scrutiny of Title IV programs.

Administrative Capability

Department of Education regulations specify extensive criteria by which an institution must establish that it has the requisite "administrative capability" to participate in Title IV programs. To

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meet the administrative capability standards, an institution, among other things, must comply with all applicable Title IV program regulations, must not have cohort default rates above specified levels, must have various procedures in place for safeguarding federal funds, must not be, and not have any principal or affiliate who is, debarred or suspended from federal contracting or engaging in activity that is cause for debarment or suspension, must submit in a timely manner all reports and financial statements required by the regulations and must not otherwise appear to lack administrative capability.

Provisional Certification

In certain circumstances, including a change in ownership resulting in a change of control, the Department of Education may certify an institution's continuing eligibility to participate in Title IV programs on a provisional basis that may extend no longer than through the end of the third complete award year (July 1 – June 30) from the date of provisional certification. During the period of provisional certification, the institution must comply with any additional conditions included in its program participation agreement. If the Department of Education determines that a provisionally certified institution is unable to meet its responsibilities under its program participation agreement, it may seek to revoke the institution's certification to participate in Title IV programs with fewer due process protections for the institution than if it were fully certified. In 2004, Strayer University was provisionally certified due to a change in ownership and control that occurred when New Mountain Partners, L.P. ("New Mountain"), a private equity fund, ceased to be a controlling stockholder of Strayer under applicable regulations. Effective January 11, 2007, Strayer University is fully certified until September 30, 2010 based on a recertification application that Strayer University timely submitted in 2006 in the ordinary course. Strayer University plans to apply timely for recertification prior to expiration of its current program participation agreement.

Third Party Servicers

Department of Education regulations permit an institution to enter into a written contract with a third-party servicer for the administration of any aspect of the institution's participation in Title IV programs. The third-party servicer must, among other obligations, comply with Title IV requirements and be jointly and severally liable with the institution to the Secretary of Education for any violation by the servicer of any Title IV provision. An institution must report to the Department of Education new contracts or any significant modifications to contracts with third-party servicers as well as other matters related to third-party servicers. Strayer University has written contracts with four third-party servicers: Weber & Associates, Inc., Global Financial Aid Services, Inc., Post-secondary Education Assistance Corporation, and Financial Aid Management for Education, Inc. The servicers each perform activities related to Strayer University's participation in Title IV programs, such as certifying FFEL Program loan applications, preparing reports from Strayer University to the Department of Education, issuing payments for the Pell and campus-based programs and issuing and collecting Perkins loans.

Financial Responsibility

The Higher Education Act and Department of Education regulations establish extensive standards of financial responsibility that institutions such as Strayer University must satisfy in order to participate in Title IV programs. These standards generally require that an institution provide the services described in its official publications and statements, properly administer the Title IV programs in which it participates and meet all of its financial obligations, including required refunds and any repayments to the Department of Education for debts and liabilities incurred in programs administered by the Department of Education.

Department of Education standards utilize a complex formula to assess financial responsibility. The standards focus on three financial ratios: (1) equity ratio (which measures the institution's capital resources and ability to borrow); (2) primary reserve ratio (which measures the institution's financial viability and liquidity) and (3) net income ratio (which measures the institution's ability to operate at

a profit or within its means). An institution's financial ratios must yield a composite score of at least 1.5 for the institution to be deemed financially responsible without the need for further federal oversight. Strayer University has applied the financial responsibility standards to its audited financial statements as of and for the year ended December 31, 2005 and calculated a composite score of 3.0, the highest score available. Strayer therefore believes that Strayer University meets the Department of Education's financial responsibility standards.

Student Loan Defaults

Under the Higher Education Act, an educational institution may lose its eligibility to participate in some or all of the Title IV programs if defaults on the repayment of federally guaranteed student loans by its students exceed certain levels. For each federal fiscal year, a rate of student defaults (known as a "cohort default rate") is calculated for each institution with 30 or more borrowers entering repayment in a given federal fiscal year by determining the rate at which borrowers who become subject to their repayment obligation in that federal fiscal year default by the end of the following federal fiscal year. For such institutions, the Department of Education calculates a single cohort default rate for each federal fiscal year that includes in the cohort all current or former student borrowers at the institution who entered repayment on any FFEL Program or Direct Loan Program loan during that year.

Under applicable regulations, if the Department of Education notifies an institution that its three most recent cohort default rates are each 25 percent or greater, the institution's participation in the FFEL Program, Direct Loan Program and Federal Pell Grant Program ends 30 days after the notification, unless the institution timely appeals that determination on specified grounds and according to specified procedures. An institution's participation in the FFEL Program and Direct Loan Program ends 30 days after notification that its most recent cohort default rate is greater than 40 percent, unless the institution timely appeals that determination on specified grounds and according to specified procedures. An institution whose participation ends under these provisions may not participate in the relevant programs for the remainder of the fiscal year in which the institution receives the notification, as well as for the next two fiscal years. The regulations also address cohort default rates for institutions that have undergone a change in status, such as acquisition or merger of institutions and acquisition of another institution's branches or locations.

Under certain circumstances, the Department of Education may decide to place an institution on provisional certification if the institution's cohort default rate equals or exceeds 25% in each of the three most recent federal fiscal years. Provisional certification does not limit an institution's access to Title IV program funds; however, an institution with provisional status is subject to closer review by the Department of Education and may be subject to summary adverse action if it violates Title IV program requirements. Strayer University's cohort default rates on FFEL Program loans for the 2002, 2003 and 2004 federal fiscal years, the three most recent years for which this information is available, were 3.7%, 2.7% and 4.5%, respectively. The average cohort default rates for proprietary institutions nationally were 8.7%, 7.3% and 8.6% in federal fiscal years 2002, 2003 and 2004, respectively.

The "90/10 Rule"

Under what is commonly referred to as the "90/10 Rule," the Higher Education Act provides that proprietary institutions of higher education, such as Strayer University, are eligible to participate in Title IV programs only if they derive no more than 90% of their revenues from Title IV programs during their latest complete fiscal year, as determined in accordance with a formula described in the Department of Education's regulations. A proprietary institution that violates the "90/10 Rule" loses its eligibility to participate in Title IV programs for at least one year. Using the Department of Education's formula, Strayer University derived approximately 71% of its cash-basis revenues from eligible programs in 2005 compared to 72% in 2004 and 67% in 2003.

Incentive Compensation

As a part of an institution's program participation agreement with the Department of Education and in accordance with the Higher Education Act, the institution may not provide any commission,

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bonus or other incentive payment based directly or indirectly on success in securing enrollments or financial aid to any person or entity engaged in any student recruitment, admissions or financial aid awarding activity. Failure to comply with the incentive payment rule could result in loss of ability to participate in federal student financial aid programs or in financial penalties. Although there can be no assurance that the Department of Education would not find deficiencies in Strayer University's present or former employee compensation and third-party contractual arrangements, Strayer University believes that its employee compensation and third-party contractual arrangements comply with the incentive compensation provisions of the Higher Education Act.

Distance Learning and the "50% Rules"

Strayer University offers all of its existing degree, diploma and certificate programs through Strayer University Online, delivering instruction via Internet-based telecommunications from Strayer's Distance Learning Center in Newington, Virginia. To the extent required, Strayer University Online has been approved by the applicable regulatory agencies in all states where our campuses and Strayer University Online facilities are located. During the fall 2006 quarter, Strayer University had over 21,000 students taking at least one online course, approximately 18,000 of whom took classes solely through Strayer University Online.

The Higher Education Act generally excludes from Title IV program participation institutions at which more than 50% of the institution's courses are offered by correspondence or at which 50% or more of the institution's students are enrolled in correspondence courses. The Secretary of Education is authorized to waive the limitation on student enrollment in correspondence courses at his/her discretion in the case of institutions offering two- or four-year programs leading to an associate or bachelor's degree. Department of Education regulations grant an automatic waiver of the limitation on student enrollment in correspondence courses if students enrolled in the institution's correspondence courses receive five percent or less of the total Title IV program funds received by all students enrolled at the institution and the institution offers two- or four-year programs leading to an associate or bachelor's degree. In addition, a student is not eligible for Title IV program funds for a correspondence course unless such course is part of a program leading to an associate, bachelor's or graduate degree. Prior to July 1, 2006, the Higher Education Act stated that, with respect to institutions like Strayer University where at least half of the programs lead to an associate, bachelor's, or graduate degree, a student enrolled in a course of instruction that is offered in whole or in part through telecommunications and leads to a recognized certificate for a program of study of one year or longer, or to a recognized associate, bachelor's or graduate degree, is not considered to be enrolled in a correspondence course, unless the total number of telecommunications and traditional correspondence courses offered by the institution equals or exceeds 50% of the total number of courses offered by the institution. For purposes of the 50% rules, a course must be considered as being offered once during an award year regardless of the number of times it is offered during that year, and a course that is offered both on campus and online must be considered two courses for the purpose of determining the total number of courses the institution provided during an award year. Prior to July 1, 2006, Strayer University's policy was to ensure that it remained in compliance with the 50% rules by monitoring its course offerings and ensuring that the number of courses offered through Strayer University Online did not equal or exceed one-half of the total number of courses offered by Strayer University, calculated in accordance with Department of Education regulations. Strayer University does not offer traditional correspondence courses.

On February 8, 2006, President Bush signed the Deficit Reduction Act of 2005, which included the Higher Education Reconciliation Act of 2005. Among other measures, the Higher Education Reconciliation Act effectively repeals the so-called 50% rules with respect to telecommunications courses, effective July 1, 2006. In addition, the Act provides that as of July 1, 2006 an otherwise eligible program offered in whole or in part through telecommunications will be eligible for federal student financial aid purposes if the institution has been evaluated and determined to deliver effectively distance education programs by an accreditor that is recognized by the U.S. Secretary of Education and that has evaluation of distance education programs within the scope of its recognition. Middle States' scope of recognition by the U.S. Secretary of Education includes distance education

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programs offered by Middle States-accredited institutions, and Middle States has expressly included distance education programs in the scope of Strayer University's accreditation. Accordingly, we believe that Strayer University's distance education programs meet the program eligibility requirements of the Higher Education Reconciliation Act.

Compliance Reviews

Strayer University is subject to announced and unannounced compliance reviews and audits by various external agencies, including the Department of Education, its Office of Inspector General, state licensing agencies, guaranty agencies and accrediting agencies. The Higher Education Act and Department of Education regulations also require an institution to submit annually to the Secretary of Education a compliance audit of its administration of the Title IV programs conducted by an independent certified public accountant in accordance with Government Auditing Standards and applicable audit guides of the Department of Education's Office of Inspector General. In addition, to enable the Secretary of Education to make a determination of financial responsibility, an institution must submit annually to the Secretary of Education audited financial statements prepared in accordance with Department of Education regulations.

Potential Effect of Regulatory Violations

If Strayer University fails to comply with the regulatory standards governing Title IV programs, the Department of Education could impose one or more sanctions, including transferring Strayer University from the advance payment method to the reimbursement or cash monitoring system of payment, seeking to require repayment of certain Title IV funds, requiring the University to post a letter of credit in favor of the Department of Education as a condition for continued Title IV certification, taking emergency action against the University, referring the matter for criminal prosecution or initiating proceedings to impose a fine or to limit, condition, suspend or terminate the participation of the University in Title IV programs. In addition, Strayer University's guaranty agencies could initiate proceedings to limit, suspend or terminate Strayer University's eligibility to provide guaranteed student loans in the event of certain regulatory violations. Although there are no such sanctions currently in force, and Strayer University does not believe any such sanctions or proceedings are presently contemplated, if such sanctions or proceedings were imposed against Strayer University and resulted in a substantial curtailment of the University's participation in Title IV programs, Strayer University would be materially and adversely affected.

If Strayer University lost its eligibility to participate in Title IV programs, or if the amount of available federal student financial aid were reduced, the University would seek to arrange or provide alternative sources of revenue or financial aid for students. Although the University believes that one or more private organizations would be willing to provide financial assistance to students attending Strayer University, there is no assurance that this would be the case, and the

interest rate and other terms of such student financial aid might not be as favorable as those for Title IV program funds. Strayer University might be required to guarantee all or part of such alternative assistance or might incur other additional costs in connection with securing alternative sources of financial aid. Accordingly, the loss of eligibility of Strayer University to participate in Title IV programs, or a reduction in the amount of available federal student financial aid, would be expected to have a material adverse effect on Strayer University even if it could arrange or provide alternative sources of revenue or student financial aid.

Restrictions on Adding Locations and Educational Programs

State requirements and accrediting agency standards limit the ability of Strayer University to establish additional locations and programs. Many states require approval before institutions can add new programs, campuses or teaching locations. Middle States requires institutions that it accredits to notify it in advance of implementing new programs or locations, and upon notification may undertake a review of the institution's accreditation. Middle States may also at its discretion conduct site visits to additional locations to ensure that accredited institutions that experience rapid growth in the number

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of additional locations maintain educational quality. In November 2006, Middle States approved Strayer University's two new campuses in Kentucky, which opened for the winter 2007 term, as well as two new campuses in the Orlando, Florida market that Strayer University opened for the spring 2007 term. All Strayer University new campus locations require Middle States approval, and Middle States has indicated that it will review the remainder of our planned 2007 openings upon completion of the reaffirmation process (see "Accreditation," above).

The Higher Education Act requires proprietary institutions of higher education to be in full operation for two years before qualifying to participate in Title IV programs. However, the applicable regulations in many circumstances permit an institution that is already qualified to participate in Title IV programs to establish additional locations that are exempt from the two-year rule. Such additional locations generally may qualify immediately for participation in the Title IV programs, unless the location was acquired from another institution that has ceased offering educational programs at that location and has Title IV liabilities that it is not repaying in accordance with an agreement to do so, and the acquiring institution does not agree to be responsible for certain liabilities of the acquired institution. The new location must satisfy all other applicable requirements for institutional eligibility, including approval of the additional location by the relevant state authorizing agency and the institution's accrediting agency. Strayer University's expansion plans assume its continued ability to establish new campuses as additional locations of Strayer University under such applicable regulations and thereby to avoid incurring the two-year delay in participation in Title IV programs. The loss of state authorization or accreditation of Strayer University or an existing campus, or the failure of Strayer University or a new campus to obtain state authorization or accreditation, would render Strayer University ineligible to participate in Title IV programs at least in that state or at that location.

The Department of Education regulations require institutions to report to the Department of Education a new additional location at which at least 50% of an eligible program will be offered, if the institution wants to disburse Title IV program funds to students enrolled at that location. If the institution participates in Title IV programs under provisional certification, as the University did until January 11, 2007 as a result of New Mountain's ceasing to be a controlling stockholder of Strayer under applicable regulations (see "Change in Ownership Resulting in a Change of Control," below), and in other circumstances specified in the Department of Education's regulations, the institution must obtain Department of Education approval for the new location before providing Title IV assistance to students at

that location. Otherwise, once it reports the location to the Department of Education, the institution may disburse Title IV program funds to eligible students at that location if the location is licensed and accredited. Institutions are responsible for knowing whether they need approval, and institutions that add locations and disburse Title IV program funds without having obtained any necessary Department of Education approval may be subject to administrative repayments and other sanctions. Strayer does not believe that the Department of Education's regulations will create significant obstacles to Strayer University's plans to add new campuses.

Generally, if an institution eligible to participate in Title IV programs adds an educational program after it has been designated as an eligible institution, the institution must apply to the Department of Education to have the additional program designated as eligible. However, a degree-granting institution such as Strayer University is not obligated to obtain Department of Education approval of additional programs that lead to an associate, bachelor's, professional or graduate degree at a level already granted. Similarly, an institution is not required to obtain advance approval for new programs that both prepare students for gainful employment in the same or related recognized occupation as an educational program that has previously been designated as an eligible program at that institution and meet certain minimum-length requirements. In the event that an institution that does not have the Department of Education's express approval for the addition of a new program erroneously determines that the new educational program is eligible for Title IV funds, the institution may be liable for repayment of Title IV aid received by the institution or students in connection with that program. Strayer does not believe that the Department of Education's regulations will create significant obstacles to Strayer University's plans to add new programs.

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Change in Ownership Resulting in a Change of Control

Many states and accrediting agencies require institutions of higher education to report or obtain approval of certain changes in ownership or other aspects of institutional status, but the types of and triggers for such reporting or approval vary among states and accrediting agencies. In addition, Strayer University's accrediting agency, Middle States, requires institutions that it accredits to inform it in advance of any substantive change, including a change that significantly alters the ownership or control of the institution. Examples of substantive changes requiring advance notice to Middle States include changes in the legal status, ownership or form of control of the institution, such as the sale of a proprietary institution. Middle States must approve a substantive change in advance in order to include the change in the institution's accreditation status.

The Higher Education Act provides that an institution that undergoes a change in ownership resulting in a change of control loses its eligibility to participate in the Title IV programs and must apply to the Department of Education in order to reestablish such eligibility. An institution is ineligible to receive Title IV program funds during the period prior to recertification. The Higher Education Act provides that the Department of Education may temporarily, provisionally certify an institution seeking approval of a change of ownership and control based on preliminary review by the Department of Education of a materially complete application received by the Department of Education within 10 business days after the transaction. The Department of Education may continue such temporary, provisional certification on a month-to-month basis until it has rendered a final decision on the institution's application. If the Department of Education determines to approve the application after a change in ownership and control, it issues a provisional certification, which extends for a period expiring not later than the end of the third complete award year following the date of provisional certification. The Higher Education Act defines one of the events that would trigger a change in ownership resulting in a change of control as the transfer of the controlling interest of the stock of the institution or its parent corporation. For a publicly traded corporation, the securities of which are required to be

registered under the Exchange Act, such as Strayer, the Department of Education regulations implementing the Higher Education Act define a change in ownership resulting in a change of control as occurring when a person acquires ownership and control of a corporation such that the corporation is required to file a Form 8-K with the Securities and Exchange Commission (“SEC”) notifying that agency of the change of control. The regulations also provide that a change in ownership and control of a publicly traded corporation occurs if a person who is a controlling stockholder of the corporation ceases to be a controlling stockholder. A controlling stockholder is a stockholder who holds or controls through agreement both 25% or more of the total outstanding voting stock of the corporation and more shares of voting stock than any other stockholder.

Strayer University currently has Department of Homeland Security approval to admit foreign students for U.S. study, subject to applicable regulations. In certain circumstances, the Department of Homeland Security may require an institution to obtain approval for a change in ownership and control.

Pursuant to federal law providing benefits for veterans and reservists, Strayer University is approved for education of veterans and members of the selective reserve and their dependents by the state approving agency in Pennsylvania, Maryland, Washington, D.C., Virginia, North Carolina, South Carolina, Tennessee, Georgia and Florida. In certain circumstances, state approving agencies may require an institution to obtain approval for a change in ownership and control.

In March 2001, in order to complete the change of ownership associated with Strayer’s self-tender offer to repurchase common shares and its issuance of its Series A Preferred Stock to New Mountain Partners, L.P., which is a private equity fund managed by New Mountain Capital, LLC, and MidOcean (formerly known as DB Capital Investors, L.P.) which is a private equity fund managed by MidOcean US Advisor, L.P., Strayer University was required to make a number of submissions to educational regulatory bodies, including, among others: (1) filing a “substantive change” report with Middle States; (2) filing an application for approval to participate in federal student financial aid programs with the Department of Education; (3) filings with the D.C. Education Licensure Commission, the Maryland Higher Education Commission and the Virginia State Council of Higher Education; and (4) filings

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with the Immigration and Naturalization Service of the U.S. Department of Justice (the Department of Homeland Security’s predecessor agency with respect to, among other matters, foreign students and exchange visitors) and state approving agencies for veterans benefits in Washington, D.C., Maryland and Virginia. All of the applicable agencies approved the transaction, which closed in May 2001.

In February 2004, New Mountain transferred 350,000 of its shares of the Company’s Series A Convertible Redeemable Preferred Stock (together with all associated accrued cash and stock dividends), representing approximately 2.6% of the outstanding common stock equivalents of Strayer, (the “Trust Shares”) to the New Mountain Strayer Trust, an irrevocable trust. The beneficiaries of the trust are all of New Mountain’s partners, at the time of a distribution from the trust, who are U.S. citizens or residents for tax purposes. Before transferring the Trust Shares to the trust, New Mountain irrevocably deposited into escrow the Trust Shares and gave to the trustee an irrevocable proxy to vote the Trust Shares during the escrow period. In connection with the transfer to escrow and the associated reduction in New Mountain’s ownership and control below the Department of Education’s 25% regulatory threshold, Strayer University was required to make a number of submissions to educational regulatory bodies, including, among others, filing an application for approval to continue to participate in federal student financial aid programs with the Department of Education. All of the applicable regulatory agencies approved the transaction. As is customary for institutions

undergoing a change of ownership resulting in a change of control, the Department of Education recertified the University on a provisional basis through December 2006. After the Department of Education and other relevant regulatory agencies approved the change in ownership and control resulting from the transfer of the Trust Shares into escrow, the escrow agent transferred the Trust Shares to the New Mountain Strayer Trust. The University's education regulators, including the Department of Education, Middle States and relevant state education agencies, either did not require or provided approval in connection with the subsequent public offering in February 2004.

If Strayer University underwent a change of control that required approval by any state authority, Middle States or any federal agency, and any required regulatory approval were significantly delayed, limited or denied, there could be a material adverse effect on Strayer University's ability to offer certain educational programs, award certain degrees, diplomas or certificates, operate one or more of its locations, admit certain students or participate in Title IV programs, which in turn would materially and adversely affect Strayer University's operations. A change that required approval by a state regulatory authority, Middle States or a federal agency could also delay Strayer University's ability to establish new campuses or educational programs and may have other adverse regulatory effects. Furthermore, the suspension from Title IV programs and the necessity of obtaining regulatory approvals in connection with a change of control may materially limit Strayer University's flexibility in future financing or acquisition transactions.

Additional Information

We maintain a website at <http://www.strayereducation.com>. The information on our website is not incorporated by reference in this Annual Report on Form 10-K and our web address is included as an inactive textual reference only. We make available on our website our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

The Form 10-K and other reports filed with the SEC can be read or copied at the SEC's Public Reference Room at 100 F Street, NE, Washington, D.C. 20549. Information on the operation of the Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC; the website address is <http://www.sec.gov>.

Item 1A. Risk Factors

Investing in our common stock involves a high degree of risk. You should carefully consider the following risk factors and all other information contained in this Annual Report on Form 10-K or in the

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documents incorporated by reference herein before deciding to purchase our common stock. The occurrence of any of the following risks could materially harm our business, and you could suffer a complete loss of your investment. See "Cautionary Notice Regarding Forward-Looking Statements."

Risks Related to Extensive Regulation of Our Business

If we fail to comply with the extensive regulatory requirements for our business, we could face significant monetary liabilities, fines and penalties, including loss of access to federal student loans and grants for our students.

As a provider of higher education, we are subject to extensive regulation on both the federal and state levels. In particular, the Higher Education Act of 1965, as amended (the “Higher Education Act”), and related regulations subject Strayer University and all other higher education institutions that participate in the various federal student financial aid programs under Title IV of the Higher Education Act (“Title IV programs”) to significant regulatory scrutiny.

The Higher Education Act mandates specific regulatory responsibilities for each of the following components of the higher education regulatory triad: (1) the federal government through the U.S. Department of Education (the “Department of Education”); (2) the accrediting agencies recognized by the U.S. Secretary of Education and (3) state education regulatory bodies.

The regulations, standards and policies of these regulatory agencies frequently change, and changes in, or new interpretations of, applicable laws, regulations or standards could have a material adverse effect on our accreditation, authorization to operate in various states, permissible activities, receipt of funds under Title IV programs or costs of doing business.

If we are found to be in noncompliance with any of these regulations, standards or policies, we could lose our access to Title IV program funds, which would have a material adverse effect on our business. In the 2006 fall term, approximately 57% of our students participated in one or more Title IV programs. Findings of noncompliance also could result in our being required to pay monetary damages, or being subjected to fines, penalties, injunctions, restrictions on our access to Title IV program funds or other censure that could have a material adverse effect on our business.

If we fail to maintain our institutional accreditation, we would lose our ability to participate in Title IV programs.

Strayer University is institutionally accredited by the Middle States Commission on Higher Education (“Middle States”), one of the six regional accrediting agencies recognized by the U.S. Secretary of Education as a reliable authority as to educational quality. Accreditation by an accrediting agency recognized by the Secretary of Education is required in order for an institution to become and remain eligible to participate in Title IV programs. The loss of accreditation would, among other things, render Strayer University ineligible to participate in Title IV programs and would have a material adverse effect on our business. In addition, an adverse action by Middle States other than loss of accreditation, such as issuance of a warning, could have a material adverse effect on our business or have an adverse effect on the market price of our common stock.

If we fail to maintain any of our state authorizations, we would lose our ability to operate in that state and to participate in Title IV programs there.

With respect to each campus, Strayer University is authorized to operate and to grant degrees, diplomas or certificates by the applicable education agency of the state where the campus is located. Such state authorization is required in order for students at the campus to be eligible to participate in Title IV programs. The loss of authorization in a state would, among other things, render Strayer University ineligible to participate in Title IV programs at least at those state campus locations and could have a material adverse effect on our business.

Student loan defaults could result in the loss of eligibility to participate in Title IV programs.

In general, under the Higher Education Act, an educational institution may lose its eligibility to participate in some or all Title IV programs if, for three consecutive federal fiscal years, 25% or more

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of its students who were required to begin repaying their student loans in the relevant federal fiscal year default on their payment by the end of the next federal fiscal year. In addition, an institution may lose its eligibility to participate in some or all Title IV programs if its default rate for a federal fiscal year was greater than 40%. If we lose eligibility to participate in Title IV programs because of high student loan default rates, it would have a material adverse effect on our business. Strayer University's default rates calculated by the Department of Education on Federal Family Education Loan Program loans for the 2002, 2003 and 2004 federal fiscal years, the three most recent years for which this information is available, were 3.7%, 2.7% and 4.5%, respectively. The average cohort default rates for proprietary institutions nationally, as calculated by the Department of Education, were 8.7%, 7.3% and 8.6% in federal fiscal years 2002, 2003 and 2004, respectively.

A failure to demonstrate "administrative capability" or "financial responsibility" may result in the loss of eligibility to participate in Title IV programs.

If we fail to maintain "administrative capability" as defined by the Department of Education, we could lose our eligibility to participate in Title IV programs or have that eligibility adversely conditioned, which would have a material adverse effect on our business. Furthermore, if we fail to demonstrate "financial responsibility" under the Department of Education's regulations, we could lose our eligibility to participate in Title IV programs or have that eligibility adversely conditioned, which would have a material adverse effect on our business.

We are subject to sanctions if we fail to calculate and make timely payment of refunds of Title IV program funds for students who withdraw before completing their educational program.

The Higher Education Act and Department of Education regulations require us to calculate refunds of unearned Title IV program funds disbursed to students who withdraw from their educational program before completing it. If refunds are not properly calculated or timely paid, we may be sanctioned or subject to other adverse actions by the Department of Education, which could have a material adverse effect on our business.

We are dependent on the renewal and maintenance of Title IV programs.

Congress reauthorizes the Higher Education Act, which is the law governing Title IV programs, approximately every five to six years. Congress is currently considering reauthorization of the Higher Education Act. Additionally, Congress determines the funding level for each Title IV program on an annual basis. Any action by Congress that significantly reduces funding for Title IV programs or the ability of our school or students to participate in these programs could materially harm our business. A reduction in government funding levels could lead to lower enrollments at our school and require us to arrange for alternative sources of financial aid for our students. Lower student enrollments or our inability to arrange such alternative sources of funding could adversely affect our business.

Our school would lose its eligibility to participate in federal student financial aid programs if the percentage of our revenues derived from those programs were too high.

A proprietary institution loses its eligibility to participate in the federal student financial aid programs if it derives more than 90% of its revenues, on a cash basis, from these programs in any fiscal year. Using the Department of Education's formula, we derived approximately 71% of our cash-basis revenues from these programs in 2005.

Our failure to comply with the Department of Education's incentive compensation rules could result in sanctions.

If we pay a bonus, commission or other incentive payment in violation of applicable requirements, we could be subject to sanctions, which could have a material adverse effect on our business.

Risks Related to Our Business

We may not be able to sustain our recent growth rate, and we may not be able to manage future growth effectively.

We have experienced a period of significant growth since the beginning of 2001. Over this period, we opened 33 new campuses and our revenue increased 22% between 2000 and 2006 on a compound

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annual basis. Our ability to sustain our current rate of growth depends on a number of factors, including our ability to obtain regulatory approvals, our ability to recruit and retain high quality academic and administrative personnel at new campuses and competitive factors. In addition, growth and expansion of our operations may place a significant strain on our resources and increased demands on our management information and reporting systems, financial management controls and personnel. Although we have made a substantial investment in augmenting our financial and management information systems and other resources to support future growth, we cannot assure you that we will be able to manage further expansion effectively. Failure to do so could adversely affect our business.

Our success depends in part on our ability to update and expand the content of existing programs and develop new programs in a cost-effective manner and on a timely basis.

Our success depends in part on our ability to update and expand the content of our programs, develop new programs in a cost-effective manner and meet students' needs in a timely manner. Prospective employers of our graduates increasingly demand that their entry-level employees possess appropriate technological and other skills. The update and expansion of our existing programs and the development of new programs may not be accepted by students, prospective employers or the online education market. If we cannot respond to changes in industry requirements, our business may be adversely affected. Even if we are able to develop acceptable new programs, we may not be able to introduce these new programs as quickly as students require due to regulatory constraints or as quickly as our competitors introduce competing new programs.

Our strategy of opening new schools and adding new services is dependent on regulatory approvals and requires significant resources.

Establishing new schools and locations and adding new services require us to make investments in management and capital expenditures, incur marketing expenses and reallocate other resources. To open a new school or location, we are required to obtain appropriate federal, state, and accrediting agency approvals, which may be conditioned or delayed in a manner which could significantly affect our growth plans. In addition, to be eligible for federal student financial aid programs, the new school or location would have to be approved by the Department of Education. We cannot assure you that we will be able to open successfully new campus locations or add new services in the future. Our failure to manage effectively the operations of newly established schools and locations could adversely affect our business.

Our financial performance depends in part on our ability to continue to develop awareness of the programs we offer among working adult students.

The continued development of awareness of the programs we offer among working adult students is critical to the continued acceptance and growth of our programs. If we are unable to continue to develop awareness of the programs we offer, this could limit our enrollments and negatively impact our business. The following are some of the factors that could prevent us from successfully marketing our programs:

- the emergence of more successful competitors;
- customer dissatisfaction with our services and programs;
- performance problems with our online systems; and
- our failure to maintain or expand our brand or other factors related to our marketing.

We face strong competition in the post-secondary education market.

Post-secondary education in our market area is highly competitive. We compete with traditional public and private two-year and four-year colleges, other for-profit schools and alternatives to higher education, such as employment and military service. Public colleges may offer programs similar to those of Strayer University at a lower tuition level as a result of government subsidies, government

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and foundation grants, tax-deductible contributions and other financial sources not available to proprietary institutions. Some of our competitors in both the public and private sectors have substantially greater financial and other resources than we do. This strong competition could adversely affect our business.

Strayer University Online and Strayer University do not rely on exclusive proprietary rights and intellectual property, and competitors may attempt to duplicate Strayer programs and methods.

Third parties may attempt to develop competing programs or duplicate or copy aspects of Strayer University's curriculum, online library, quality management and other proprietary content. Any such attempt, if successful, could adversely affect our business. In the ordinary course of its business, Strayer develops intellectual property of many kinds that is or will be the subject of copyright, trademark, service mark, patent, trade secret or other protections. Such intellectual property includes but is not limited to Strayer's courseware materials for classes taught via the Internet or via other distance learning means and business know-how and internal processes and procedures developed to respond to the requirements of its various education regulatory agencies.

Our future success depends in part upon our ability to recruit and retain key personnel.

In connection with our May 2001 recapitalization, we hired a new management team, including Robert S. Silberman, our Chairman and Chief Executive Officer, to implement our new growth strategy. Our success to date has been, and our continuing success will be, substantially dependent upon our ability to attract and retain highly qualified executive officers, faculty and administrators and other key personnel. If we cease to employ any of these integral personnel or fail to manage a smooth transition to new personnel, our business could suffer.

Seasonal and other fluctuations in our operating results could adversely affect the trading price of our common stock.

Our business is subject to seasonal fluctuations, which cause our operating results to fluctuate from quarter to quarter. This fluctuation may result in volatility or have an adverse effect on the market price of our common stock. We

experience, and expect to continue to experience, seasonal fluctuations in our revenue. Historically, our quarterly revenues and income have been lowest in the third quarter (July through September) because fewer students are enrolled during the summer months. We also incur significant expenses in preparing for our peak enrollment in the fourth quarter (October through December), including investing in online infrastructure necessary to support increased usage. These investments result in fluctuations in our operating results which could result in volatility or have an adverse effect on the market price of our common stock. In addition, because of the recent increase in the use of personal computers and access to the Internet, the online education market is a rapidly evolving market, and we may not be able to accurately forecast future enrollment growth and revenues.

Regulatory requirements may make it more difficult to acquire us.

A change in ownership resulting in a change of control of Strayer would trigger a requirement for recertification of Strayer University by the Department of Education for purposes of participation in federal student financial aid programs, a review of Strayer University's accreditation by Middle States and reauthorization of Strayer University by certain state licensing and other regulatory agencies. If we underwent a change of control that required approval by any state authority, Middle States or any federal agency, and any required regulatory approval were significantly delayed, limited or denied, there could be a material adverse effect on our ability to offer certain educational programs, award certain degrees, diplomas or certificates, operate one or more of our locations, admit certain students or participate in Title IV programs, which in turn could have a material adverse effect on our business. These factors may discourage takeover attempts.

Capacity constraints or system disruptions to Strayer University Online's computer networks could damage the reputation of Strayer University and limit our ability to attract and retain students.

The performance and reliability of Strayer University Online's program infrastructure is critical to our reputation and ability to attract and retain students. Any system error or failure, or a sudden and

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significant increase in traffic, could result in the unavailability of Strayer University Online's computer networks. We cannot assure you that Strayer University Online will be able to expand its program infrastructure on a timely basis sufficient to meet demand for its programs. Strayer University Online's computer systems and operations could be vulnerable to interruption or malfunction due to events beyond its control, including natural disasters and telecommunications failures. Any interruption to Strayer University Online's computer systems or operations could have a material adverse effect on our ability to attract and retain students.

Strayer University Online's computer networks may be vulnerable to security risks that could disrupt operations and require it to expend significant resources.

Strayer University Online's computer networks may be vulnerable to unauthorized access, computer hackers, computer viruses and other security problems. A user who circumvents security measures could misappropriate proprietary information or cause interruptions or malfunctions in operations. As a result, Strayer University Online may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches.

Strayer University Online operates in a highly competitive market with rapid technological changes and it may not compete successfully.

Online education is a highly fragmented and competitive market that is subject to rapid technological change. Competitors vary in size and organization from traditional colleges and universities, many of which have some form of online education programs, to for-profit schools, corporate universities and software companies providing online education and training software. We expect the online education and training market to be subject to rapid changes in technologies. Strayer University Online's success will depend on its ability to adapt to these changing technologies.

Government regulations relating to the Internet could increase Strayer University Online's cost of doing business, affect its ability to grow or otherwise have a material adverse effect on our business.

The increasing popularity and use of the Internet and other online services for the delivery of education has led and may lead to the adoption of new laws and regulatory practices in the United States or foreign countries or to the interpretation of the application of existing laws and regulations to such services. These new laws and interpretations may relate to issues such as online privacy, copyright, trademark and service mark, sales taxes, fair business practices and the requirement that online education institutions qualify to do business as a foreign corporation or be licensed as a school in one or more jurisdictions where they have no physical location. New laws, regulations or interpretations related to doing business over the Internet could increase Strayer University Online's cost of doing business, affect its ability to increase enrollments and revenues or otherwise have a material adverse effect on our business.

In addition, as of July 1, 2006, if Strayer University fails to meet Middle States' standards with respect to distance education, its otherwise eligible distance education programs could lose eligibility for federal student financial aid programs. Such an occurrence would have a material adverse effect on our business.

We may not be able to successfully complete or integrate future acquisitions.

As part of our growth strategy, we expect to consider selective acquisitions. We cannot assure you that we will be able to complete successfully any acquisitions on favorable terms, or that if we do, we will be able to successfully integrate the personnel, operations and technologies of any such acquisitions. Our failure to successfully complete or integrate future acquisitions could disrupt our business and materially and adversely affect our profitability and liquidity by distracting our management and employees and increasing our expenses. In addition, because an acquisition is considered a change in ownership and control of the acquired institution under applicable regulatory standards, we must seek approval from the Department of Education and most applicable state agencies and accrediting agencies and possibly other regulatory bodies when we acquire an institution. If we were unable to obtain such approvals of an institution we acquired, depending on the size of that acquisition, that failure could have a material adverse effect on our business.

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Item 1B. Unresolved Staff Comments

There are no SEC staff comments on the Company's periodic SEC reports which are unresolved.

Item 2. Properties

We lease all of our campus and administrative facilities except for six campus facilities which we own. Our campuses are located in Pennsylvania, Delaware, Maryland, Washington, D.C., Virginia, North Carolina, South Carolina, Georgia, Tennessee, Florida, Alabama and Kentucky, and our corporate headquarters is located in Virginia. Our leases generally range from five to ten years with one to two renewal options for extended terms. As of December 31, 2006, we leased 46 campus and administrative facilities consisting of approximately 640,000 square feet. The facilities that we own consist of approximately 140,000 square feet.

We evaluate current utilization of our facilities and projected enrollment growth to determine facility needs. We anticipate that approximately an additional 130,000 square feet will be leased in 2007.

Item 3. Legal Proceedings

From time to time, the Company is involved in litigation and other legal proceedings arising out of the ordinary course of its business. There are no pending material legal proceedings to which the Company is subject or to which the Company's property is subject.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were voted upon by stockholders during the fourth quarter of 2006.

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PART II

Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is traded on the Nasdaq National Market under the symbol "STRA." The following table sets forth, for the periods indicated, the high, low, and closing sale prices of the Company's common stock, as reported on the Nasdaq National Market.

	High	Low	Close
2006			
First Quarter	\$ 104.49	\$ 87.07	\$ 102.26
Second Quarter	\$ 112.00	\$ 94.34	\$ 97.12
Third Quarter	\$ 111.49	\$ 92.59	\$ 108.21
Fourth Quarter	\$ 118.88	\$ 100.84	\$ 106.05
2005			
First Quarter	\$ 115.96	\$ 102.18	\$ 113.32
Second Quarter	\$ 115.21	\$ 77.24	\$ 86.26
Third Quarter	\$ 103.27	\$ 78.27	\$ 94.52
Fourth Quarter	\$ 102.70	\$ 85.37	\$ 93.70

Peer Group Performance Graph

The following performance graph compares the Company's cumulative stockholder return on its common stock since December 31, 2001 with The NASDAQ Stock Market (U.S.) Index and a self-determined peer group consisting of Apollo Group, Inc. (APOL), Career Education Corporation (CECO), Corinthian Colleges, Inc. (COCO), DeVry, Inc. (DV), and ITT Educational Services, Inc. (ESI). At present, there is no comparative index for the education industry. This graph is not deemed to be "soliciting material" or to be filed with the SEC or subject to the SEC's proxy rules or to the liabilities of Section 18 of the Securities Exchange Act, and the graph shall not be deemed to be incorporated by reference into any prior or subsequent filing by the Company under the Securities Act or the Securities Exchange Act.

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Comparison of 60 Month Cumulative Total Return*
 Among Strayer Education, Inc.
 The NASDAQ Stock Market (U.S.) Index and a Peer Group

Name	12/31/01	12/31/02	12/31/03	12/31/04	12/30/05	12/29/06
Strayer Education, Inc.	100	118	223	225	192	218
NASDAQ Stock Market (U.S.)	100	68	103	112	113	124
Peer Group	100	127	207	215	177	143

*The comparison assumes \$100 was invested on December 31, 2001 in the Company's common stock, the NASDAQ Stock Market (U.S.) Index and the peer companies selected by the Company.

NOTE: Peer group consists of Apollo Group, Inc., Career Education Corporation, Corinthian Colleges, Inc., DeVry, Inc. and ITT Educational Services, Inc.

As of January 31, 2007, there were 14,293,584 shares of common stock outstanding, and approximately 80 holders of record. In addition, there exist a number (approximately 17,000 as of December 2006) of institutional and other holders of common stock whose shares are held in nominee accounts by brokers.

As announced on November 3, 2003, the Company's Board of Directors initially authorized the Company to repurchase up to an aggregate of \$15 million in value of common stock through December 31, 2004 in open market purchases from time to time at the discretion of the Company's management, depending on market conditions and other corporate considerations. The Company's Board of Directors amended the program on various dates, increasing the repurchase amount authorized and extending the expiration date. Since inception, a total of \$145 million has been authorized by the Company's Board of Directors for share repurchases through December 31, 2007, of which \$32 million was remaining at December 31, 2006. All of the Company's share repurchases were effected in compliance with Rule 10b-18 under the Securities Exchange Act of 1934, as amended. This share repurchase plan may be modified, suspended or terminated at any time by the Company without notice.

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A summary of the Company's share repurchases since the inception of the plan is as follows:

	Shares repurchased (#)	Average price paid per share (\$)	Cost of share repurchases (\$ mil.)
2003	32,350	99.57	3.2
2004	346,444	106.13	36.8
2005	410,071	92.59	38.0
2006	349,066	100.39	35.0
Total	1,137,931	99.30	113.0

A summary of the Company's share repurchases during the three months ended December 31, 2006 is as follows:

	Total number of shares repurchased ¹ (#)	Average price paid per share (\$)	Remaining authorization under the plan (\$ mil.)
October	—	—	
November	12,800	110.88	
December	59,500	110.64	
Total	72,300	110.69	32.0

1. All shares repurchased were part of a publicly announced plan.

We have established a policy of declaring quarterly cash dividends on our common stock. Consistent with this policy, we have paid common stock dividends on a quarterly basis for more than the past six years. The Company announced in October 2006 that, commencing with its fourth quarter dividend to be paid on December 11, 2006, it was increasing its annual common stock dividend by 25% to \$1.25 per share from \$1.00 per share. This increase in annual dividend will result in a quarterly dividend payment of \$0.3125 per share. Whether to declare dividends and the amount of dividends to be paid in the future will be reviewed periodically by our Board of Directors in light of the Company's earnings, cash flow, financial condition, capital needs, investment opportunities and regulatory considerations. There is no requirement or assurance that common dividends will continue to be paid.

In 2001, we issued to New Mountain Partners, LP and MidOcean Capital Investors, LP (formerly DB Capital Partners, Inc) our Series A Convertible Redeemable Preferred Stock, the terms of which are described in detail in Note 7 to the Consolidated Financial Statements below. In March 2004, 3.1 million outstanding and accrued shares of the Series A Convertible Redeemable Preferred Stock were converted into shares of common stock on a one for one basis and sold in a secondary public offering. The Company received no proceeds from such offering other than \$4.2 million associated with certain management option exercises in connection with the exercise by the underwriters of the "green shoe" with respect to the secondary offering. In June 2004, the remaining 875,120 outstanding and accrued shares of Series A Convertible Redeemable Preferred Stock were called for redemption by the Company and in lieu of being redeemed for cash, were converted by the holders into 875,120 common shares in accordance with the terms of the Series A shares. As a result, the Company has no more preferred shares outstanding.

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Set forth in the table below is information pertaining to securities authorized for issuance under our equity compensation plans. There are options but no warrants or other rights existing under these plans.

Equity Compensation Plan Information
as of December 31, 2006

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
1. Equity compensation plans previously approved by security holders			
A. 1996 Stock Option Plan as amended at the May 2001, the May 2005, and the May 2006 Annual Shareholders' Meetings	762,334	\$ 56.42	485,088
2. Equity compensation plans not previously approved by security holders	—	—	—
Total	762,334	\$ 56.42	485,088

Item 6. Selected Financial Data.

The following table sets forth, for the periods and at the dates indicated, selected consolidated financial and operating data. The financial information has been derived from our consolidated financial statements.

The information set forth below is qualified by reference to and should be read in conjunction with our consolidated financial statements and notes thereto and "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other information included elsewhere or incorporated by reference in this Annual Report on Form 10-K.

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	Year Ended December 31,				
	2002	2003	2004	2005	2006
	(in thousands, except per share, enrollment and campus data)				
Income Statement Data:					
Revenues	\$ 116,710	\$ 147,025	\$ 183,194	\$ 220,507	\$ 263,648
Costs and expenses:					
Instruction and educational support	41,601	53,116	63,860	76,977	91,120
Selling and promotion	16,773	22,768	29,435	41,090	52,269
General and administration	17,107	20,013	24,416	27,576	40,723
Gain on sale of asset	—	1,772	—	—	—
Income from operations	41,229	52,900	65,483	74,864	79,536
Investment and other income	1,775	2,420	1,595	2,982	4,542
Secondary offering expenses	490	—	—	—	—
Income before income taxes	42,514	55,320	67,078	77,846	84,078
Provision for income taxes	16,730	21,646	25,838	29,781	31,771
Net income	25,784	33,674	41,240	48,065	52,307
Preferred stock dividends and accretion	7,344	5,136	1,389	—	—
Net income available to common stockholders	\$ 18,440	\$ 28,538	\$ 39,851	\$ 48,065	\$ 52,307
Net income per share:					
Basic	\$ 2.14	\$ 2.67	\$ 2.91	\$ 3.32	\$ 3.69
Diluted	\$ 1.78	\$ 2.27	\$ 2.74	\$ 3.26	\$ 3.61
Weighted average shares outstanding:					
Basic	8,617	10,694	13,674	14,472	14,187
Diluted ^(a)	14,516	14,857	15,057	14,741	14,492
Other Data:					
Depreciation and amortization	\$ 3,642	\$ 4,367	\$ 5,375	\$ 6,619	\$ 7,059
Stock-based compensation expense ^(b)	—	—	—	\$ 48	\$ 8,049
Capital expenditures	\$ 17,113 ^(c)	\$ 6,840	\$ 11,063	\$ 12,275	\$ 13,183
Cash dividends per common share	\$ 0.26	\$ 0.26	\$ 0.41	\$ 0.63	\$ 1.06
Enrollment ^(d)	16,532	20,138	23,539	27,305	31,372
Campuses ^(e)	20	25	30	35	43

	At December 31,				
	2002	2003	2004	2005	2006
	(in thousands)				
Balance Sheet Data:					
Cash, cash equivalents and marketable securities	\$ 67,256	\$ 108,040	\$ 122,757	\$ 119,806	\$ 128,426
Working capital ^(f)	55,901	94,760	112,726	110,886	122,204
Total assets	140,124	182,556	210,114	225,845	270,844
Long-term liabilities	2,055	2,894	5,784	6,569	7,689
Total liabilities	39,942	53,892	61,192	74,005	99,317
Series A convertible redeemable preferred stock	93,807	95,686	—	—	—
Total stockholders' equity	6,375	32,978	148,922	151,840	171,527

(a) Diluted weighted average shares outstanding include common shares issued and outstanding, the assumed conversion of Series A Preferred Stock issued in May 2001, accrued payment-in-kind dividends on and assumed conversion of the Series A Preferred Stock, the dilutive impact of restricted stock and outstanding stock options using the Treasury Stock Method.

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(b) In 2006, the Company adopted FAS 123(R), Share-based Payment, and began recording expense for all forms of stock-based compensation. Prior to 2006, only stock-based compensation expense for restricted stock grants was being recorded.

(c) Reflects the purchase for \$12 million of three previously leased campus facilities in January 2002.

(d) Reflects student enrollment as of the beginning of the fall academic term for each year indicated.

(e) Reflects number of campuses offering classes during the fourth quarter of each year indicated.

(f) Working capital is calculated by subtracting current liabilities from current assets.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

You should read the following discussion in conjunction with "Selected Historical Financial and Other Information," our consolidated financial statements and the notes thereto, the "Cautionary Notice Regarding Forward-Looking Statements," Item 1A entitled "Risk Factors" and the other information appearing elsewhere, or incorporated by reference, in this Annual Report on Form 10-K.

Background and Overview

We are an education services holding company that owns Strayer University, Inc. and Education Loan Processing, Inc. ("ELP"). The University is an institution of higher education which offers undergraduate and graduate degree programs at 47 campuses (including two new campuses opened for the 2007 winter term enrollment and two new campuses opened for the 2007 spring term enrollment) in Pennsylvania, Delaware, Maryland, Washington, D.C., Virginia, North Carolina, South Carolina, Tennessee, Georgia, Florida, Alabama, Kentucky, and worldwide through Strayer University Online. The Company is planning to open a total of eight new campuses in 2007, including four that have already been opened.

ELP was created to administer the Company's student loan portfolio. In 2003, the Company sold its loan portfolio to a financial institution. ELP continued to originate loans for immediate sale and administered them. Now, ELP only administers existing loans and helps students obtain new loans directly from third party lenders without the Company's origination.

As set forth below, enrollment (measured by fall term to fall term), full-time tuition rates, revenues, income from operations and net income have all increased in each of the last three years.

	Year Ended December 31,		
	2004	2005	2006 ^(a)
Fall term enrollment	23,539	27,305	31,372
% Change from prior year	17%	16%	15%
Full-time tuition (per course)	\$ 1,096	\$ 1,152	\$ 1,215

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% Change from prior year	5%	5%	5%
Revenues (in thousands)	\$ 183,194	\$ 220,507	\$ 263,648
% Change from prior year	25%	20%	20%
Income from operations (in thousands)	\$ 65,483	\$ 74,864	\$ 79,536
% Change from prior year	24%	14%	6%
Net income (in thousands)	\$ 41,240	\$ 48,065	\$ 52,307
% Change from prior year	22%	17%	9%
Diluted net income per share	\$ 2.74	\$ 3.26	\$ 3.61
% Change from prior year	21%	19%	11%

(a) In 2006, the Company adopted FAS 123(R) related to stock-based compensation and began recording stock-based compensation expense for all forms of stock-based compensation.

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Strayer University derives approximately 97% of its revenue from tuition collected from its students. The academic year of the University is divided into four quarters, which approximately coincide with the four quarters of the calendar year. Students make payment arrangements for the tuition for each course prior to the beginning of the quarter. When students register for courses, tuition is recorded as unearned tuition, and is recognized in the quarter of instruction. If a student withdraws from a course prior to completion, the University refunds a portion of the tuition depending on when the withdrawal occurs. Tuition revenue is shown net of any refunds, withdrawals, corporate discounts, employee tuition discounts and scholarships. The University also derives revenue from other sources such as textbook-related income, application fees, commencement fees, placement test fees, withdrawal fees, loan administration fees, and other income, which are all recognized when incurred.

At the time of registration, unearned tuition (a liability) is recorded for academic services to be provided and a tuition receivable is recorded for the portion of the tuition not paid upfront in cash. Because the University's academic quarters coincide with the calendar quarters, tuition receivable at the end of any calendar quarter largely represents student tuition due for the following academic quarter. Based upon past experience and judgment, the University establishes an allowance for doubtful accounts with respect to accounts receivable not included in unearned tuition. Any uncollected account more than six months past due for students who have left the University is charged against the allowance. Our bad debt expense as a percentage of revenue for the years ended December 31, 2004, 2005 and 2006 was 2.3%, 2.5% and 2.9%, respectively.

Strayer University's expenses consist of instruction and educational support expenses, selling and promotion expenses, and general and administration expenses. Instruction and educational support expenses generally contain items of expense directly attributable to the educational activity of the University. This expense category includes salaries and benefits of faculty and academic administrators and, beginning in 2006, stock-based compensation expense. Instruction and educational support expenses also include costs of educational supplies and facilities, including rent for campus facilities, certain costs of establishing and maintaining computer laboratories and all other physical plant and occupancy costs, with the exception of costs attributable to the corporate offices.

Selling and promotion expenses include salaries, benefits and, beginning in 2006, stock-based compensation expense of personnel engaged in recruitment, admissions, retention, promotion and development, as well as costs of advertising and production of marketing materials.

General and administration expenses include salaries, benefits and, beginning in 2006, stock-based compensation expense of management and employees engaged in student services, accounting, human resources, compliance and other corporate functions, along with the occupancy costs attributable to such functions. Bad debt expense is also included as a general and administration expense.

Investment and other income consists primarily of earnings and realized gains or losses on investments.

Critical Accounting Policies and Estimates

“Management’s Discussion and Analysis of Financial Condition and Results of Operations” discusses our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these consolidated financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the related disclosures of contingent assets and liabilities. On an ongoing basis, management evaluates its estimates and judgments related to its allowance for uncollectible accounts, income tax provisions, valuation of deferred tax assets, forfeiture rates for stock-based compensation plans and accrued expenses. Management bases its estimates and judgments on historical experience and various other factors and assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments regarding the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

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Management believes that the following critical accounting policies are its more significant judgments and estimates used in the preparation of its consolidated financial statements. Tuition revenue is deferred at the time of registration and is recognized as income, net of any refunds or withdrawals, in the respective quarter of instruction. Advance registrations for the next quarter are recorded as unearned tuition. We record estimates for our allowance for uncollectible accounts for tuition receivable from students. If the financial condition of our students were to deteriorate, resulting in impairment of their ability to make required payments for tuition payable to us, additional allowances may be required. We record estimates for our accrued expenses and income tax liabilities. We periodically review our assumed forfeiture rates for stock-based awards and adjust them as necessary. Should actual results differ from our estimates, revisions to our accrued expenses, stock-based compensation expenses, and income tax liabilities may be required.

New Campuses

The Company’s goal is to serve the demand for post secondary adult education nationwide by opening new campuses every year. A new campus typically requires up to \$1 million in upfront capital costs for leasehold improvements, furniture and fixtures, and computer equipment. In the first year of operation, assuming a midyear opening, the Company expects to incur operating losses of approximately \$1 million including depreciation related to the upfront capital costs. A new campus is typically expected to begin generating operating income on a quarterly basis after four to six quarters of operation, which is generally upon reaching an enrollment level of about 300 students. The Company’s new campus notional model assumes an increase of average enrollment by 100-150 students per year until reaching a level of about 1,000 students. Given the potential internal rate of return achieved with each new campus (an estimated 70%), opening new campuses is an important part of the Company’s strategy. The Company believes it has sufficient capital resources from cash, cash equivalents, marketable securities and cash generated from operating

activities to continue to open new campuses for at least the next 12 months.

The Company plans to open eight new campuses in 2007 including four already opened. In 2006, the Company opened eight new campuses. The Company opened five new campuses in each of the preceding three years. See “New Campuses Opened” table in Item 1 for information regarding the locations of these new campuses.

Results of Operations

In 2006, the Company generated \$263.6 million in revenue, a 20% increase compared to 2005, primarily as a result of average enrollment growth of 15% and a 5% tuition increase which commenced in January 2006. Income from operations was \$79.5 million for 2006, an increase of 6% compared to 2005. In 2006, the Company began recording stock-based compensation expense which amounted to \$8.1 million before tax for the year ended December 31, 2006. Net income in 2006 was \$52.3 million, an increase of 9% compared to 2005. Net income for the year ended December 31, 2006 includes the effect of a \$5.1 million after tax expense related to stock-based compensation. Earnings per diluted share was \$3.61 in 2006 compared to \$3.26 in 2005, an increase of 11%. Diluted earnings per share for the year ended December 31, 2006 includes the effect of a \$0.35 per share after tax expense related to stock-based compensation.

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The following table sets forth certain income statement data as a percentage of revenues for the periods indicated:

	Year Ended December 31,		
	2004	2005	2006
Revenues	100.0%	100.0%	100.0%
Costs and expenses:			
Instruction and educational support	34.9	34.9	34.6
Selling and promotion	16.1	18.6	19.8
General and administration	13.3	12.5	15.4
Income from operations	35.7	34.0	30.2
Investment and other income	0.9	1.3	1.7
Income before income taxes	36.6	35.3	31.9
Provision for income taxes	14.1	13.5	12.1
Net income	22.5%	21.8%	19.8%
Tax rate	38.5%	38.3%	37.8%

Year Ended December 31, 2006 Compared To Year Ended December 31, 2005

Enrollment. Average enrollment increased 15% from 23,903 students for the year ended December 31, 2005 to 27,554 students for the same period in 2006. This growth is principally due to new campus openings, stable growth in our mature markets and the rapid growth in markets outside of commuting distance to a Strayer University physical campus served by Strayer University Online.

Revenues. Revenues increased 20% from \$220.5 million in 2005 to \$263.6 million in 2006 principally due to a 15% increase in the average enrollment and a 5% tuition increase which commenced in January 2006.

Instruction and educational support expenses. Instruction and educational support expenses increased \$14.1 million, or 18%, from \$77.0 million in 2005 to \$91.1 million in 2006. This increase was principally due to direct costs necessary to support the increase in student enrollments including faculty compensation, related academic staff salaries, and campus facility costs which increased \$4.7 million, \$3.0 million, and \$2.9 million, respectively. The increase is also partly attributable to \$0.6 million in stock-based compensation expense which the Company began recording in 2006. These costs as a percentage of revenues decreased slightly to 34.6% in 2006 from 34.9% in 2005.

Selling and promotion expenses. Selling and promotion expenses increased \$11.2 million, or 27%, from \$41.1 million in 2005 to \$52.3 million in 2006. This increase was principally due to the direct costs required to generate leads for enrollment growth, the addition of admissions personnel, particularly at new campuses and at Strayer University Online, the increase in the number of new campuses opened in 2006 compared to 2005 (eight, up from five in 2005) and stock-based compensation expense. These expenses as a percentage of revenues increased from 18.6% in 2005 to 19.8% in 2006 largely attributable to both marketing costs and staffing costs growing faster than tuition revenue, as the Company has increased the number of new campuses opened.

General and administration expenses. General and administration expenses increased \$13.1 million, or 48%, from \$27.6 million in 2005 to \$40.7 million in 2006. The increase is largely attributable to \$6.9 million of stock-based compensation expense which the Company began recording in 2006. This increase was also due to increased employee compensation and related expenses at both corporate and campus locations and higher bad debt expense, each increasing by \$2.2 million. General and administration expenses as a percentage of revenues increased to 15.4% in 2006 from 12.5% in 2005 primarily due to the inclusion of stock-based compensation.

Income from operations. Income from operations increased \$4.6 million, or 6%, from \$74.9 million in 2005 to \$79.5 million in 2006 due to the aforementioned factors.

Investment and other income. Investment and other income increased \$1.5 million, or 52%, from \$3.0 million in 2005 to \$4.5 million in 2006. This increase was principally due to higher yields from the

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Company's investments in a short-term tax-exempt bond fund and tax-exempt money market funds. In addition, a higher average cash balance in 2006 partly contributed to this increase.

Provision for income taxes. Income tax expense increased \$2.0 million, or 7%, from \$29.8 million in 2005 to \$31.8 million in 2006 primarily due to the increase in income before taxes attributable to the factors discussed above. This was partly offset by a lower effective tax rate of 37.8% in 2006, compared to 38.3% in 2005, resulting primarily from higher income from tax-exempt securities.

Net income. Net income increased \$4.2 million, or 9%, from \$48.1 million in 2005 to \$52.3 million in 2006 because of the factors discussed above.

Year Ended December 31, 2005 Compared To Year Ended December 31, 2004

Enrollment. Average enrollment increased 18% from 20,340 students for the year ended December 31, 2004 to 23,903 students for the same period in 2005. This growth is principally due to new campus openings, stable growth in our mature markets and the rapid growth in markets outside of commuting distance to a Strayer University physical campus served by Strayer University Online.

Revenues. Revenues increased 20% from \$183.2 million in 2004 to \$220.5 million in 2005 principally due to a 18% increase in the average enrollment. Although tuition increased 5% in 2005, revenue per student increased only 2%, affected by a mix shift to graduate students who, on average, take fewer classes than undergraduate students.

Instruction and educational support expenses. Instruction and educational support expenses increased \$13.1 million, or 21%, from \$63.9 million in 2004 to \$77.0 million in 2005. This increase was principally due to direct costs necessary to support the increase in student enrollments including faculty compensation, related academic staff salaries, and campus facility costs which increased \$4.5 million, \$3.1 million, and \$3.0 million, respectively. These costs as a percentage of revenues were 34.9% in 2005 as well as in 2004.

Selling and promotion expenses. Selling and promotion expenses increased \$11.7 million, or 40%, from \$29.4 million in 2004 to \$41.1 million in 2005. This increase was principally due to the direct costs required to generate leads for enrollment growth and the addition of admissions personnel, particularly at new campuses and at Strayer University Online. These expenses as a percentage of revenues increased from 16.1% in 2004 to 18.6% in 2005 largely attributable to both marketing costs and staffing costs growing faster than tuition revenue, as the Company prepared to open an increased number of new campuses in 2006.

General and administration expenses. General and administration expenses increased \$3.2 million, or 13%, from \$24.4 million in 2004 to \$27.6 million in 2005. This increase was principally due to increased employee compensation and related expenses at both corporate and campus locations and higher bad debt expense, which increased \$0.7 million and \$1.3 million, respectively. General and administration expenses as a percentage of revenues decreased slightly to 12.5% in 2005 from 13.3% in 2004 primarily due to greater revenues being spread over the largely fixed costs of various centralized functions.

Income from operations. Income from operations increased \$9.4 million, or 14%, from \$65.5 million in 2004 to \$74.9 million in 2005 due to the aforementioned factors.

Investment and other income. Investment and other income increased \$1.4 million, or 87%, from \$1.6 million in 2004 to \$3.0 million in 2005. This increase was principally due to higher yields from the Company's investments in a short-term tax-exempt bond fund and tax-exempt money market funds.

Provision for income taxes. Income tax expense increased \$4.0 million, or 15%, from \$25.8 million in 2004 to \$29.8 million in 2005 primarily due to the increase in income before taxes attributable to the factors discussed above. This was partly offset by a lower effective tax rate of 38.3% in 2005, compared to 38.5% in 2004, resulting primarily from higher income from tax-exempt securities.

Net income. Net income increased \$6.9 million, or 16.6%, from \$41.2 million in 2004 to \$48.1 million in 2005 because of the factors discussed above.

Seasonality

Our quarterly results of operations tend to vary significantly within a year because of student enrollment patterns. Enrollment generally is highest in the fourth quarter, or fall term, and lowest in the third quarter, or summer term. In 2006, enrollments by term were as follows:

2006 Enrollment by Term

Term	Enrollment
Winter	27,621
Spring	27,289
Summer	23,932
Fall	31,372
Average	27,554

The following table sets forth our revenues on a quarterly basis for the years ended December 31, 2004, 2005 and 2006:

Quarterly Revenues (dollars in thousands)

Three Months Ended	2004		2005		2006	
	Amount	Percent	Amount	Percent	Amount	Percent
March 31	\$ 46,106	25%	\$ 56,153	26%	\$ 67,090	25%
June 30	46,811	26	55,249	25	65,558	25
September 30	38,009	21	47,087	21	56,693	22
December 31	52,268	28	62,018	28	74,307	28
Total for Year	\$ 183,194	100%	\$ 220,507	100%	\$ 263,648	100%

Costs generally are not affected by the seasonal factors as much as enrollment and revenue, and do not vary significantly on a quarterly basis.

Liquidity and Capital Resources

At December 31, 2006, the Company had cash, cash equivalents and marketable securities of \$128.4 million compared to \$119.8 million at December 31, 2005. Most of the Company's excess cash is invested in tax-exempt money market funds and a diversified, short-term, investment grade, tax-exempt bond fund to minimize the Company's principal risk and to benefit from the tax efficiency of the funds' underlying securities. As of December 31, 2006, the Company had a total of \$75.7 million invested in the short-term, tax-exempt bond fund, having added \$30 million to it in the first quarter of 2006. At December 31, 2006, the 429 issues in this fund had an average credit rating of AA, an average maturity and an average duration of 1.2 years, as well as an average yield to maturity of 3.8%. We had no debt as of December 31, 2006 or December 31, 2005.

For the year ended December 31, 2006, the Company generated \$61.8 million net cash from operating activities compared to \$55.1 million for the same period in 2005. Capital expenditures were \$13.2 million for the year ended December 31, 2006 compared to \$12.3 million for the same period in 2005. Capital expenditures for the year ending December 31, 2007 are expected to be in the range of \$15-18 million inclusive of the expected openings of eight new

campuses. For the year ended December 31, 2006, we paid \$15.3 million in cash dividends to our common stockholders and spent \$35.0 million repurchasing our common shares in the open market.

In 2006, bad debt expense as a percentage of revenue was 2.9% compared to 2.5% for the same period in 2005. Days sales outstanding, adjusted to exclude tuition receivable related to future quarters, was 13 days at the end of the fourth quarter 2006 compared to 10 days in 2005. This increase was partly attributable to the growth of corporate sponsored students which tend to receive extended payment terms.

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Currently, the Company invests its cash in bank overnight deposits, money market funds and a short-term tax-exempt bond fund. In addition, the Company has available two \$10.0 million credit facilities from two banks. There have been no borrowings by the Company under these credit facilities. The Company believes that existing cash, cash equivalents, and marketable securities, cash generated from operating activities, and if necessary, cash borrowed under the credit facilities, will be sufficient to meet the Company's requirements for at least the next 12 months.

The table below sets forth the Company's cash and cash equivalents and marketable securities as of December 31, 2004, 2005 and 2006:

Cash and Marketable Securities
(in millions)

	At December 31,		
	2004	2005	2006
Cash and cash equivalents	\$ 97.0	\$ 74.2	\$ 52.7
Marketable securities (short-term bond fund)	25.8	45.6	75.7
Total	\$ 122.8	\$ 119.8	\$ 128.4

	Year Ended December 31,		
	2004	2005	2006
Investment and other income	\$ 1.6	\$ 3.0	\$ 4.5

The table below sets forth our contractual commitments associated with operating leases as of December 31, 2006:

	Total	Payments Due By Period (in thousands)			More than 5 Years
		Less than 1 Year	1-3 Years	3-5 Years	
Operating leases	\$ 109,227	\$ 13,941	\$ 29,384	\$ 26,604	\$ 39,298

Impact of Inflation

Inflation has not had a significant impact on the Company's historical operations.

Off-Balance Sheet Arrangements

As of December 31, 2006, the Company does not have any off-balance sheet arrangements as defined by Item 303(a)(4) of the Securities Exchange Commission Regulation S-K.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

The Company is subject to the impact of interest rate changes and may be subject to changes in the market values of its current and future investments. The Company invests its excess cash in bank overnight deposits, money market funds and a short-term tax-exempt bond fund. The Company has not used derivative financial instruments in its investment portfolio.

Earnings from investments in bank overnight deposits, money market mutual funds and short-term tax-exempt bond funds may be adversely affected in the future should interest rates change. The Company's future investment income may fall short of expectations due to changes in interest rates or the Company may suffer losses in principal if forced to sell securities that have declined in market value due to changes in interest rates. As of December 31, 2006, a 10% increase or decline in interest rates will not have a material impact on the Company's future earnings, fair values or cash flows related to investments in cash equivalents or interest earning marketable securities.

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Item 8. Financial Statements and Supplementary Data

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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All other schedules are omitted because they are not applicable or the required information is included in the consolidated financial statements or notes thereto.

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Report of Independent Registered Public Accounting Firm

To Board of Directors and Stockholders
Strayer Education, Inc.

We have completed integrated audits of Strayer Education, Inc.'s consolidated financial statements and of its internal control over financial reporting as of December 31, 2006, in accordance with the standards of the Public Company Accounting Oversight Board (United States). Our opinions, based on our audits, are presented below.

Consolidated financial statements and financial statement schedule

In our opinion, the consolidated financial statements listed in the accompanying index present fairly, in all material respects, the financial position of Strayer Education, Inc. and its subsidiaries at December 31, 2006 and 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the accompanying index presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit of financial statements includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As discussed in Note 2 to the consolidated financial statements, the Company changed the manner in which it accounts for share-based compensation in 2006.

Internal control over financial reporting

Also, in our opinion, management's assessment, included in Management's Report on Internal Control Over Financial Reporting appearing under Item 9A, that the Company maintained effective internal control over financial reporting as of December 31, 2006 based on criteria established in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), is fairly stated, in all material respects, based on those criteria. Furthermore, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2006, based on criteria established in Internal Control – Integrated Framework issued by the COSO. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting. Our responsibility is to express opinions on management's assessment and on the effectiveness of the Company's internal control over financial reporting based on our audit. We conducted our audit of internal control over financial reporting in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. An audit of internal control

over financial reporting includes obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we consider necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and

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dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PricewaterhouseCoopers LLP
McLean, Virginia
February 26, 2007

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STRAYER EDUCATION, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	December 31,	
	2005	2006
ASSETS		
Current assets:		

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Cash and cash equivalents	\$ 74,212	\$ 52,663
Marketable securities available for sale, at fair value	45,594	75,763
Tuition receivable, net of allowances for doubtful accounts of \$1,927 and \$3,029 in 2005 and 2006, respectively	55,935	80,753
Other current assets	2,581	4,653
Total current assets	178,322	213,832
Property and equipment, net	46,684	52,748
Deferred income taxes	—	3,400
Restricted cash	500	500
Other assets	339	364
Total assets	\$ 225,845	\$ 270,844

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities:		
Accounts payable	\$ 6,402	\$ 10,923
Accrued expenses	1,483	1,830
Income taxes payable	3,773	4,979
Unearned tuition	55,778	73,896
Total current liabilities	67,436	91,628
Deferred income taxes	205	—
Long-term liabilities	6,364	7,689
Total liabilities	74,005	99,317
Commitments and contingencies		
Stockholders' equity:		
Common stock, par value \$.01; 20,000,000 shares authorized; 14,292,249 and 14,293,584 shares issued and outstanding as of December 31, 2005 and 2006, respectively	143	141
Additional paid-in capital	104,923	87,487
Retained earnings	47,020	84,043
Accumulated other comprehensive income (loss)	(246)	(144)
Total stockholders' equity	151,840	171,527
Total liabilities and stockholders' equity	\$ 225,845	\$ 270,844

The accompanying notes are an integral part of these consolidated financial statements.

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STRAYER EDUCATION, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)

	For the Year Ended		
	December 31,		
	2004	2005	2006
Revenues	\$ 183,194	\$ 220,507	\$ 263,648

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Costs and expenses:

Instruction and educational support	63,860	76,977	91,120
Selling and promotion	29,435	41,090	52,269
General and administration	24,416	27,576	40,723
Income from operations			