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Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On August 11, 2008, each of Mr. Dennis Keller and Mr. Frederick Krehbiel notified DeVry Inc. (the “Company”) that he would retire from the Company’s Board of Directors effective at the Company’s annual meeting of stockholders scheduled for November 13, 2008, and therefore, he would not stand for re-election to the Board of Directors of the Company at such meeting.

**Item 8.01. Other Events.**

A copy of the Company’s press release announcing the intentions of Messrs. Keller and Krehbiel not to stand for re-election and other changes to the Company’s Board of Directors is furnished as Exhibit 99.1 to this Report and is incorporated by reference into this item.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press Release dated August 12, 2008.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DEVRY INC.  
(Registrant)

Date: August 12, 2008      By: /s/ Richard M. Gunst  
Richard M. Gunst  
Senior Vice President, Chief  
Financial Officer  
and Treasurer

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**EXHIBIT INDEX**

**Exhibit**

**Number Description**

99.1 Press Release dated August 12, 2008.