2011 ANNUAL REPORT

FranklinCovey®

we enable greatness

Mission Statement

We enable greatness in people and organizations everywhere.

Vision

Our vision is to profoundly impact the way billions of people throughout the world live, work, and achieve their own great purposes.

Foundational Beliefs

We believe

1. People are inherently capable, aspire to greatness, and have the power to choose.

2. Principles are timeless and universal and the foundation for lasting effectiveness.

3. Leadership is a choice, built inside out on a foundation of character. Great leaders unleash the collective talent and passion of people toward the right goal.

4. Habits of effectiveness come only from the committed use of integrated processes and tools.

5. Sustained superior performance requires P/PC Balance—a focus on achieving results and on building capability.

Values

1. Commitment to Principles
   We are passionate about our content and strive to be models of the principles and practices we teach.

2. Lasting Customer Impact
   We are relentless about delivering on our promise to our customers. Our success comes only with their success.

3. Respect for the Whole Person
   We value each other and treat each person with whom we work as a true partner.

4. Profitable Growth
   We embrace profitability and growth as the lifeblood of our organization; they give us the freedom to fulfill our mission and vision.

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Financial Highlights

August 31,	2011	2010	2009	2008	2007
In thousands, except per share data					
Income Statement Data:					
Net sales	$ 160,804	$ 136,874	$ 123,134	$ 252,074	$ 276,660
Income (loss) from operations	11,112	4,038	(11,840)	14,204	16,133
Net income (loss) from continuing operations before income taxes	8,446	1,180	(14,862)	11,278	13,714
Income tax benefit (provision)	(3,639)	(2,484)	3,814	(6,738)	(7,172)
Income (loss) from continuing operations	4,807	(1,304)	(11,048)	4,540	6,542
Income from discontinued operations, net of tax	-	548	216	987	923
Gain on sale of discontinued operations, net of tax	-	238	-	-	-
Net income (loss)	4,807	(518)	(10,832)	5,527	7,465
Net income (loss) available to common shareholders[1]	4,807	(518)	(10,832)	5,527	5,250
Earnings (loss) per share:					
Basic	$ .28	$ (.01)	$ (.81)	$ .28	$ .27
Diluted	.27	$ (.01)	$ (.81)	$ .28	$ .26
Balance Sheet Data:					
Total current assets	$ 52,056	$ 50,278	$ 40,142	$ 66,661	$ 69,653
Other long-term assets	9,353	9,396	11,608	11,768	14,542
Total assets	151,427	149,005	143,878	177,677	196,181
Long-term obligations	39,859	32,988	32,191	38,762	35,178
Total liabilities	72,111	77,970	74,874	99,500	95,476
Shareholders' equity	79,316	71,035	69,004	78,177	100,705

[1] During fiscal 2007, we redeemed all remaining outstanding shares of preferred stock at its liquidation preference of $25 per share plus accrued dividends.

Common Stock Price Range:	**FIRST QUARTER**	**SECOND QUARTER**	**THIRD QUARTER**	**FOURTH QUARTER**
Fiscal Year Ended August 31, 2011:				
High	$ 9.30	$ 9.55	$ 9.50	$ 12.15
Low	6.06	7.26	6.91	7.56
Fiscal Year Ended August 31, 2010:				
High	$ 6.44	$ 6.39	$ 8.19	$ 7.52
Low	4.76	5.06	5.75	5.35

Dear Fellow Shareholders –

We are delighted to report that our performance for fiscal 2011 was very strong and broad-based.

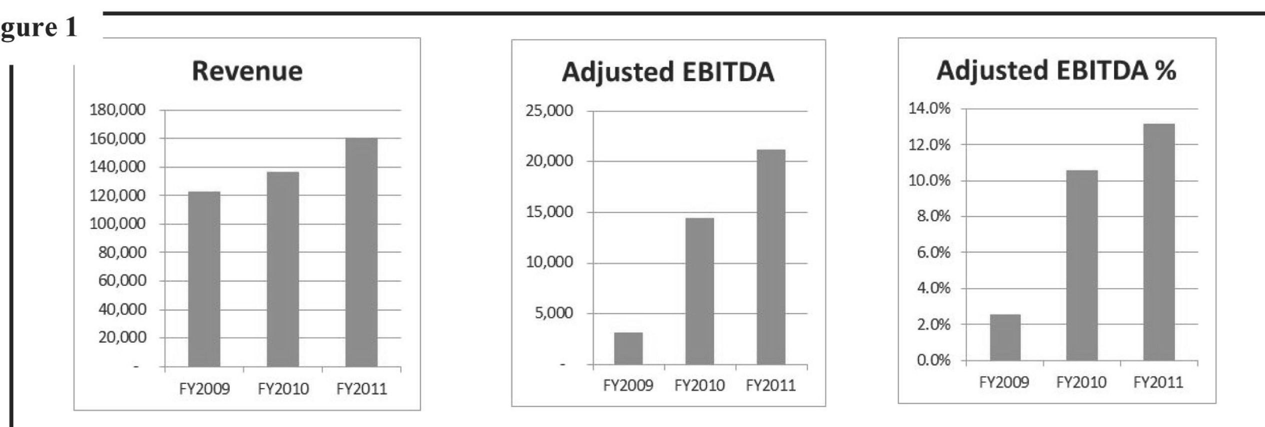
In this letter I would like to briefly:

- Review highlights of our results for fiscal 2011
- Review and discuss four key factors which set FranklinCovey a part in our markets, and which are key drivers of both past and future growth
- Provide a brief outlook for the future

FISCAL 2011 PERFORMANCE HIGHLIGHTS

We Achieved Significant Growth in Revenue. In fiscal 2011, our revenue grew to $160.8 million, a $23.9 million (17.5%) increase over the $136.9 million achieved in fiscal 2010, which, in turn, was $13.7 million higher than the $123.1 million in revenue achieved fiscal 2009 (see Figure 1). Our growth during this past year was very broad-based, with substantial growth in each of our major channels and content, or "Practice," categories. This revenue growth is a continuation of an eight year growth trend that has seen revenues in our core training content business increase from approximately $96.5 million in fiscal 2004 to $160.8 million in fiscal 2011.

Figure 1



Increased Revenue Flowed-Through to Gains in Adjusted EBITDA and Free Cash Flow: With strong gross margins (64.3%), highly variable selling and marketing costs, and relatively fixed central costs, a substantial portion of our increase in revenue in fiscal 2011 flowed-through to increase Adjusted EBITDA. Adjusted EBITDA for the year jumped to $21.2 million, a $6.7 million (+46.5%) increase compared to the $14.4 million in Adjusted EBITDA achieved in fiscal 2010, which, in turn, represented an $11.3 million increase compared to fiscal 2009 (see Figure 1). Over the past two years, $18.0 million of our $37.7 million increase in revenue flowed-through to increases in Adjusted EBITDA. In addition, because of our modest ongoing maintenance capital expenditure requirements and low cash-tax expense, a significant portion of our Adjusted EBITDA also flowed-through to free cash flow.

Our Operating Margins Also Expanded Significantly. With approximately 30-40% of increased revenue flowing-through, our Adjusted EBITDA/Sales margin increased to 13.2% in fiscal 2011 from 10.5% in fiscal 2010, and 2.5% in fiscal 2009. With the expectation of strong future revenue growth and high flow-through of incremental revenue to Adjusted EBITDA, we expect our Adjusted EBITDA/Sales margins to expand to approximately 17-18% over the next couple of years.

We are pleased and encouraged by these strong results, and expect to continue to achieve strong growth in revenue in the future. This should drive significant increases in profitability and free cash flow, and continue to expand our operating margins.

Other Key Fiscal 2011 Achievements. In addition to achieving strong financial results, our channels and practices also gained important strategic ground:

- Book Launches: We published a major new book through Simon & Schuster called *The 3rd Alternative* by Dr. Stephen R. Covey. We also recently signed contracts for two other important books, including *Smart Trust*, coming out in January, and *The 4 Disciplines of Execution*, to come out in the spring of 2012.
- New Leader in Me Schools. We added 450 schools in our Leader in Me school transformation process during fiscal 2011, including 100 schools outside of the U.S.
- New offerings. We are in the middle of our largest launch ever for *The 5 Choices to Extraordinary Productivity*. This is a new offering in the area of time management and personal productivity. Early indicators indicate that it is has the potential to become another blockbuster solution.
- Growth in Online Learning. We grew our online learning business 50% during the year.
- Increased the percentage of recurring customers to 61.6% compared to 53.1% in fiscal 2010, and increased the average revenue per client 12%.
- Increased the number of large clients by 16%.

FOUR KEY FACTORS WHICH SET FRANKLINCOVEY APART FROM OTHERS

There are four key factors which we believe truly set FranklinCovey apart from other companies in the training and performance-improvement industries. These key differentiators have been key drivers of FranklinCovey's significant growth in revenue and profitability, and our increasing market share. We also believe that these factors will underpin and accelerate our growth in the future. A brief discussion of these four factors follows:

Differentiator #1: World-Class "Branded" Content

At its core, FranklinCovey is an intellectual property company. We develop specialized content that helps individuals, leaders and entire organizations transform their results, through achieving and sustaining large-scale changes in human behavior. We create this content in seven key content categories, including Leadership, Productivity, Execution, Customer Loyalty, Trust, Education, and Sales Performance.

Proprietary Content Development Processes

Our proprietary process for developing this best-in class content begins with clearly identifying a difficult, "circumstance-based" challenge faced by a large number of organizations, where the biggest leverage point for resolution lies in creating large-scale changes in human behavior, and for which the return for achieving sustained change to the client would be substantial. Examples would be the dramatic returns possible from getting the middle 60% of an operation's sales people to perform closer to the levels already being achieved by the top 20%; or significantly increasing the portion of customers who become truly loyal "promoters" – those who return again and again and refer others to their company.

Our IP is based on deeply-researched paradigms of effectiveness and enduring principles. We incorporate a learning architecture that includes assessment, implementation tools, and customization for a wide range of highly-scalable content delivery options. Our approach provides best-in-class, award-winning solutions that are engaging and impactful, and which arm individuals and organizations with the skills, processes, and practical tools to create significant, measurable, systematic change across an organization.

Scalability

Each of our solutions is designed for scale - to reach millions of people and thousands of organizations. We design extensive support materials and tools for clients so that they are able to train and implement our content within their own organizations without our involvement. Such support materials include online training and support tools, carefully designed implementation

maps, workbooks, mobile applications, and rich video illustrations to use in their training, facilitation guides, etc. Clients are able to easily become certified to teach our solutions through accessing our online virtual certification site, where they can be trained and coached, at their own pace, through an array of online resources. All of this makes it easy for our solutions to reach many clients inexpensively and quickly around the globe. Most importantly, it ensures that our content is being presented in an extremely high quality manner, creating a "centerline" of consistency that creates "raving fans."

The Value of Creating Best-in-Class "Branded" Content
In an industry which has easy access to enormous amounts of generic, undifferentiated content, the payoff for having strong, branded, world-class content can be huge – both for our clients' results, and for FranklinCovey. Moreover, with continued focus, research, and ongoing investment, the relevance and durability of such content can be very long, measured not just in years, but across many decades. As a consequence, we expect that each of our major offerings will ultimately generate hundreds of millions of dollars in revenue. For example:

- *The Speed of Trust.* Under the direction of our Trust Practice, in just 5 years our *Speed of Trust* content has generated more than $45 million in training revenue, sold more than 1 million books (becoming a New York Times best-seller), and established a large, loyal, and growing blue-chip client base.
- *Time Management.* Over the past 20 years we have trained more than 6 million people in our core time management offerings, including *Time Quest,* and *Focus*, and generated more than $1.0 billion in revenue.
- *Our Newest Practice offerings*. Our newest offerings: *Helping Clients Succeed* – from our Sales Performance Practice; *The Leader in Me* – from our Education Practice, and *Winning Customer Loyalty* – from our Customer Loyalty Practice, have already generated more than $200 million in gross revenue.
- *7 Habits of Highly Effective People.* Over the past 20 years we have trained more than 6 million people in our *7 Habits of Highly Effective People* content through a variety of training modalities, generating more than $1.2 billion in gross training revenue, and selling more than 20 million books.

As noted, we have created two $1.0 billion content brands. And, with continued refreshing, updating, and expansion into new delivery options, we expect these solutions still have very long lives, and continue to achieve strong growth in the coming years. Perhaps more importantly, we have established a process and discipline that is allowing us to do this again and again with the creation of new products. As noted above, we have developed five other content areas that, though just at the beginning of their lifecycles, have already generated substantial revenues and which we believe will also grow into $1.0 billion product categories. Building world class IP has become a core differentiating competence for us.

Ongoing Practice R&D
We have a strong R&D capability and dedicated practice leaders in each content category to ensure that we are targeting the right problems and customers and that our solutions remain best-in-class and continue to create transformational impact for those we serve. We invest approximately 7% of revenue each year (approximately $11 million) in these activities to ensure our brands and solutions remain viable and strong. Our practice leaders are also world class thought leaders, authors, and business developers who are at the forefront of their fields and are recognized around the globe.

Differentiator #2: Our "Transformational Impact"

The following examples highlight the kind of transformational results clients are achieving utilizing our content.

Success at Frito Lay North America
Despite having a 60% share of the U.S. snack chip market, Frito Lay North America was faced with enormous challenges in 2008. From the viewpoint of CFO Dave Rader, "It was the worst economy in 40 years, and on top of that, bad weather destroyed much of the potato crop." Al Carey, CEO, was stunned at the sudden rise in commodity costs. In the previous year the company had systematically implemented FranklinCovey's *The Speed of Trust* process, and was ready to address these challenges in a new way. Said Rader, "Because of *The Speed of Trust*, what normally would take us 6 months, we did in 10 days." Said Carey, "It's the most exciting change in the culture I've seen in the 28 years I've been at Frito Lay. We had the best profit

growth that we've had in the past 10 years. Profits up 7%; awarded Vendor of the Year by Target stores; fastest sales growth of any food company in America—all during the "worst economy in 40 years… [and] the single greatest contributor to our great year has been *The Speed of Trust.*" (See video case at: http://franklincoveyresearch.org/video/fritolay/frito_lay_short.html.)

Success at A.B. Combs Elementary
In 1999, the A.B. Combs Elementary School in Raleigh, North Carolina was failing. This public school had capacity for more than 800 students, but only 300 were enrolled. Combs had the lowest test scores in the district, with only 65% of students passing end-of-year tests at grade level or above. Teacher morale was low. The school lacked a common mission or vision. The facility was dirty. Parents were dissatisfied. In addition, the socioeconomic conditions were challenging. Twenty-nine different languages were spoken in the school and more than 50% of the students were on free or reduced-cost lunch programs. Principal Muriel Summers faced what seemed an impossible challenge.

Muriel and her staff knew they needed to totally reinvent their school or face closure. Ultimately, they rallied around a new mission "To build leaders one child at a time." The model was based on the content of *The 7 Habits of Highly Effective People* and other FranklinCovey leadership material. Among other things, students and staff members began to speak a common language, were taught how to set and achieve goals, accepted personal responsibility for change, learned how to resolve conflicts, and were each given leadership roles.

The transformation was both dramatic and rapid. Academic scores ultimately went from the lowest in the district to 97% at or above grade level. Enrollment grew to over 800 students with a waiting list of several hundred. Student confidence soared, while discipline problems virtually disappeared. Parent and teacher satisfaction skyrocketed. A few years after they began this initiative, Combs was named the #1 magnet school in the United States. Thousands of educators from around the world have come to A.B. Combs to witness and learn from the transformation. The model Combs used to transform was rightly named *The Leader in Me* by FranklinCovey and is now being implemented in over 700 schools around the globe, resulting in award winning schools and transformational results again and again.

Success at Marriott
General Manager Brian Hilger thought he had the answer. In an effort to improve the guest-satisfaction scores at the Bethesda Pooks Hill Marriott, Brian and his team invested $20 million in a renovation that included remodeled rooms, an impressive lobby and a new restaurant—improvements that usually guaranteed higher guest scores - but not this time. Despite the $20 million investment, the scores didn't change at all. Adding to the pressure was the fact that the hotel was only three miles from the company's headquarters – which meant lots of visits by senior management. Brian's team needed to make big changes and they had to make them quickly.

It was at this point that Brian and his team decided to implement FranklinCovey's *The 4 Disciplines of Execution* process throughout his hotel to try to improve their guest satisfaction scores. Employees from the leadership team down to the maids on the front line began to develop measurable goals, identify high leverage behaviors, post public scoreboards, and meet weekly in accountability sessions. Almost a year later, Brian and his team proudly celebrated earning the highest guest satisfaction scores (GSS) in the 30 year history of the hotel. As Brian said, "I used to dread the arrival of our new Guest Satisfaction Scores every Friday. Now, I'm excited to get up on Friday mornings. It was the 4 Disciplines that made the difference."

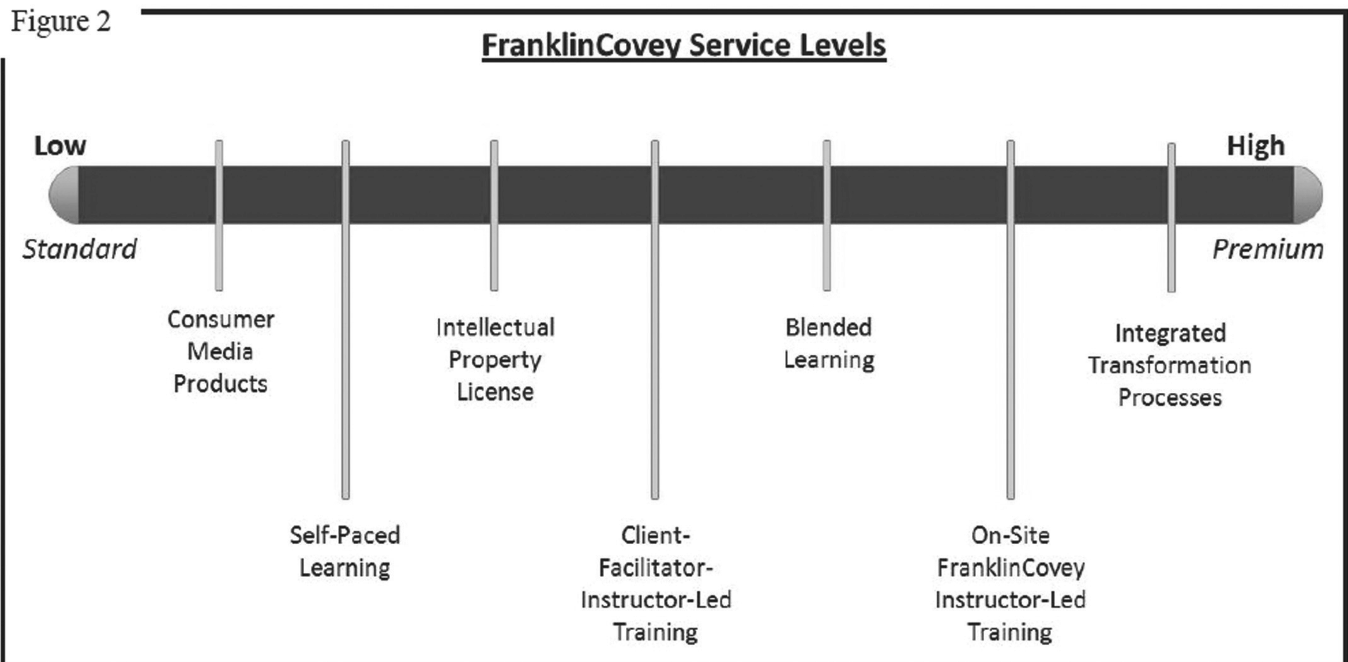
Achieving these kinds of results generates tremendous energy and enthusiasm throughout an organization. This helps to establish our solutions as part of a new way of "doing business" in those units, and also helps to propel adoption of our solution throughout an organization, and attract the attention of others.

Many training and performance-improvement companies define themselves first, by the modality used to deliver their content (i.e. selling the advantages of e-learning libraries, website subscriptions, interactive communities, etc.), and then work to provide the best results possible within the capabilities (and limitations) of that modality. At FranklinCovey, we define ourselves first by our ability to create content (including processes, etc.), that help our clients achieve the kind of transformational results they desire. Then, we develop a wide range of scalable modalities through which all or a portion of our solution can be delivered in order to enable this "transformational" level of impact. Results first, modalities second!

With our focus on helping our clients achieve transformational results, we provide a range of flexible and scalable delivery modality options, each of which can contribute powerfully to an organization's likelihood of winning. Over the years we have invested heavily to create a powerful continuum of delivery options that allows our content to reach everyone in an organization without losing impact, and at a cost that provides us with a very compelling value proposition.

As shown in Figure 2, we provide clients with a wide set of delivery options; from consumer media products (books, e-books, audio books or self-paced learning offerings where there is little or no direct involvement from FranklinCovey); to integrated transformational change initiatives which utilize a variety of delivery modalities. For example, our 4 Disciplines of Execution process can include many hundreds, or even thousands of individual units. And our Leader-in-Me school transformation process includes IP transfer, ongoing coaching, tracking software subscriptions, web-based communities, and center-line adherence accountability reviews.

Figure 2



Our delivery options include:

1. Consumer media products - no hands-on involvement from FranklinCovey (e.g. books, e-books, audio books, videos, mobile apps, etc.)
2. Self-paced learning - little to no involvement from FranklinCovey (e.g. on-line training modules, pre-recorded virtual training, virtual training, virtual certification, interactive and simulation-training, on-line assessments).
3. Intellectual Property (IP) License - granting client organizations the right to utilize FranklinCovey IP to be integrated into existing in-house training initiatives, etc.
4. Client-facilitator-instructor-led training – client facilitators are client employees that work inside client organizations and purchase IP materials from FranklinCovey and then provide live delivery of that content to clients at no incremental cost.
5. Blended learning - web-based live delivery by FranklinCovey instructors, with a blend of live and on-line training combinations.
6. On-site FranklinCovey instructor-led training - live delivery and coaching by FranklinCovey trainer.

7. Integrated transformation processes - premium service with high involvement from FranklinCovey which utilizes a variety of delivery modalities. It also includes ongoing FranklinCovey coaching to help the client at key points along its implementation journey (e.g. custom solutions, coaching, work process facilitation, subscription-based web implementation tools like my4DX.com).

While it is a challenge to design learning processes and tools that can have high impact across this broad range of delivery options, our Delivery Continuum provides enormous flexibility for specifically meeting client needs and circumstances, while maintaining integrity around the desired impact. Our technology-based delivery options are designed to be implemented on all of the major learning management systems and platforms. And as technologies change and evolve, our delivery options will continue to develop to ensure compatibility, scalability, and impact. Interestingly, because of the number of clients whom we serve and the variety of delivery modalities they employ, we often sell more content than the pure content companies, more technology and technology-assisted training than the pure technology-based training companies, and more training implementation tools than many of the pure "tools" companies.

Two things occur as our clients achieve the kinds of transformative results outlined in the few examples above. First, they renew and expand the use of our solutions within their organizations, and second, they refer us to others. Since 2004, the percentage of clients who repeat their purchases has increased significantly, and the average expenditure per client has increased even more significantly. In fiscal 2011, for example, the average expenditure per client (excluding a large government contract that would skew the number) increased 16%. We are proud of the lasting, results-based relationships that we have established with our clients and continue to pioneer a broad continuum of delivery modalities to increase our scale and impact with them in the future.

Differentiator #3: Global Footprint

A key strategic advantage and growth driver is the size, reach, strength, and growth of our various sales channels. We have three primary channels through which we sell and service our content, each of which: has grown substantially in recent years; has an attractive business model; and has enormous head-room for continued growth. As discussed below, our global channel footprint, including our eight direct offices, 35 international licensee partner offices, and our national account practices provide FranklinCovey with the unique ability to attract and serve global clients. It also allows us to attract content from key thought leaders interested in accessing our broad sales capabilities.

Our Eight Direct Offices

From fiscal 2004-fiscal 2011, our eight direct offices, five in North America, and one each in Japan, the United Kingdom, and Australia grew their revenues from approximately $73.7 million to $111.7 million, an increase of 51%. Over the past two years, revenue growth in these offices has accelerated, and in fiscal 2011, revenue from these offices (excluding our Government Region) grew $12.8 million (17%), and, including our Government Region (aided by winning a large, multi-year government contract) grew $21 million (23%). Their contribution to our Adjusted EBITDA grew even more rapidly.

The key drivers of this growth have been: (a) significant increase in the size (now 116 sales associates), capabilities, and productivity of our sales associates; and (b) the highly variable nature of our cost structure in these offices, which results in very high flow-through of revenue to Adjusted EBITDA contribution. We expect to more than double the number of our sales associates in our direct offices in the coming years, while continuing to increase their productivity. Even with this growth however, we would still be well-short of penetrating the markets and accounts assigned to these offices, and expect, ultimately to have more than 500 sales associates in these offices.

Our Thirty-five International Licensee Partner Operations

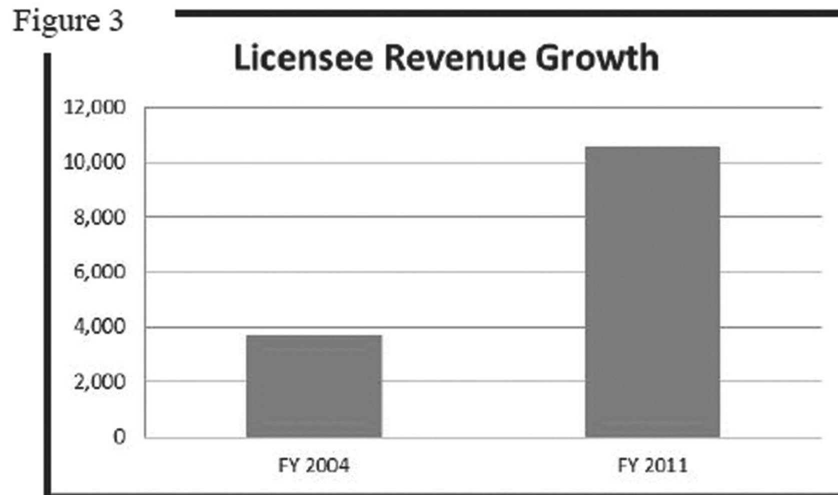
As shown in Figure 3, from fiscal 2004-2011, the royalties we have received from our international licensee partners more than doubled, from $4.3 million to $10.6 million (a compound annual growth rate of 13.6%). In fiscal 2011, royalties from international licensee partners accelerated, growing $1.4 million, (14.7%). Our average licensee royalty of approximately 15% of licensee revenues indicates that our international licensee partners' gross revenue grew from approximately $29 million in 2004 to more than $70 million in fiscal 2011. Our international licensee partners growth has been driven by the same factors that

have driven the growth of our direct offices, specifically the growth in the size, capabilities, and productivity of their sales forces. In the past several years we have made significant investments to provide resources and support to our licensee partners in training and development offerings that can more easily be customized to meet their local needs. We are confident that the quality and strength of our licensee partners' organizations, the enormous untapped potential in their markets, and their ability to significantly increase the size and productivity of their sales forces, will continue to drive significant growth throughout the world for many years to come.

Our National Account Practices

In addition to our direct offices, and international licensee offices, we have established our own specialized sales forces around three of our Practice offerings: Education, Customer Loyalty, and Sales Performance. Over the past two years, revenue growth in these practices has accelerated, and in fiscal 2011, revenue grew by $3.3 million, 17%, to $22.8 million. The strength of our offerings, the continued growth in the revenue from existing clients, and the magnitude of the untapped opportunity in these practice areas should drive significant growth for a long time to come.

Figure 3



Differentiator #4: Breadth of Influence

During the 2002 Winter Olympic Games hosted in Salt Lake City, Utah, the leaders of the NYSE-listed public companies based in Utah, together with the leaders of major word-wide sponsor companies, were invited to be part of a unique NYSE "opening bell" ceremony on the steps of the historic City/County Building in Salt Lake City. As we all stood freezing in the near zero-degree weather, I turned to the man next to me (the well-known CEO of a global company), and introduced myself, saying "I'm with the FranklinCovey company." Immediately he exclaimed, "I love FranklinCovey! When I was worldwide head of marketing, I went through FranklinCovey leadership training, and as a result, I completely changed as a leader. When you are in (he named his headquarters city), will you promise to come and see me? "I did, and this company has ended up becoming a highly-valued (and large) FranklinCovey client.

The best brands are often built by the depth of the connection people have with them. We are grateful that the extent and nature of peoples' interactions with FranklinCovey result in the kind of experience I had. Experiences like this are being repeated thousands of times around the world each year. We also receive thousands of e-mails and letters letting us know that, "Attending your course was a life-changing experience," "Since we implemented this in our company, our results have skyrocketed," etc. I believe that the *depth* of peoples' connection with FranklinCovey derives from the quality and impactful nature of our content, and by the extraordinary quality of FranklinCovey's associates and partners. The *breadth* of our influence is aided by the following:

- The impact of our "thought-leadership" books. The impact of the more than 30 million books we have sold throughout the world (including more than 700,000 books we sold last year) is significant. We currently have three titles that are selling well enough to be among the top 30 business-oriented books—Speed of Trust, The Third Alternative, and the 7 Habits of Highly Effective People. We have another three books coming out in 2012 that we believe have the potential to add to that list of blockbusters, as well as additional influential niche thought-leadership books in our Education and Sales Performance practices.
- Impact on the people we train, and those with whom they associate. More than 20 million people have gone through formal FranklinCovey training, with another 1,000,000 being trained last year alone. The direct and indirect impact of our training on these individuals, their organizations, and on those with whom they interact, positively impacts millions of additional people. The breadth of the constituencies to which our training and materials are sold is unusually broad, and includes: pre-K students; primary, secondary, and post-secondary students; individual contributors, front-line employees, first-time managers, mid-level managers, and the C-suite. We also train and have impact on returning soldiers, mothers, fathers, families, learning-challenged children, and inmates.
- Impact on education. We are having a meaningful impact through our Education Practice by our fully integrated school transformation process, called *The Leader in Me.* It is currently being implemented in more than 700 schools throughout the world. We have only been at this effort for three years, and expect to have thousands of additional schools begin the process in the coming years. We have trained the more than 28,000 teachers and administrators in these schools, and the *Leader in Me* process directly impacts more than 280,000 students each year.

  In the past year we have also trained more than 10,000 school teachers and administrators in India, and recently announced the beginning of the *Leader in Me* process in 20 elementary schools in India.

  Our content has also been integrated into the curriculum for tens of thousands of Japanese teenagers preparing for college.
- Under the terms of a prepaid intellectual property license in 2002, millions of grade school students in the U.S. and Canada utilize student planning tools filled with FranklinCovey content and principles.
- Under the terms of another prepaid intellectual property license, more than 100 million day-planners (originally created as a training implementation tool for our time management offerings) have been sold, with millions of people purchasing them each year.

The popularity of these courses has spawned billions in sales of the training tools which implement them. Millions of units are still sold under a pre-paid license.

OUR OUTLOOK:

We are pleased with the results and momentum of our business in fiscal 2011, and expect to be able to continue both our top and bottom-line growth in fiscal 2012 and beyond. We also believe that the "differentiating factors" discussed above will both help us to achieve this growth, and continue to set us apart and reinforce our strategic strength in the marketplace.

We express gratitude to our thousands of clients worldwide who provide us the opportunity to work hand-in-hand with them in pursuit of their critical objectives and own great purposes; to our associates and partners, who with such great competency, character, and passion, represent our solutions in markets and communities through the world; and to you, our shareholders, for your continued trust and support.

Sincerely,

Robert A. Whitman
Chairman and Chief Executive Officer

Proxy Statement

Notice Of Annual Meeting Of Shareholders

To Be Held January 27, 2012

Franklin Covey Co.

You are cordially invited to attend the Annual Meeting of Shareholders of Franklin Covey Co. (the Company), which will be held on Friday, January 27, 2012 at 8:30 a.m., at the Hyrum W. Smith Auditorium, 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331 (the Annual Meeting), for the following purposes:

(i) To elect eight directors to serve until the 2013 annual meeting of shareholders;

(ii) To hold an advisory vote on executive compensation;

(iii) To hold an advisory vote on the frequency of the advisory vote on executive compensation;

(iv) To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accountants for fiscal 2012; and

(v) To transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be Held on January 27, 2012. The proxy statement and annual report to shareholders are available at www.shareholdermaterial.com/FC.

The Board of Directors has fixed the close of business on November 30, 2011, as the record date for the determination of shareholders entitled to receive notice of and to vote at the Annual Meeting and at any adjournment or postponement thereof.

You are cordially invited to attend the Annual Meeting in person. To ensure that your vote is counted at the Annual Meeting, however, please vote as promptly as possible.

By Order of the Board of Directors,

Robert A. Whitman
Chairman of the Board of Directors
December 20, 2011

IMPORTANT

Whether or not you expect to attend the Annual Meeting in person, to assure that your shares will be represented, please promptly complete your proxy. Your proxy will not be used if you are present at the Annual Meeting and desire to vote your shares personally.

Franklin Covey Co.
2200 West Parkway Boulevard
Salt Lake City, Utah 84119-2331

PROXY STATEMENT

Annual Meeting of Shareholders
January 27, 2012

SOLICITATION OF PROXIES

This Proxy Statement is being made available to the shareholders of Franklin Covey Co., a Utah corporation (us, our, we, FranklinCovey, or the Company), in connection with the solicitation by the board of directors (the Board or Board of Directors) of the Company of proxies from holders of outstanding shares of our Common Stock, $0.05 par value per share (the Common Stock) for use at our Annual Meeting of Shareholders to be held on Friday, January 27, 2012, at 8:30 a.m., at the Hyrum W. Smith Auditorium, 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331, and at any adjournment or postponement thereof. This Proxy Statement, the Notice of Annual Meeting of Shareholders, and the accompanying form of proxy are first being mailed to shareholders of the Company on or about December 20, 2011.

PURPOSE OF THE ANNUAL MEETING

Shareholders of the Company will consider and vote on the following proposals: (i) to elect eight directors to serve until the next annual meeting; (ii) to hold an advisory vote on executive compensation; (iii) to hold an advisory vote on the frequency of the advisory vote on executive compensation; (iv) to ratify the appointment of Ernst & Young LLP (Ernst & Young) as our independent registered public accountants for the fiscal year ending August 31, 2012; and (v) to transact such other business as may properly come before the Annual Meeting or at any adjournment or postponement thereof.

COSTS OF SOLICITATION

We will bear all costs and expenses relating to the solicitation of proxies, including the costs of preparation, assembly, printing, and mailing to shareholders this Proxy Statement and accompanying materials. In addition to the solicitation of proxies by use of the mails, our directors, officers, and employees, without receiving additional compensation, may solicit proxies personally or by telephone, facsimile, or electronic mail. Arrangements will be made with brokerage firms and other custodians, nominees, and fiduciaries for the forwarding of solicitation materials to the beneficial owners of the shares of Common Stock held by such persons, and we will reimburse such brokerage firms, custodians, nominees, and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection therewith.

INFORMATION ABOUT VOTING

Who Can Vote

The only voting securities that we have outstanding are shares of our Common Stock. Our Board of Directors has fixed the close of business on November 30, 2011 as the record date for determination of shareholders entitled to notice of, and to vote at, the Annual Meeting (the Record Date). Only shareholders of record at the close of business at November 30, 2011 are entitled

to vote at the Annual Meeting. As of the Record Date, there were 17,735,564 shares of our Common Stock issued and outstanding. The holders of record of the shares of our Common Stock on the Record Date are entitled to cast one vote per share on each matter submitted to a vote at the Annual Meeting.

How You Can Vote

You may submit your vote by completing, signing, and dating each proxy card received before the Annual Meeting or by voting in person at the Annual Meeting. Sign your name exactly as it appears on the proxy card. If you provide specific voting instructions, your shares will be voted as you have instructed. Proxy cards submitted by mail must be received by our transfer agent no later than January 26, 2012 to be voted at the Annual Meeting.

Voting by Proxy

Shares of Common Stock which are entitled to be voted at the Annual Meeting and which are represented by properly executed proxies will be voted in accordance with the instructions indicated on such proxies. If no instructions are indicated, such shares will be voted (i) **FOR** the election of each of the eight director nominees (Proposal No. 1); (ii) **FOR** the proposal regarding an advisory vote on executive compensation (Proposal No. 2); (iii) **ONE YEAR** for the proposal regarding an advisory vote on the frequency of the advisory vote on executive compensation (Proposal No. 3); and (iv) **FOR** the ratification of the appointment of Ernst & Young as our independent registered public accountants for the fiscal year ending August 31, 2012 (Proposal No. 4), and in the discretion of the proxy holders as to any other matters as may properly come before the Annual Meeting or at any adjournment or postponement thereof. It is not anticipated that any other matters will be presented at the Annual Meeting.

Voting at the Annual Meeting

You may vote in person by written ballot at the Annual Meeting. However, if your shares are held in the name of a broker, trust, bank, or other nominee, you must bring a legal proxy or other proof from that broker, trust, bank, or other nominee of your beneficial ownership of those shares as of the record date in order to vote at the Annual Meeting. If you vote by proxy and also attend the Annual Meeting, you do not need to vote again at the Annual Meeting.

Revocation of Proxies

A shareholder who has completed a proxy may revoke it at any time prior to its exercise at the Annual Meeting by returning a proxy bearing a later date, by filing with the Secretary of the Company, at the address set forth below, a written notice of revocation bearing a later date than the proxy being revoked, or by voting the Common Stock covered thereby in person at the Annual Meeting.

The Company's Principal Office and Main Telephone Number

Our principal executive offices are located at 2200 West Parkway Blvd., Salt Lake City, Utah 84119 and our main telephone number is (801) 817-1776.

BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

Nominees for Election to the Board of Directors

Our Board currently consists of nine directors, of which six are considered independent. Due to age and health related considerations Dr. Stephen R. Covey has chosen not to stand for re-election at our Annual Meeting. Our Board thanks Dr. Covey for his exemplary service. The Board has not nominated an individual to fill the resulting vacancy and the remaining eight of the Company's directors are nominated for re-election at the Annual Meeting. Each of the directors will serve a one-year term expiring at the next annual meeting of shareholders. At the Annual Meeting, proxies cannot be voted for a greater number of individuals than the eight nominees named in this Proxy Statement.

Our directors are familiar with our business and the risks and competition we face, which allow them to participate actively and effectively in Board and committee discussions and deliberations. Our directors meet and speak frequently with each other and with members of our senior management team. These formal meetings and informal discussions occur based on the needs of our business and the market environment.

The Nominating and Governance Committee of the Board (the Nominating Committee) and the Board believe the skills, qualities, attributes, and experiences of its directors provide the Company with the business acumen and range of perspectives to engage each other and management to effectively address our evolving needs and represent the best interests of our shareholders. The biographies below describe the skills, qualities, attributes, and experiences of each of the nominees that led the Board to determine that it is appropriate to nominate these directors for re-election.

Clayton M. Christensen, 59

Independent Director
Director Since: March 2004
Committees: none
Other Directorships: Tata Consultancy Services (NYSE), W.R. Hambrecht, and Vanu

Dr. Christensen is the Kim B. Clark Professor of Business Administration at the Harvard Business School where he has been a faculty member since 1992. Dr. Christensen was a Rhodes Scholar and received his Masters of Philosophy degree from Oxford and his MBA and DBA from the Harvard Business School. He also served as President and Chairman of CPS Technologies from 1984 to 1989. From 1979 to 1984 he worked as a consultant and project manager for the Boston Consulting Group. Dr. Christensen is the founder of Rose Park Advisors, Innosight LLC, and the Christensen Institute for Disruptive Change.

Director Qualifications: Dr. Christensen's research and teaching interests center on building new growth businesses and sustaining the success of companies. His specific area of focus is in developing organizational capabilities. Dr. Christensen is widely recognized as a leader in these fields and his knowledge and valuable insights enable him to make significant contributions to our strategic direction and development of new training and consulting services. Additionally, Mr. Christensen's previous work with various companies provides him with a broad perspective in the areas of management and operations.

Robert H. Daines, 77

Independent Director
Director Since: April 1990
Committees: Member of all standing committees
Other Directorships: None

Dr. Daines is an Emeritus Driggs Professor of Strategic Management at Brigham Young University, where he was employed for 44 years. While employed by Brigham Young University, Dr. Daines taught courses in finance, strategic financial management, and advanced financial management. He also served as director of the MBA program from 1966 to 1978. During that time, Dr. Daines also taught financial strategy and management controls courses for corporations such as Chase Manhattan Bank, Bank of America, and British Petroleum. He also co-authored the finance textbook *Strategic Financial Management*, published by Irwin as well as several articles and cases. Additionally, Dr. Daines served as a consultant to Aetna Life and Casualty where he managed their treasury services including cash management, accounting controls, and financial policies and procedures. Dr. Daines received his MBA from Stanford and his DBA from Indiana University.

Director Qualifications: Dr. Daines' extensive academic and business consulting experience provides him with significant financial, strategic, and management experience as well as a strong business acumen. In addition to his teaching responsibilities, Dr. Daines has consulted with numerous corporations across many industries. This experience has provided Dr. Daines with a broad perspective and enables him to make valuable contributions in the areas of management, finance, operations, strategy, and long-range planning. Dr. Daines' strong financial background qualifies him as our audit committee financial expert, enabling him to make valuable contributions to our audit committee. In addition, his 20 years of experience on our Board of Directors gives him significant insight into the Company and its long-term goals.

E.J. "Jake" Garn, 78

Independent Director
Director Since: January 1993
Committees: Chair of the Audit Committee
Other Directorships: Headwaters, Inc. (NYSE) and Nu Skin Enterprises, Inc. (NYSE)

Mr. Garn is a self-employed consultant. From December 1974 to January 1993, Mr. Garn was a United States Senator from the State of Utah. During his term in the Senate, Mr. Garn served six years as Chairman of the Senate Banking, Housing, and Urban Affairs Committee and served on the Appropriations, Energy and Natural Resources, and Senate Rules Committees. Prior to his election to the Senate, Mr. Garn served as Mayor of Salt Lake City, Utah, from January 1972 to December 1974.

Director Qualifications: Mr. Garn's nearly 20 years of experience on our Board of Directors provides him with considerable knowledge of our business as well as historical perspective and long-term focus on the interests of the Company and its shareholders. During his tenure in public office, Mr. Garn developed leadership and executive skills that allow him to make important contributions to various areas of management and executive decision making. Mr. Garn's experience with various governmental committees and organizations also provides him with valuable understanding of the regulatory and compliance environment, which allows him to make valuable contributions to the Board of Directors as the Chairman of the Audit Committee.

Dennis G. Heiner, 68

Lead Independent Director
Director Since: January 1997
Committees: Chair of the Nominating Committee and member of all other standing committees
Other Directorships: None

Mr. Heiner currently serves as Managing Member of Sunrise Oaks Capital Fund, LLC, a small private bridge loan financing fund. Mr. Heiner served from 1999 to 2004 as President and Chief Executive Officer of Werner Holding Co., a leading manufacturer of climbing products and aluminum extrusions. Prior to joining Werner, he was employed by Black & Decker Corporation from 1985 to 1999 where he served for 6 years as Senior Vice President and President Worldwide Small Electric Appliances, and later as Executive Vice President and President of the Hardware and Home Improvement Group, a world leader in residential door hardware and plumbing fixtures. From 1979 to 1985, Mr. Heiner was employed by Beatrice Foods where he served as a Division President. From 1972 to 1979, Mr. Heiner was employed by Conroy Inc., a manufacturer of recreational vehicles, where he held positions of Director of Marketing and Vice President of Finance and International Marketing. Mr. Heiner has also served on several other boards including Rayteck, Shell Oil's AERA Board, and Werner Holdings. Mr. Heiner received his Bachelor of Arts degree from Weber State University and his MBA degree from Brigham Young University. He also completed Executive programs at Northwestern's Kellogg School of Management and the Harvard Business School.

Director Qualifications: Mr. Heiner brings to the Board of Directors chief executive leadership and business management experience, as well as strong operational knowledge and expertise. Mr. Heiner's broad industry experience, including previous roles in leadership, finance, and marketing, provides the Board of Directors with valuable contributions in the areas of management, strategy, leadership, governance, growth, and long-term planning. Mr. Heiner's executive leadership experience and strong business background enable him to provide strong and independent leadership on the Board of Directors in his role as Lead Independent Director. Mr. Heiner also makes important contributions to the Company in the areas of board and business leadership development and succession planning.

Donald J. McNamara, 58

Independent Director
Director Since: June 1999
Committees: None
Other Directorships: Klimpton Hotel and Restaurant Group, LLC

Mr. McNamara is the founder of The Hampstead Group, LLC (The Hampstead Group), a private equity investor based in Dallas, Texas, and has served as its Chairman since its inception in 1989. Mr. McNamara received an undergraduate degree in architecture from Virginia Tech in 1976 and an MBA from Harvard University in 1978. The Hampstead Group is the sponsor of Knowledge Capital, and Mr. McNamara serves on the Board as a designee of Knowledge Capital.

Director Qualifications: Mr. McNamara's experience in private equity provides him with considerable expertise in financial and strategic matters. This expertise enables him to make valuable contributions to the Company in the areas of raising capital, capital deployment, acquisitions and dispositions, and other major financial decisions. Mr. McNamara's involvement with other entities throughout his career provides him with wide-ranging perspective and experience in the areas of management, operations, and strategy. In

addition, Mr. McNamara has a meaningful understanding of our operations having served on our Board of Directors for more than 10 years, enabling him to make contributions to our strategy, innovation, and long-range plans.

Joel C. Peterson, 64

Director
Director Since: May 1997
Committees: None
Other Directorships: Chairman of the Board at JetBlue Airways (NASDAQ) and Director at Ladder Capital Finance, Integra Partners Holdings, Bonobos, and Packsize

Mr. Peterson served as a director of Covey Leadership Center from 1993 to 1997, and as Vice-Chairman of Covey Leadership Center from 1994 to 1997. Mr. Peterson founded Peterson Partners, a Salt Lake City-based private equity group with some $400 million under management, which focuses on providing growth and buyout capital to businesses with strong management teams and a track record of success. Separate from this private equity business, Mr. Peterson founded Peterson Ventures to fulfill a passion for partnering with talented entrepreneurs in earlier stage or smaller ventures. Mr. Peterson has been on the faculty at the Graduate School of Business at Stanford University since 1992 where he has taught courses in real estate investment, entrepreneurship, and leadership. In 2005 he was selected by students to receive the Distinguished Teacher Award. In the past he has served as a director at Stanford's Center for Leadership Development and Research and as a member of the Dean's Advisory Group. Mr. Peterson currently serves as an Overseer at the Hoover Institution. Between 1973 and 1991, he was Treasurer, Chief Financial Officer, Board member, and Chief Executive Officer of Trammell Crow Company, the world's largest private real estate development firm. Over the past 35 years, he has served on dozens of public and private boards including Asurion, the Dallas Market Center, Texas Commerce Bank (Dallas), the Advisory Board at the GSB at Stanford, and on the President's Council at Brigham Young University. He was valedictorian at his undergraduate institution, Brigham Young University, and earned an MBA from Harvard Business School in 1973.

Director Qualifications: Mr. Peterson brings chief executive leadership, extensive financial experience, and strong academic skills to our Board of Directors. Mr. Peterson's roles in executive leadership, financial management, and private equity enable him to make key contributions in the areas of leadership, raising capital, capital deployment, strategy, operations, and growth. His experience with Peterson Ventures and teaching courses on entrepreneurship adds valuable knowledge in growth and long-term strategic planning as well as accessing and deploying capital. Mr. Peterson also has a deep understanding of the Company's operations and background with over 10 years of experience on our Board of Directors.

E. Kay Stepp, 66

Independent Director
Director Since: May 1997
Committees: Chair of the Compensation Committee and member of all other standing committees
Other Directorships: StanCorp Financial Group (NYSE) and Planar Systems, Inc. (NASDAQ)

Ms. Stepp, a retired executive, is the former chairperson of the board of Providence Health and Services, and served as President and Chief Operating Officer of Portland General Electric, an electric utility, from 1978 to 1992. She formerly was principal of Executive Solutions, an executive coaching firm, from 1994 to 2001, and was a director of the Federal Reserve Bank of San Francisco from 1991 to 1995. Ms. Stepp also served as a director of

the Covey Leadership Center from 1992 to 1997. She received her Bachelor of Arts degree from Stanford University and a Master of Arts in Management from the University of Portland. Ms. Stepp also attended the Stanford Executive Program and the University of Michigan Executive Program.

Director Qualifications: Ms. Stepp's experience in management and as chief operating officer brings valuable knowledge to the Board of Directors in areas such as marketing, distribution, human resources, technology, and administration. Ms. Stepp also brings the Company extensive governance experience with public corporations, private corporations, and non-profit organizations. This background and experience allow Ms. Stepp to make valuable contributions to the Board of Directors in the areas of operations, management, compensation, and innovation. She also brings special expertise and experience in human resource management and compensation from her consulting career, which provides her with the knowledge to serve as the chairperson of the Board's Compensation and Organization Committee. Ms. Stepp has a deep understanding of our operations and long-term goals from her nearly 20 years of experience on the Board of Directors.

Robert A. Whitman, 58

Chairman of the Board and Chief Executive Officer
Director Since: May 1997
Committees: None
Other Directorships: EnergySolutions, Inc. (NYSE) and Elanco

Mr. Whitman has served as Chairman of the Board of Directors since June 1999 and as President and Chief Executive Officer of the Company since January 2000. Mr. Whitman previously served as a director of the Covey Leadership Center from 1994 to 1997. Prior to joining us, Mr. Whitman served as President and Co-Chief Executive Officer of The Hampstead Group from 1992 to 2000. Mr. Whitman received his Bachelor of Arts degree in Finance from the University of Utah and his MBA from the Harvard Business School.

Director Qualifications: Mr. Whitman's leadership experience as the Chief Executive Officer of the Company and his in-depth knowledge of our strategic priorities and operations enable him to provide valuable contributions and facilitate effective communication between management and the Board of Directors. Mr. Whitman's role as Chief Executive Officer also enables him to provide important contributions to strengthening our leadership, operations, strategy, growth and long-range plans. Mr. Whitman's extensive experience in finance, private equity investing, and leadership also provides him with the knowledge to make valuable contributions to the Board of Directors in the areas of finance, raising capital, and capital deployment.

Corporate Governance

FranklinCovey upholds a set of basic values and principles to guide our actions and we are committed to maintaining the highest standards of business conduct and corporate governance. Our emphasis on corporate governance begins at the top, with our directors, who are elected by, and are accountable to you, our shareholders. This commitment to governance extends to our management team and to all of our employees. We have adopted a Code of Business Conduct and Ethics for our directors, officers, and senior financial officers that include the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) and other members of our financial leadership team. The Corporate Governance Guidelines and Code of Business Conduct and Ethics are available on our website at www.franklincovey.com. In addition, each of the Corporate Governance Guidelines and the Code of Business Conduct and Ethics are available in print free of charge to any shareholder by making a written request to Investor Relations, Franklin Covey Co., 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331. The Code of Business Conduct and Ethics applies to all directors, officers, and employees of FranklinCovey.

A feature of our corporate governance is that our standing committees are comprised of independent directors, as discussed below. We believe this structure allows for a collective focus by the majority of our independent directors on the various complex matters that come before Board committees. The overlap inherent in this structure assists these independent directors in the execution of their responsibilities.

Board Oversight

Our Board is responsible for and committed to the independent oversight of the business and affairs of our Company, including financial performance, CEO performance, succession planning, strategy, risk management, and compensation. In carrying out this responsibility, our Board advises our CEO and other members of our senior management team to help drive success for our clients and long-term value creation for our shareholders.

Affirmative Determination Regarding Board Independence

The Board of Directors has determined each of the following directors to be an "independent director" under the listing standards of the New York Stock Exchange (NYSE): Clayton M. Christensen, Robert H. Daines, E.J. "Jake" Garn, Dennis G. Heiner, Donald J. McNamara, and E. Kay Stepp.

In assessing the independence of the directors, the Board of Directors determines whether or not any director has a material relationship with us (either directly, or as a partner, shareholder, or officer of an organization that has a relationship with us). The Board of Directors considers all relevant facts and circumstances in making independence determinations, including the director independence standards adopted by the Board of Directors and the existence of related party transactions as described in the section entitled "Certain Relationships and Related Transactions" found in this report.

Board Leadership Structure

Under our current leadership structure, we have a combined position of Chairman and CEO and an independent director serving as a Lead Independent Director. The Board of Directors does not have a policy on whether the roles of Chairman and CEO should be separate or combined. Our Board assesses these roles and deliberates the merits of its leadership structure to ensure that the most efficient and appropriate structure is in place. In addition, our Board has determined that if the Chairman is not an independent director, then there should also be a Lead Independent Director.

Our Board believes that combining the roles of Chairman and CEO is currently the most effective leadership structure for our Company. Combining these roles ensures that our Company has a single leader who speaks with one voice to our shareholders, clients, employees, regulators, other stakeholders, and to the broader public. Our current CEO, Mr. Whitman, has significant knowledge of our business, industry, operations, and risks, which affords him the insight necessary to guide discussions at Board meetings. Mr. Whitman also provides our Board with updates on significant business developments and other time-sensitive matters.

As CEO, Mr. Whitman is directly accountable to our Board and, through our Board, to our shareholders. His role as Chairman is both counterbalanced and enhanced by the overall independence of the Board and independent leadership provided by our Lead Independent Director, Mr. Heiner. Mr. Heiner, as Chairman of our Nominating and Governance Committee, was designated as the Lead Independent Director by our Board. Our independent directors may elect another independent director as Lead Independent Director at any time. Mr. Whitman and Mr. Heiner meet and speak frequently regarding our Board and our Company.

The Board of Director's Role in Risk Management Oversight

The Audit Committee of our Board of Directors has responsibility for the oversight of risk management, while the management team is responsible for the day-to-day risk management process. With the oversight of the Board of Directors, management has developed an enterprise risk management strategy, whereby management identifies the top individual risks that we face with respect to our business, operations, strategy, and other factors that were recognized after discussions with key business and functional leaders and reviews of external information. In addition to evaluating various key risks, management identifies ways to manage and mitigate such risks. During fiscal 2011, management met with the Audit Committee to discuss the identified risks and the efforts that are designed to mitigate and manage these risks. These risks were allocated to the various committees of the Board of Directors to allow the committees to examine a particular risk in detail and assess its potential impact to our

operations. For example, the Audit Committee reviews compliance and risk management processes and practices related to accounting and financial reporting matters; the Nominating Committee reviews the risks related to succession planning and the independence of the Board of Directors; and the Compensation Committee reviews the risks related to our various compensation plans. In the event that a committee is allocated responsibility for examining and analyzing a specific risk, such committee reports on the relevant risk exposure during its regular reports to the entire Board of Directors.

As part of its responsibilities, the Compensation Committee periodically reviews our compensation policies and programs to ensure that the compensation programs offer appropriate performance incentives for employees, including executive officers, while mitigating excessive risk taking. We believe that our various compensation programs contain provisions that discourage excessive risk taking. These provisions include:

- An appropriate balance between annual cash compensation and equity compensation that may be earned over several years.
- Metrics that are weighted between the achievement of overall financial goals and individual objectives.
- Stock ownership guidelines that encourage executive officers to accumulate meaningful levels of equity ownership, which align the interests of executives with those of long-term shareholders.

Based on a review of the nature of our operations by the Compensation Committee, we do not believe that any areas of the Company are incented to take excessive risks that would likely have a material adverse effect on our operations.

Board of Director Meetings and Committees

Overview

During the fiscal year ended August 31, 2011, there were four meetings held by our Board of Directors. All of the members of our Board of Directors were able to attend at least 75 percent of the Board and committee meetings for which they were entitled to participate, except for Dr. Stephen R. Covey, who attended 50 percent of the Board meetings. Although we encourage Board members to attend our Annual Meeting, we do not have a formal policy regarding director attendance at our annual shareholder meetings. Six members of our Board of Directors attended our annual meeting of shareholders held in January 2011.

Our Lead Independent Director plays an active role on our Board of Directors. Mr. Heiner reviews the agenda, schedule, and materials for each Board and Nominating Committee meeting and presides over executive sessions of the independent directors. Any independent director may call for an executive session and suggest agenda items for Board or committee meetings.

The following table shows the current membership of each of our committees.

Director	Audit	Nominating	Compensation
Clayton M. Christensen	-	-	-
Stephen R. Covey	-	-	-
Robert H. Daines	X	X	X
E.J. "Jake" Garn	Chair	-	-
Dennis G. Heiner	X	Chair	X
Donald J. McNamara	-	-	-
Joel C. Peterson	-	-	-
E. Kay Stepp	X	X	Chair
Robert A. Whitman	-	-	-

The Board of Directors has adopted a written charter for each of the committees. These charters are available on our website at www.franklincovey.com. In addition, shareholders may obtain a printed copy of any of these charters free of charge by making a written request to Investor Relations, Franklin Covey Co., 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331.

The Audit Committee

The Audit Committee functions on behalf of the Board of Directors in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and met ten times during the fiscal year ended August 31, 2011. The Audit Committee's primary functions are to:

- assist our Board in its oversight of our financial statements, legal and regulatory compliance, independent auditors' qualification, independence, and performance, internal audit function performance, and internal control over financial reporting;
- decide whether to appoint, retain, or terminate our independent auditors;
- pre-approve all audit, audit-related, tax, and other services, if any, to be provided by the independent auditors; and
- prepare the Audit Committee Report.

The audit committee is chaired by Mr. Garn and each of the members of the Audit Committee is independent as described under NYSE rules. The Board of Directors has determined that one of the Audit Committee members, Robert H. Daines, is a "financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K.

The Nominating Committee

The Corporate Governance and Nominating Committee (the Nominating Committee) is chaired by Mr. Heiner and met five times during fiscal 2011. The primary purposes of the Nominating Committee are to:

- recommend individuals for nomination, election, or appointment as members of our Board and its committees;
- oversee the evaluation of the performance of our Board and its committees and our management;
- ensure that our committees are comprised of qualified and experienced independent directors;
- review and concur in the succession plans for our CEO and other members of senior management; and
- take a leadership role in shaping our corporate governance, including developing, recommending to the Board, and reviewing on an ongoing basis the corporate governance principles and practices that apply to our Company.

In carrying out the responsibilities of the Nominating Committee, Mr. Heiner frequently met or had discussions with our CEO during the fiscal year. All of the members of the Nominating Committee are "independent" as defined under NYSE rules.

The Compensation Committee

We are in a business that relies heavily on our people for our competitive advantage. As a result, our Organization and Compensation Committee (the Compensation Committee) plays a pivotal role in enabling us to attract and retain the best talent.

The Compensation Committee is chaired by Ms. Stepp and regularly met without any employees present to discuss executive compensation matters, including Mr. Whitman's compensation package during fiscal 2011. The primary functions of the Compensation Committee are to:

- determine and approve the compensation of our CEO and other executive officers;
- review and make recommendations to the Board for any incentive compensation and equity-based plans that are subject to Board approval;
- assist our Board in its oversight of the development, implementation, and effectiveness of our policies and strategies relating to our human capital management, including recruiting, retention, career development and progression, diversity and employment practices;
- review management development plans and succession plans to ensure business continuity (other than that within the purview of the Nominating Committee); and
- provide risk oversight of all Company compensation plans.

The Compensation Committee met seven times during fiscal 2011. All of the Compensation Committee members are "independent" as defined under NYSE rules. Except as described below in "Compensation Committee Interlocks and Insider Participation" and "Certain Relationships and Related Transactions," none of the Compensation Committee members had any material business relationships with the Company.

The Compensation Committee administers all elements of our executive compensation program, including our long-term incentive plans. In consultation with the Compensation Committee, Mr. Whitman annually reviews and establishes compensation for the other Named Executive Officers (as defined below). The Compensation Committee reports quarterly to the full Board on decisions related to the executive compensation program.

Compensation Consultants

Within its charter, the Compensation Committee has the authority to engage the services of outside advisors, experts, and others to assist the committee. During fiscal 2011 the Compensation Committee engaged Mercer and Pearl Meyer & Partners as compensation consultants. These compensation consultants provided information to the Compensation Committee regarding share-based compensation plans, executive compensation, and director compensation that were used as components of the overall mix of information used to evaluate our compensation plans. Further information regarding the role of these compensation consultants can be found in the Compensation Discussion and Analysis.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee was or is an officer or employee of the Company or any of our subsidiaries.

During fiscal 2011, the Company employed Boyd Craig, who is the son-in-law of Robert H. Daines, a member of the Compensation Committee, and paid him compensation totaling $132,713.

DIRECTOR NOMINATION PROCESS

As indicated above, the Nominating Committee of the Board of Directors oversees the director nomination process. The Nominating Committee is responsible for identifying and evaluating candidates for membership on the Board of Directors and recommending to the Board of Directors nominees to stand for election. Each candidate to serve on the Board of Directors must be able to fulfill the responsibilities for directors set out in the Corporate Governance Guidelines approved by the Board of Directors. These Corporate Governance Guidelines may be found on our website at www.franklincovey.com. In addition to the qualifications set forth in the Corporate Governance Guidelines, nominees for director will be selected on the basis of such attributes as their integrity, experience, achievements, judgment, intelligence, personal character, ability to make independent analytical inquiries, willingness to devote adequate time to Board duties, and the likelihood that he or she will be able to serve on the Board for a sustained period. In connection with the selection of nominees for director, consideration will be given to the Board's overall balance of diversity of perspectives, backgrounds, and experiences. We believe it is important to have an appropriate mix of diversity for the optimal functionality of the Board of Directors. Although we do not have a formal diversity policy relating to the identification and evaluation of nominees for director, the Nominating Committee considers all of the criteria described above in identifying and selecting nominees and in the future may establish additional minimum criteria for nominees.

Although not an automatically disqualifying factor, the inability of a candidate to meet independence standards of the NYSE will weigh negatively in any assessment of a candidate's suitability.

The Nominating Committee intends to use a variety of means of identifying nominees for director, including outside search firms and recommendations from current Board members and from shareholders. In determining whether to nominate a candidate, the Nominating Committee will consider the current composition and capabilities of serving Board members, as well as additional capabilities considered necessary or desirable in light of existing Company needs and then assess the need for new or additional members to provide those capabilities.

Unless well known to one or more members of the Nominating Committee, normally at least one member of the Nominating Committee will interview a prospective candidate who is identified as having high potential to satisfy the expectations, requirements, qualities, and capabilities for Board membership.

Shareholder Nominations

The Nominating Committee, which is responsible for the nomination of candidates for appointment or election to the Board of Directors, will consider, but shall not be required to nominate, candidates recommended by our shareholders who beneficially own at the time of the recommendation not less than one percent of our outstanding stock (Qualifying Shareholders).

Generally speaking, the manner in which the Nominating Committee evaluates nominees for director recommended by a Qualifying Shareholder will be the same as for nominees from other nominating sources. However, the Nominating Committee will seek and consider information concerning the relationship between a Qualifying Shareholder's nominee and that Qualifying Shareholder to determine whether the nominee can effectively represent the interests of all shareholders.

Qualifying Shareholders wishing to make such recommendations to the Nominating Committee for its consideration may do so by submitting a written recommendation, including detailed information on the proposed candidate, including education, professional experience and expertise, via mail addressed as follows:

Franklin Covey Co.
c/o Stephen D. Young, Corporate Secretary
2200 West Parkway Boulevard
Salt Lake City, UT 84119-2331

Contractual Rights of Knowledge Capital to Designate Nominees

Under the Amended and Restated Shareholders Agreement dated March 8, 2005 between Knowledge Capital and us, we are obligated to nominate one designee of Knowledge Capital for election to the Board of Directors. Donald J. McNamara, a current member of our Board of Directors, is the designee of Knowledge Capital pursuant to this agreement. Upon the mutual agreement of the Company and Knowledge Capital, Robert A. Whitman, the Chairman of the Board of Directors, does not currently serve as a designee of Knowledge Capital. To the extent requested by Knowledge Capital, we are obligated at each meeting of our shareholders at which directors are elected to cause the Knowledge Capital designee to be nominated for election and will solicit proxies in favor of such nominee and vote all management proxies in favor of such nominee except for proxies that specifically indicate to the contrary.

The Amended and Restated Shareholders Agreement also provides that we are obligated, if requested by Knowledge Capital, and to the extent permitted by law and applicable rules of the New York Stock Exchange, to ensure that at least one designee of Knowledge Capital is a member of all committees of the Board other than any special committee of directors formed as a result of any conflict of interest arising from any Knowledge Capital designee's relationship with Knowledge Capital. Knowledge Capital has not requested that its designee serve on any committees of the Board and Donald J. McNamara does not currently serve on any Board committees.

COMMUNICATIONS WITH DIRECTORS

Shareholders or other interested parties wishing to communicate with the Board of Directors, the non-management directors as a group, or any individual director may do so in writing by addressing the correspondence to that individual or group, c/o Stephen D. Young, Corporate Secretary, Franklin Covey Co., 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331 or by using our website at www.franklincovey.com. All such communications will initially be received and processed by the office of the Corporate Secretary. Depending on the nature of the correspondence, the Secretary or Assistant Secretary will initially review such correspondence and either (i) immediately forward the correspondence to the indicated director and to the Chair of the Nominating Committee, or (ii) hold for review for before or after the next regular meeting of the Board of Directors. Shareholders or other interested parties wishing to communicate with Dennis G. Heiner, the Lead Independent Director, may reach him at: c/o Stephanie King, Franklin Covey Co., 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331.

Fiscal 2011 Director Compensation

Robert A. Whitman, our Chairman of the Board of Directors and CEO, does not currently receive compensation for Board of Director meetings. In fiscal 2011, the remaining directors were paid the following amounts for services provided, which did not change from fiscal 2010:

- Each Board member was paid an annual retainer of $30,000, paid in quarterly installments, for service on the Board and attending Board meetings.
- In lieu of committee meeting fees, each Board member was paid an additional annual retainer of $7,000 for service on each committee on which he or she served.
- Committee chairpersons were paid an additional annual retainer of $5,000 for the Audit and Compensation Committees and $3,000 for all other committees.
- Each non-employee member of the Board of Directors received a restricted stock award of shares equivalent to $40,000 which vests over a one-year service period.
- Directors were reimbursed by the Company for their out-of-pocket travel and related expenses incurred in attending all Board and committee meetings.

Fiscal 2011 Director Compensation Table

A	B	C	D	E	F	G	H
Name	Fees earned or paid in cash ($)	Stock awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in pension value and nonqualified deferred compensation earnings ($)	All other Comp ($)	Total ($)
Clayton Christensen	$30,000	$40,000	-	-	-	-	$70,000
Robert H. Daines	$51,000	$40,000	-	-	-	-	$91,000
E.J. “Jake” Garn	$42,000	$40,000	-	-	-	-	$82,000
Stephen R. Covey	$30,000	$40,000	-	-	-	-	$70,000
Dennis G. Heiner	$54,000	$40,000	-	-	-	-	$94,000
Joel C. Peterson	$30,000	$40,000	-	-	-	-	$70,000
E. Kay Stepp	$56,000	$40,000	-	-	-	-	$96,000
Donald McNamara	$30,000	$40,000	-	-	-	-	$70,000

Amounts reported in column C represent the fair value of share-based compensation granted to each member of the Board of Directors. All Board of Director unvested stock awards are made annually in January following the Annual Meeting, and have one-year vesting terms. During the year ended August 31, 2011, each non-employee member of the Board received an unvested share award of 4,745 shares that had a fair value of $40,000. The fair value of the stock awards presented in column C was based on a share price of $8.43 per share, which was the closing price of our common stock on the date that the award was granted. At August 31, 2011, the directors named above, other than Mr. Whitman, held a total of 37,960 shares of unvested stock. We have not granted any stock options to members of the Board of Directors in recent fiscal years.

Fiscal 2012 Director Compensation

Based on information obtained from our compensation consultants, the following changes were approved by the Board regarding fiscal 2012 director compensation:

- The annual retainer for directors will remain $30,000 per year.
- Each non-employee member of the Board of Directors will received a restricted stock award of shares equivalent to $50,000 which vests over a one-year service period.
- In addition to their annual retainer, directors with three committee assignments will receive an additional $25,000 for their service on these committees. Directors with one committee assignment will receive $10,000 of additional compensation for their service.
- The committee chairpersons of the Audit Committee and the Compensation Committee will each receive an annual retainer of $10,000 and the chairperson of the Nominating Committee will receive an annual retainer of $5,000.

- The designated financial specialist will receive $15,000 per year for these services and the lead independent director will receive $8,000 for their service.
- Directors will continue to be reimbursed for their out-of-pocket travel and related expenses incurred in attending all Board and committee meetings.

EXECUTIVE OFFICERS

In addition to Mr. Whitman, whose biographical information was previously presented, the following information is furnished with respect to our executive officers, who served in the capacities indicated for all of fiscal 2011:

M. Sean Covey, 47, was appointed Executive Vice President of Global Solutions and Partnerships and Education Practice Leader during fiscal 2010. Sean was formerly Senior Vice President of Innovations and Product Development from April 2006 to September 2009, where he led the development of nearly all of FranklinCovey's current organizational offerings, including: Focus; The 7 Habits curriculum; xQ; The 4 Disciplines of Execution; The Leader in Me, and Leadership Greatness. Prior to 2006, Sean ran the FranklinCovey retail chain of stores, growing it to $152 million in sales. Before joining FrankinCovey, Sean worked for the Walt Disney Company, Trammel Crow Ventures, and Deloitte & Touche Consulting. Sean is also the author of several books, including *The 6 Most Important Decisions You'll Ever Make*, the New York Times Best Seller *The 7 Habits of Happy Kids*, and the international bestseller *The 7 Habits of Highly Effective Teens*, which has been translated into 20 languages and has sold over 4 million copies. Sean graduated with honors from Brigham Young University with a Bachelor's degree in English and later earned his MBA from Harvard Business School. Sean is the son of Dr. Stephen R. Covey, who currently serves as Vice-Chairman of our Board of Directors.

C. Todd Davis, 54, is an Executive Vice President and Chief People Officer. Todd has over 27 years of experience in training, training development, sales and marketing, human resources, coaching, and executive recruiting. He has been with FranklinCovey for the past 15 years. Previously, Todd was a Director of our Innovation Group where he led the development of core offerings including *The 7 Habits of Highly Effective People – Signature Program and The 4 Disciplines of Execution*. He also worked for several years as our Director of Recruitment and was responsible for attracting, hiring, and retaining top talent for the organization. Prior to FranklinCovey, Todd worked in the medical industry for 9 years where he recruited physicians and medical executives along with marketing physician services to hospitals and clinics throughout the country.

Shawn D. Moon, 44, is an Executive Vice-President of Global Sales and Delivery for FranklinCovey, where he is responsible for the Company's U.S. and International direct offices, the Sales Performance Practice, and the Execution and Speed of Trust Practices. Additionally, he oversees FranklinCovey's Government Business, Facilitator Initiatives, and Public Programs. Mr. Moon has more than twenty years of experience in sales and marketing, program development, and consulting services. From November 2002 to June 2005, Shawn was a Principal with Mellon Financial Corporation where he was responsible for business development for their human resources outsourcing services. Shawn also coordinated activities within the consulting and advisory community for Mellon Human Resources and Investor Solutions. Prior to November 2002, he served as the Vice President of Business Development for our Training Process Outsourcing Group, managed vertical market sales for nine of our business units, and managed our eastern regional sales office. Shawn received a Bachelor of Arts from Brigham Young University in English Literature and he is the author of the book, *On Your Own: A Young Adults' Guide to Making Smart Decisions*.

Stephen D. Young, 58, joined FranklinCovey as Executive Vice President of Finance, was appointed Chief Accounting Officer in January 2001, Chief Financial Officer in November 2002, and Corporate Secretary in March 2005. Prior to joining us, he served as Senior Vice-President of Finance, Chief Financial Officer, and director of international operations for Weider Nutrition for seven years. Mr. Young has over 25 years of accounting and management experience and is a Certified Public Accountant. Mr. Young was awarded a Bachelor of Science in Accounting degree from Brigham Young University. Mr. Young also serves as a board member of COMPLETExRM, Inc. a privately held related party.

PRINCIPAL HOLDERS OF VOTING SECURITIES

The following table sets forth information as of October 31, 2011, with respect to the beneficial ownership of shares of Common Stock by each person known by us to be the beneficial owner of more than five percent of our Common Stock, by each director, by the Named Executive Officers at October 31, 2011, and by all directors and officers as a group. Unless noted otherwise, each person named has sole voting and investment power with respect to the shares indicated. In computing the number of shares of Common Stock beneficially owned by a person or entity and the percentage ownership of that person or entity, we deemed outstanding shares of Common Stock subject to options or warrants held by that person or entity that are currently exercisable or exercisable within 60 days of October 31, 2011 and the Record Date. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person or entity. The percentages set forth below have been computed without taking into account treasury shares held by us and are based on 17,735,564 shares of Common Stock outstanding as of October 31, 2011. At the date of this report, there are no shares of Series A or B Preferred Stock outstanding.

BENEFICIAL OWNERSHIP

As of October 31, 2011	Number of Common Shares	Percentage of Class
Donald J. McNamara[(1)(2)(3)(5)] c/o Franklin Covey Co. 2200 West Parkway Blvd. Salt Lake City, UT 84119-2331	5,956,994	27.4%
Knowledge Capital Investment Group[(1)(2)] 3232 McKinney Ave. Dallas, TX 75204	5,611,118	25.8%
William Blair & Co., LLC[(4)] 222 West Adams St. Chicago, IL 60606-5312	1,652,461	9.3%
Dimensional Fund Advisors, Inc.[(4)] 1299 Ocean Avenue Santa Monica, CA 90401	1,155,360	6.5%
John H. Lewis[(6)] Osmium Partners, LLC 388 Market Street, Suite 920 San Francisco, CA 94111	1,130,419	6.4%
Stephen R. Covey[(3)(5)] c/o Franklin Covey Co. 2200 West Parkway Blvd. Salt Lake City, UT 84119-2331	1,014,026	5.7%
Robert A. Whitman	294,726	1.7%
Joel C. Peterson[(5)]	233,372	1.3%
M. Sean Covey	196,562	1.1%
Stephen D. Young	79,417	*%
E. Kay Stepp[(5)]	57,351	*%
E.J. "Jake" Garn[(5)]	50,099	*%
Dennis G. Heiner[(5)]	38,399	*%
Robert H. Daines[(5)]	26,415	*%
Clayton M. Christensen[(5)]	24,024	*%
Shawn D. Moon	7,378	*%
C. Todd Davis	2,740	*%
All directors and executive officers as a group[(5)(13 persons)]	7,981,503	36.7%

(1) The Common Stock shares indicated for Knowledge Capital include 4,000,000 warrants. The warrants are exercisable into a share of Common Stock at $8.00 per share. During July 2011, Knowledge Capital exercised 1,913,402 warrants and received 596,116 shares of the Company's common stock in a net share settlement.

(2) Mr. McNamara, who is a director of the Company, is a principal of The Hampstead Group, the private investment firm that sponsors Knowledge Capital, and therefore may be deemed the beneficial owner of the Common Stock and the warrants of Common Stock held by Knowledge Capital. Mr. McNamara disclaims beneficial ownership of the Common Stock and warrants of Common Stock held by Knowledge Capital.

(3) The share amounts include those held for Dr. Stephen R. Covey by SANSTEP Properties, L.C. with respect to 997,148 shares; and those indicated by Donald J. McNamara by the Donald J. and Joan P. McNamara Foundation with respect to 23,000 shares. Mr. McNamara is the trustee of his foundation, having sole voting and dispositive control of all shares held by the foundation, and may be deemed to have beneficial ownership of such shares. Dr. Covey, as co-manager of SANSTEP Properties, L.C., has shared voting and dispositive control over the shares held by those entities and may therefore be deemed to have beneficial ownership of such shares.

(4) Information for William Blair & Co. and Dimensional Fund Advisors is provided as of September 30, 2011, the filing of their last 13F Reports.

(5) The share amounts indicated include unvested stock awards currently held by the following persons in the following amounts: Clayton M. Christensen, 4,745 shares; Stephen R. Covey, 4,745 shares; Robert H. Daines, 4,745 shares; E.J. "Jake" Garn, 4,745 shares; Dennis G. Heiner, 4,745 shares; Donald J. McNamara, 4,745 shares; Joel C. Peterson, 4,745 shares; E. Kay Stepp, 4,745 shares; and all directors as a group, 37,960 shares. At October 31, 2011, there were no vested stock options outstanding to any member of the board of directors or any executive officer.

(6) John H. Lewis serves as the controlling member of Osmium Partners, LLC, which serves as the general partner of Osmium Capital, LP; Osmium Capital II, LP; and Osmium Spartan, LP (collectively, the Funds); and which manages other accounts on a discretionary basis. Mr. Lewis and Osmium Partners, LLC may be deemed to share with the Funds and discretionary accounts voting and dispositive power with respect to such shares, except for the 151,007 shares that are directly owned by Mr. Lewis. Each of Mr. Lewis, Osmium Partners, LLC, and the Funds disclaim beneficial ownership with respect to any shares other than the shares owned directly by such person or entity. The information regarding the number of shares beneficially owned or deemed to be beneficially owned by Mr. Lewis, Osmium Partners, LLC, and the Funds was taken from a Schedule 13G filed by those entities and Mr. Lewis with the Securities and Exchange Commission, dated December 31, 2010.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires our Board and executive officers, and persons who own more than 10 percent of our common stock, to file with the Securities and Exchange Commission (the SEC or Commission) initial reports of ownership and reports of changes in ownership of the Common Stock and other securities which are derivative of the Common Stock. Executive officers, directors and holders of more than 10 percent of our Common Stock are required by SEC regulations to furnish us with copies of all such reports they file. Based upon a review of the copies of such forms received by us and information furnished by the persons named above, we believe that all reports were filed on a timely basis except as listed below.

- We filed a Form 4 for Stephen D. Young on December 13, 2010 that should have been filed by December 9, 2010.
- We filed a Form 4 for Robert A. Whitman on January 12, 2011 that included transactions which should have been reported on January 7, 2011.
- We filed reports on Form 4 for Clayton M. Christensen, Stephen R. Covey, Robert H. Daines, E.J. Jake Garn, Dennis G. Heiner, Donald J. McNamara, Joel C. Peterson, and E. Kay Stepp on January 26, 2011 for the annual non-employee director share grant. These reports should have been filed by January 18, 2011.
- We filed a Form 4 for Shawn D. Moon on March 11, 2011 that should have been filed by January 17, 2011.
- We filed a Form 4 for Robert A. Whitman on May 31, 2011 that should have been filed by May 27, 2011. We also filed a Form 4 for Mr. Whitman on June 10, 2011 to include a transaction for 120 shares that was inadvertently omitted from the Form 4 that was filed on January 12, 2011.

- We filed reports on Form 4 for Robert A. Whitman, Stephen D. Young, and C. Todd Davis on July 22, 2011 that should have been filed by July19, 2011.
- We filed reports on Form 5 for Robert A. Whitman and Clayton M. Christensen on October 26, 2011 that should have been filed by October 15, 2011.
- We filed a report on Form 4 for E. Kay Stepp on October 26, 2011 for two sale transactions totaling 6,200 shares that occurred in fiscal 2010 and in early fiscal 2011.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Review and Approval of Related Party Transactions

We review all relationships and transactions in which the Company and our directors, Named Executive Officers, or their immediate family members are participants, to determine whether such persons have a direct or indirect material interest. Our legal and accounting departments have responsibility for the development and implementation of processes and controls to obtain information from the directors and Named Executive Officers with respect to related party transactions and for then determining, based upon the facts and circumstances, whether the Company or a related party has a direct or indirect material interest in the transaction. As required under SEC rules, transactions that are determined to be directly or indirectly material to us or the related party are disclosed in our Proxy Statement. In addition, a disinterested majority of the full Board of Directors or Compensation Committee reviews and approves any related party transaction that is required to be disclosed.

Related Party Transactions

In fiscal 2009, we acquired the assets of CoveyLink Worldwide, LLC (CoveyLink). CoveyLink conducts seminars and training courses and provides consulting based upon the book *The Speed of Trust* by Stephen M.R. Covey, who is the son of Dr. Stephen R. Covey. The purchase price was $1.0 million in cash plus or minus an adjustment for specified working capital and the costs necessary to complete the transaction, which resulted in a total initial purchase price of $1.2 million. The previous owners of CoveyLink, which includes Stephen M.R. Covey, are also entitled to earn annual contingent payments based upon earnings growth over the next five years. During fiscal 2011, we paid the former owners of CoveyLink $5.4 million in cash for the second earnout payment. Prior to the acquisition date, CoveyLink had granted a non-exclusive license to us related to *The Speed of Trust* book and related training courses for which we paid CoveyLink specified royalties. As part of the CoveyLink acquisition, an amended and restated license of intellectual property was signed that granted us an exclusive, perpetual, worldwide, transferable, royalty-bearing license to use, reproduce, display, distribute, sell, prepare derivative works of, and perform the licensed material in any format or medium and through any market or distribution channel. The amount expensed for these royalties due to Stephen M.R. Covey totaled $1.1 million during the fiscal year ended August 31, 2011. In connection with the CoveyLink acquisition, we also signed a speaking services agreement that pays Stephen M.R. Covey a portion of the speaking revenues received for his presentations. During fiscal 2011, we expensed $1.0 million for payment from these presentations.

Dr. Stephen R. Covey, who is currently the Vice-Chairman of the Board of Directors, receives book royalties on books he has authored and has a speaker services agreement with us pursuant to which Dr. Covey receives 80 percent of the net proceeds from personal speaking engagements. During fiscal 2011, we expensed $1.3 million based upon these agreements.

We pay M. Sean Covey, who is a son of Dr. Stephen R. Covey, and who is also an employee of the Company, a percentage of the royalty proceeds received from the sales of certain books authored by him. During the fiscal year ended August 31, 2011, we expensed $0.1 million for these royalty payments.

We employ John Covey, a brother of Dr. Stephen R. Covey, and paid him compensation totaling $118,946 during fiscal 2011. During fiscal 2011, we also employed Boyd Craig, who is the son-in-law of Robert H. Daines, a member of our Board of Directors, and paid him compensation totaling $132,713. In fiscal 2011, we paid contractor fees to Joshua M.R. Covey, who is a son of Dr. Stephen R. Covey and the brother of M. Sean Covey, totaling $98,000.

Robert A. Whitman, our Chairman of the Board of Directors and CEO, beneficially owns a partnership interest in Knowledge Capital. Donald J. McNamara, a member of our Board of Directors, also beneficially owns a partnership interest in Knowledge Capital. Knowledge Capital beneficially owns 1,611,118 shares of our Common Stock and holds 4,000,000 warrants to purchase shares of our Common Stock.

Each of these listed transactions was approved according to the procedures cited above.

COMPENSATION DISCUSSION AND ANALYSIS

Our Compensation Committee, comprised of three independent directors, determined the fiscal 2011 compensation of Robert A. Whitman, our CEO, Stephen D. Young, our CFO, M. Sean Covey, our Executive Vice President for Global Solutions and Partnerships, Shawn D. Moon, our Executive Vice President for Domestic and Global Sales and Delivery, and C. Todd Davis, our Executive Vice President and Chief People and Operations Officer, or CPO. We refer to these executives collectively as our Named Executive Officers, or NEOs. The material elements of our executive compensation programs and policies, including program objectives, reasons why we paid each element, and the specific amounts of our NEOs' compensation for fiscal 2011 are explained below. Following this description, you will find a series of tables containing more specific information about the compensation earned by, or awarded to, our NEOs. We begin with an executive summary to provide a framework for analysis of this information.

Executive Summary

We believe that the executive compensation paid our NEOs for fiscal 2011 was directly linked to: (1) the strength of our operating performance demonstrated by revenue growth of $23.9 million (+17.5%) and Adjusted EBITDA growth of $6.8 million (+ 46.5%), (2) significant progress toward our major strategic objectives, and (3) above-market gains in shareholder value. We hold our NEOs accountable for our organizational performance and executing key strategies by tying a major portion of their compensation to the achievement of key annual and multi-year performance objectives. This accountability includes setting what we believe to be "stretch" goals, the achievement of which requires exceptional performance and maintaining accountability for achieving these results even when the external environment changes. This compensation philosophy means that in years when, despite significant improvement in the Company's performance (and in the face of difficult economic challenges), the targets are not achieved, our NEOs have not received, and do not receive, even their targeted pay or goal-targeted incentives. On the other hand, when performance exceeds the goals, this philosophy also rewards our NEOs and, we believe, our shareholders.

Historical Context: 2009-2010

The global financial crisis adversely affected our business in fiscal year 2009. While the percentage of existing clients that continued and expanded their engagements with us in fiscal 2009 was higher in fiscal 2009 than in fiscal 2008, for several quarters, it was much more difficult to attract and contract with new clients in several of our content categories and some clients reduced spending levels. Having completed the sale of our Consumer Solutions Business Unit in July 2008, just months before the onset of the financial crisis, we had a plan in place to implement significant cost-saving and organizational changes to bring our cost structure in line with our new business model. With the onset of the global financial crisis, the pace and intensity of these efforts were accelerated. Consistent with our pay-for-performance philosophy, we kept base salaries flat in fiscal 2009 and, despite having established fiscal 2009 performance goals just two months prior to the crisis, did not lower the financial objectives on which our NEOs' short-term incentive pay was based. We also chose not to grant equity awards to our NEOs in fiscal 2009. As a result, while our NEOs oversaw a substantial reconstruction of our business model and successfully grew key portions of our business, they received minimal short-term incentive payouts and no long-term incentive awards in fiscal 2009. These steps were taken consistent with our approach in prior years to limit pay as we reconfigured the Company's business, including (1) our CEO's decision early in his tenure not to accept any compensation from us for fiscal 2002 and fiscal 2003 and (2) our granting of very limited equity awards in the period prior to fiscal 2010 despite our management's implementation during those years of steps that we believe significantly improved the operating results of our business, increased the Company's market value and established the foundation for the creation of long-term shareholder value in fiscal 2010 and fiscal 2011.

The actions that management took to reposition our business in fiscal 2009 allowed us to gain substantial traction in fiscal 2010. Despite economic volatility, our fiscal 2010 revenue grew $13.7 million, or 11.2%, to $136.9 million and our fiscal 2010 Adjusted EBITDA[1] grew 363%, from $3.1 million in fiscal 2009 to $14.4 million in fiscal 2010. We also continued to execute on the key strategic initiatives implemented in fiscal 2009, resulting in a streamlined business model in which 82% of every incremental dollar of revenue flowed through to Adjusted EBITDA in fiscal 2010. In response to our significant revenue growth and increased profitability in fiscal 2010, our NEOs received a larger portion of their potential short-term incentive payouts (but not maximum payouts, as we had established what we believed to be even more aggressive performance goals for fiscal 2010) and earned more of their long-term incentive equity awards.

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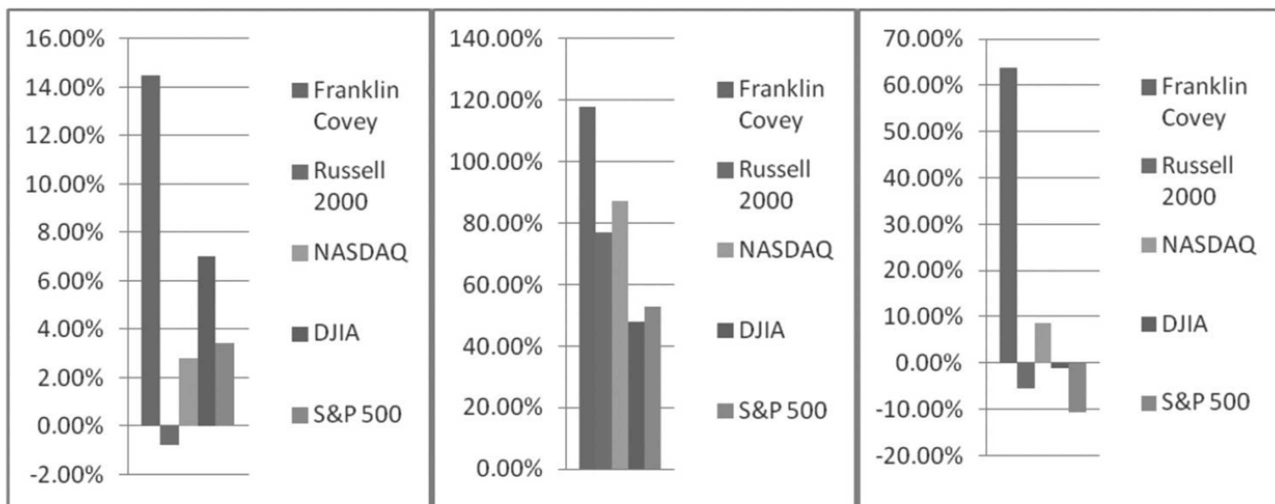
1 Throughout this section, we refer to Adjusted EBITDA, a non-GAAP financial measure, which we believe is relevant to understanding our results of operations and compensation performance measures. See the annex attached to this proxy statement for a discussion of Adjusted EBITDA and a reconciliation of Adjusted EBITDA to GAAP Net Income for fiscal years 2009, 2010 and 2011.

Fiscal 2011 Performance

During fiscal 2011, despite continuing to operate in an uncertain economic environment, we were able to significantly grow revenue, profitability, and operating margin compared to fiscal 2010, and also substantially exceeded the performance targets we had set for fiscal 2011:

- *Significant Revenue Growth:* The Company's fiscal 2011 revenue grew $23.9 million to $160.8 million well above the previous year (+17.5%). Over the past two years, revenue grew from $123.1 million to $160.8 million, an increase of $37.7 million (+30.6%).
- *Almost Seven-Fold Adjusted EBITDA Growth Over Two Years:* Adjusted EBITDA increased 46.5% from $14.4 million in fiscal 2010 to $21.2 million in fiscal 2011. Over the past two years, Adjusted EBITDA increased over six-fold, from $3.1 million to $21.2 million. Additionally, the Company's percentage improvement in EBITDA exceeded the percentage improvement of 82.7% and 97% of the Russell 2000 for their most recent trailing four and eight quarter periods, respectively.
- *Substantial Operating Income Growth*: Our operating income, the key performance metric for our annual short-term incentive awards, grew from $4.0 million in fiscal 2010 to $11.1 million in fiscal 2011, an increase of $7.1 million (+175.2%). The Company's percentage improvement in operating income growth exceeded the percentage improvement of 93.2% of the Russell 2000 companies for their most recent trailing four quarter period. Over the past two years, operating income grew by $22.9 million from a loss of $11.8 million to $11.1 million.
- *Significant Operating Margin Expansion:* Our operating margin, or Adjusted EBITDA divided by sales, expanded from 10.6% to 13.2% in fiscal 2011. Over the past two years, our operating margin increased from 2.5% to 13.2%, a nearly six-fold improvement.
- *Meaningful Shareholder Gains:* Our performance was reflected in gains in the market price for our stock. As shown in the graphs below, in our stock price for the 12 months ended November 30, 2011, as well as the three years and five years ended November 30, 2011, has increased significantly overall and has outperformed these major indices.



Share Price Performance 1 year ended 11/30/11 | **Share Price Performance 3 years ended 11/30/11** | **Share Price Performance 5 years ended 11/30/11**

We also made substantial progress in fiscal 2011 against our major strategic objectives. In addition to strong overall performance, our fiscal 2011 performance showed substantial progress toward key strategic objectives, meeting or exceeding the targets established for each objective during the year:

- Each of our seven practices (consisting of Leadership, Education, Productivity, Execution, Speed of Trust, Sales Performance and Customer Loyalty), grew during the year – on average by 16%.
- Our xQ score (a measure of the level of employment engagement and execution practices which we use in advising our clients) increased to 77 – among the highest scores achieved amidst hundreds of companies participating in our xQ survey.

Key Fiscal 2011 Compensation Decisions and Actions

In the context of the performance results described above, the Compensation Committee made the following executive compensation decisions and took the following executive compensation actions for fiscal 2011:

Salaries:

- *CEO's Salary*: Robert Whitman served as our CEO without – at his election – any salary, bonus or other compensation for fiscal 2002 and fiscal 2003. His salary has been fixed at $500,000 per year since fiscal 2004. Even in a year where he continued his excellent personal performance and the Company generated excellent operating results, we have kept Mr. Whitman's salary fixed to increase the variable and at-risk percentages of his total compensation. Consistent with this philosophy, and consistent with his recommendation, our CEO did not receive a base salary increase for fiscal 2011.
- *Other NEO Salaries*: Salaries of our NEOs other than our CEO were moderately increased for fiscal 2011 (involving an increase in our total annual compensation expense of $112,789) based on the Compensation Committee's consideration of our fiscal 2011 performance and the fact that we had not significantly increased salary levels in prior years. Fiscal 2011 salary increases for our NEOs other than our CEO and CFO also reflected additional responsibilities given to our NEOs as we streamlined our top management group.

Short-Term Incentives:

- *Annual Incentive Payments*: We set financial targets for fiscal 2011 at the beginning of the year that required the Company to achieve what we believed was an aggressive 125% year-over-year increase in operating income in order for each NEO to achieve 100% of his targeted annual incentive opportunity, and a year over year increase in operating income of 175% in order for each NEO to achieve his maximum possible annual incentive of up to 200%. In fact, our operating income increased 175.2%, from $4.0 million in fiscal 2010 to $11.1 million in fiscal 2011. We were pleased that this resulted, for the first time, in the NEOs achieving maximum annual incentive payments.
- *Discretionary Bonus in Recognition of Performance*: We paid a discretionary bonus to our new Executive Vice President for Domestic and Global Sales and Delivery to compensate him for the loss of an incentive opportunity under a key business contract entered into by the business unit he led before he was asked by the Board to take on his current responsibility for leading our Domestic and Global Sales and Delivery function.

Long-Term Incentives:

- *Long-Term Incentive Awards*: We developed a three-part long-term performance-based equity award program for fiscal 2011. In particular:
    - *CEO Equity Grant*: In fiscal 2010, we decided, in principle, to grant our CEO a meaningful one-time equity award in the form of a premium-priced option covering 500,000 shares in four equal tranches having exercise prices set at $9.00, $10.00, $12.00, and $14.00 per share. One-half of the total award was made in fiscal 2010, and the other half was made in fiscal 2011, which represented 57.3% of the value of our CEO's fiscal 2011 equity grants, and vest only upon an acceptable resolution, as determined by the Board, of the Company's management stock loan program. Acceptable resolution of the management stock loan program is expected to require that our shares be valued in the market at approximately $15.00 per share. The amount that we recognized and is reflected in the summary compensation table below includes a $755,591 one-time non-cash charge, of which approximately $466,000 was attributable to the fact that

we had to split the award over two years and our stock price increased over this period. The balance of our CEO's fiscal 2011 equity award was in the form of restricted stock units described below, one-third of which were to vest upon the achievement of an Adjusted EBITDA target (which was achieved on August 31, 2011) and completion of a 12-month service condition on August 31, 2012.

- *NEOs and Other Key Executives*: We made special restricted stock unit awards to 24 key executives, including our NEOs other than our CEO, which will be earned in full, if at all, in the event that the market price for our stock increases to at least $17.00 per share over the next three years. The performance based RSUs vest when the five-day average closing stock price is at least $17.00 per share. If the market price of our stock increases to $17.00 per share, but not until between three and five years from the date of this grant, one-half of the shares granted would vest and, if it takes more than five years to get to $17.00 per share, none of the restricted stock units would vest.
- *Other RSUs*: We awarded additional performance-based restricted stock units to our CEO, CFO, and CPO to recognize their contributions to our strong financial performance during fiscal 2011, one-third of which were subject to the achievement of an Adjusted EBITDA target (which was achieved on August 31, 2011) and completion of a 12-month service condition on August 31, 2012.

We established performance goals for our incentive programs that we believe have been aggressive and have not followed the practice of many other companies of awarding equity grants annually regardless of changes in shareholder value. As a result, our NEOs have not regularly earned target short-term incentives or benefitted from regular annual equity grants before the most recent period in which we believe that our performance was strong. As described above, our fiscal 2011 performance was well beyond plan, resulting in our NEOs receiving maximum short-term incentive payouts and earning increased levels of equity awards. In this way, our performance had limited impact on fixed compensation elements, but significant impact on our NEOs' receipt of increased variable, or at-risk compensation. The premium-priced options we granted to our CEO and special RSUs that we granted to our other NEOs require significant increases in the market price of our shares in order for the awards to have value to the recipients. We believe that, taken together, these actions demonstrate how the Company pays for performance and satisfies the philosophy and objectives of our executive compensation program.

Implementing Shareholder-Friendly Compensation Practices

Our Compensation Committee recognizes that it is its responsibility to oversee our compensation practices and plans. However, the Compensation Committee reviews and considers the views of institutional shareholders and proxy rating firms on corporate pay practices generally and in respect of FranklinCovey. Accordingly, during fiscal 2011, the Compensation Committee took various actions to respond to issues known to be of concern for various institutional shareholders and their advisors, including:

- Amending our equity plans to expressly prohibit option repricing without shareholder approval (prior to the amendment, the terms of the plan would have permitted repricing even though this has not been our practice).
- Adopting a policy to no longer allow tax gross-ups for our CEO and other NEOs regardless of the circumstances (prior to the policy, we had on occasion provided gross-ups in what we believed to be exceptional circumstances).
- Increasing our stock ownership guidelines from two times base salary to five times base salary for our CEO, three times base salary for our CFO and two times base salary for our other NEOs, with all NEOs required to reach these applicable thresholds within five years (the ownership amounts of the CEO and one other NEO currently exceed these thresholds).
- Formalizing our historical practice by adopting a specific policy under which we will not provide "corporate perquisites" such as country club memberships or automobile allowances to our NEOs.
- Formalizing our historical practice under which the Company will not enter into employment agreements with existing or up-from-the-ranks NEOs, and will maintain change-in-control arrangements for its NEOs providing for a potential severance benefit of only one times total targeted annual cash compensation, without any tax gross-ups.

The performance-based awards we made in fiscal 2011 were designed to incentivize even greater improvements in the Company's results of operations and pay out only if there are significant increases in total shareholder return. In addition, the Compensation Committee believes that the Company's historical utilization of shares for compensation purposes has been low and is intended to remain low in the future.

Guiding Philosophy, Principles and Objectives of Our Executive Compensation Program

The philosophy and objectives of our executive compensation program are reflected in our compensation principles listed below, which guide the Compensation Committee in its oversight of our compensation practices and plans. The specific objectives of our executive compensation program are to reward achievement of our strategic and annual business plans and link a major portion of pay directly to performance. The key principles the Compensation Committee employs are:

- *Reflect Performance:* To align compensation with performance over both the short- and long-term, we establish multi-year objectives for the Company relating both to growth and to the achievement of strategic objectives. Annual performance targets are established in the context of these multi-year objectives, and for fiscal 2011 consisted primarily of operating income goals. NEO pay levels for the year are determined by assessing both the individual's performance and that of the Company against these objectives. Since our NEOs have responsibility for our overall Company performance against these objectives, their compensation can vary, and has varied, significantly from year to year.
- *Encourage Long-Term Company-Wide Focus:* We believe that compensation should encourage and reward both the achievement of annual objectives and longer-term, Company-wide performance improvement. Our share price is a key indicator of performance and value received by our shareholders, and during fiscal 2010 we implemented a new performance-based unvested stock unit program to focus NEO efforts on long-term growth in shareholder value. We believe that paying a significant portion of variable compensation to our NEOs in the form of equity-based compensation that vests over a period of time also encourages a long-term, Company-wide focus. Value is realized through delivering results today, but in a way which builds the foundation for delivering even stronger future results. We believe that this practice leads to a considerable investment in our shares over time, which investment in turn advances both a culture of teamwork and partnership and encourages a stewardship mentality for the Company among our key leaders.
- *Attract and Retain Talent:* We believe that we have a deep understanding of the importance of hiring and retaining the very best people. Retention of talented employees is critical to successfully execute our business strategy. We seek to be what we refer to internally as "the workplace of choice for achievers with heart." Successful execution of our business strategy requires that our management team be in place, engaged and focusing their best energy and talents on achieving our business goals and strategies. For us, compensation is not just an overhead expense, it is a key component of the costs we incur to generate our revenues, similar to cost of goods sold in other industries. In determining the compensation of our NEOs and in reviewing generally the effectiveness of our compensation program for attracting and retaining talent, the Compensation Committee generally considers the competitive market for talent. We believe that our compensation programs should enable us to attract and retain talented people, and incentivize them to contribute their finest talents to achieving our objectives. We are pleased that our NEOs have an average tenure of 15 years with our Company.

In addition to assuring the alignment of our compensation programs with the achievement of objectives which drive shareholder value, the Compensation Committee also considers the consistency of our compensation programs and works to ensure that our variable compensation does not encourage imprudent risk-taking. We have determined that our Company's approach to the compensation process addresses shareholder concerns regarding prudence and pay-for-performance through a combination of:

- tight controls on the allocation, utilization, and overall management of risk-taking;
- comprehensive profit and loss and other management information which provides ongoing performance feedback;
- rigorous, multi-party performance assessments and compensation decisions; and
- a Company-wide compensation structure that meets industry best practice standards, including a business model that is based on compensating our associates in direct proportion to the revenue and profit-contribution they generate.

Our compensation framework seeks to achieve balance between risk and reward. Our executive team is involved in identifying relevant risks and performance metrics for our business. We create a cadence of accountability within our organization through continuous evaluation and measurement of performance compared to what we refer to internally as our "Wildly Important Goals" of achieving profitable growth, meeting strategic objectives, and building a winning culture.

2011 Executive Compensation Program

Our fiscal 2011 executive compensation program incorporated six main elements:

- Base salary;
- Short-term Performance-Based Variable Pay Plan;
- A discretionary bonus paid to an employee who was promoted to an executive officer position (as explained below, this amount was paid to compensate the NEO for the loss of an incentive opportunity under a key business contract entered into by the business unit he led before being promoted to an executive officer position);
- Long-term incentive equity awards in the form of ongoing four-year performance-based shares and newly granted performance-based unvested stock units, stock options, and executive performance awards;
- Other benefits (which, as discussed below, generally are available to all employees on similar terms, except for certain CEO benefits negotiated at the time he proposed the termination of his prior employment agreement and in recognition of the years in which he received no compensation from us); and
- Severance and change-in-control benefits (the terms of which, as discussed below are substantially the same for our NEOs as they are for other employees).

Analysis of Fiscal 2011 Compensation Decisions and Actions

Fiscal 2011 Executive Compensation Determination Process

The Compensation Committee determined the form and amount of fixed compensation and established specific performance metrics for determining year-end variable compensation to be awarded to our NEOs for fiscal 2011. In so doing, our Compensation Committee considered (1) our financial performance over the prior year and past several years and expectations for fiscal 2011, (2) the individual and collective performance of our NEOs relative to the achievement of metric-based strategic objectives related to growth in our key practice areas, and (3) in connection with our goal of attracting and retaining the best talent, a general understanding of market compensation practices. In particular, the Compensation Committee reviewed the following financial metrics and related growth rates in connection with making its key compensation decisions:

- Revenue;
- Adjusted EBITDA and operating income; and
- Multi-year increases in operating income, Adjusted EBITDA and specific revenue targets.

As discussed above, our Compensation Committee concluded that our Company's compensation program and policies are structured so that they do not encourage imprudent risk-taking and that there are no significant risks arising from such programs and policies that are reasonably likely to have a material adverse effect on the Company.

Management Input Regarding Compensation Decisions: Our Compensation Committee meets in executive session to discuss the performance of our CEO and each of the other NEOs. Our CEO submitted year-end variable compensation calculations (certified by our CFO) to the Committee for our other NEOs. These calculations and recommendations precisely followed the payout guidelines established for incentive compensation at the beginning of fiscal 2010 relating to financial performance. Our CEO did not make any recommendation about his own compensation other than that his salary not be increased; his compensation also followed the previously established performance targets.

Market Assessment: Our Compensation Committee evaluates our existing NEO compensation program against market practices. In so doing, the Committee asked Mercer, the Committee's current compensation consulting firm, to assess our compensation program for the NEOs, identify considerations that could inform compensation decisions for fiscal 2011 and advise as to current market practices, trends and plan designs related to executive compensation. In connection with its work, Mercer reviewed information provided to the Committee by our CPO in addition to providing data from their own research and data bases. This information was used primarily as supplemental data to assist the Compensation Committee in understanding current market practices related to executive compensation, and not for specific or mathematical benchmarking. In its assessment of our

compensation program for our NEOs, Mercer generally confirmed that the amounts of compensation are consistent with market compensation for similar-sized and comparable professional services companies, and that the program has been aligned with and is sensitive to corporate performance, contains features that reinforce significant alignment with shareholders and a long-term focus, and blends subjective assessment and policies in a way that addresses known and perceived risks.

In making executive compensation decisions for fiscal 2011, the Compensation Committee considered our future business model and how executive compensation could and should drive desired performance toward that model. The Compensation Committee also took into consideration the specific business opportunities and challenges facing the Company as compared to those of known competitors and similar sized companies. However, the Compensation Committee did not specifically benchmark elements of compensation when making its fiscal 2011 executive compensation decisions. Finally, the Compensation Committee considered the past performance of our NEOs, including performance against previous individual and corporate objectives, expected contribution to future corporate objectives (including changing job responsibilities) and whether the NEOs' performance was achieved consistent with our governing values. The Compensation Committee made final judgments regarding the appropriate compensation level for each NEO based on these additional inputs.

Decisions on Key Elements of Fiscal 2011 Executive Compensation

CEO Total Compensation: In addition to the specific elements of compensation discussed below, we consider the total compensation provided our NEOs and establish annual targets for them. Our fiscal 2011 total compensation target for our CEO was approximately $1.7 million, assuming achievement of targeted results under our short-term incentive payment plan, prior to any premium-priced option award. Our CEO's compensation exceeded that amount for fiscal 2011 due to (1) a payout under our short-term incentive plan equal to 200% of target as a result of our significant year over year improvement in financial results and (2) the $775,591 non-cash charge the Company was required to recognize with respect to his fiscal 2011 premium-priced option award.

Base Salaries: In connection with its review described above, our Compensation Committee, consistent with our compensation philosophy, determined to increase NEO base salaries to $300,000 for each of Mr. Young, Mr. Covey and Mr. Moon, and to $230,000 for Mr. Davis beginning in fiscal 2011. In fixing NEO salaries, the Compensation Committee specifically took into account the relative importance of each NEO's position, its general knowledge of the competitive marketplace and the individual NEO's experience, performance and contribution. These considerations also included Mr. Covey's assumption of additional Education and Productivity Practice responsibilities, Mr. Moon's assumption of additional responsibility for our government business, Execution Practice and Sales Performance Practice and Mr. Davis' assumption of additional human resources, operations and information technology responsibilities. The base salary of our CEO was left unchanged upon his request, which result the Compensation Committee also deemed consistent with market information.

Discretionary Bonus: In fiscal 2011, the Company paid an $898,104 discretionary bonus to Mr. Moon for his leadership role in helping the business unit he previously led win a multi-million dollar, multi-year agreement. Mr. Moon had an expectation based on past practice for compensating key operations managers, that he would have an opportunity to earn compensation specifically as a result of the operation of this contract. This opportunity was lost when Mr. Moon was promoted to an executive officer position. In recognition of and based on this lost opportunity, the Compensation Committee determined to pay this discretionary bonus to Mr. Moon. The Compensation Committee considers this element of pay to be supportive of its pay-for-performance philosophy in that it reflects the payment of compensation directly tied to the achievement of a strategic Company goal that will continue to help the Company achieve its annual business goals and increase shareholder value.

Performance-Based Variable Pay-Financial Objectives: During what were volatile and challenging general economic conditions, we achieved what we believe to be significant growth in both revenue and operating income in both fiscal 2010 and 2011. We believe that we achieved this growth while prudently managing risk.

In fiscal 2011, the performance-based variable pay plans for all NEOs were simplified to include two components for the payout calculation: (1) the annual financial performance of the Company (70% of payout) and (2) metric-based executive team performance objectives (30% of payout). The performance-based variable pay plan reinforces our strong pay-for-performance philosophy and rewards the achievement of specific stretch business and financial goals achieved during the fiscal year that drive shareholder value. Consistent with our practice of setting what we believe are aggressive performance goals for our NEO's, the performance threshold necessary for an NEO to earn 100% of his targeted short-term incentive payout opportunity ($500,000

for Mr. Whitman, $175,000 for Mr. Young, $200,000 for Mr. Covey and Mr. Moon and $70,000 for Mr. Davis) for financial performance in fiscal 2011 was $9.0 million of operating income, an amount 2.25x greater than the $4.0 million in operating income achieved in fiscal 2010. NEOs would have received no short-term incentive payout for the financial performance if our fiscal 2011 operating income had been less than $4.5 million (112.5% of our fiscal 2010 operating income) and only 1% of their target payout opportunity if our fiscal 2011 operating income had been $4.5 million.

As stated, 70% of the NEOs' performance-based variable pay was tied to achievement of this financial metric. The financial performance threshold for an NEO to earn his maximum possible short-term incentive payout (200% of his targeted payout opportunity) was operating income of $11 million, an amount 2.75x that achieved in fiscal 2010 (or 122% of the performance target). As noted above, the Company's actual operating income performance was $11.1 million, a 177.5% year over year increase in operating income. Based on this result, NEOs received the maximum award payout, which was 200% of their respective incentive opportunities. Despite our significant performance achievements in recent years, we note that fiscal 2011 was the first year in which our NEOs have received short-term incentive payouts in excess of 100%.

Fiscal 2011 Performance-Based Variable Pay Percentages

Name	Payout for achieving Operating income less than 12.5% that achieved in 2010	Threshold Payout for Achieving operating income 12.5% above that achieved in 2010	Payout for Achieving Targeted operating income equal to 2.25x that achieved in 2010	Payout for Achieving operating income equal to 2.75x that achieved in 2010 and 122% of Target
Robert A. Whitman	0%	1%	100%	200%
Stephen D. Young	0%	1%	100%	200%
M. Sean Covey	0%	1%	100%	200%
Shawn D. Moon	0%	1%	100%	200%
C. Todd Davis	0%	1%	100%	200%

Performance-Based Variable Pay-Executive Team Performance Objectives: Achievement of executive team performance objectives accounted for up to 30% of the target short-term variable pay award for our NEOs, and the executive team performance objectives were determined at the beginning of the year. Because these goals were strategic in nature, and we believe that disclosing specifics could cause potential competitive harm, they are not disclosed. However, the 30% performance payout potential related to the achievement of very specific, aggressive and formula-based practice category growth objectives (namely revenue growth within our practice categories), qualitative objectives regarding the nature of such growth and the achievement of what we call specific "winning culture" objectives.

These objectives were individually weighted based on difficulty and on the effort required to achieve the goal, with most goals weighted between 10% and 35% of this portion of the short-term variable pay award. We believe that the goals established for each NEO were "stretch" goals tied to achieving our annual plan in support of the Company's long-term strategy. Each goal was typically linked to what we refer to internally as our "Wildly Important Goals" that are cascaded throughout the Company, and progress toward each of these goals was tracked weekly. Achieving all of the executive team performance objectives related to revenue growth within targeted practice categories would have required achieving approximately $11.9 million in year over year revenue growth in the targeted practice areas. For fiscal 2011, the NEOs as a group achieved 100% of their executive team performance objectives, which, when combined with financial performance achievement for this award, resulted in a maximum payout for the NEOs.

Equity Awards Generally: As mentioned above, we believe that, historically, we have been conservative with respect to our equity grants to senior management. Based on our significant fiscal 2010 and 2011 performance, however, we have increased our use of equity awards for our current NEOs by developing a three-part long-term performance-based equity award program for fiscal 2011. The following subsections describe the three types of equity awards provided by us in fiscal 2011.

RSUs – Shares At Risk Under the Stock Performance Share Plan: On July 15, 2011, the Compensation Committee approved a special performance-based restricted stock unit (or RSU) program that allows NEOs other than our CEO and other plan participants to

acquire shares of common stock upon achievement of certain goals as further described below. This plan is designed to further incentivize management personnel to take those actions likely to lead to a significant increase in the share price of the Company's common stock over the next three to five years, and to allow them to share in this increase in shareholder value. The Company believes this program will serve to further align the interests of management and other shareholders. The Company received assistance from Pearl Meyer in designing and structuring this program, including guidance as to awards per position. The Company also received advice regarding the program design and structure from Mercer.

The performance-based RSUs vest when the five-day average closing stock price is at least $17.00 per share, which is the defined target common share price for this award. If this target common share price is achieved by July 15, 2014 (three years from the grant date), then 100% of the RSUs granted to plan participants vest. If the target common share price is achieved between and including July 16, 2014, and July 15, 2016 (five years from the grant date), 50% of the RSUs vest. If the Company's common share price does not average over $17.00 per share for five days within five years from the grant date, then no shares will be awarded.

The number of RSUs granted to each NEO was determined by dividing three times the NEO's base salary and target short-term incentive opportunity by an assumed stock price of $17.00 per share, and then awarding 50% of the resulting amount in the form of the performance-based RSUs. For Mr. Young, however, a value of $1,006,250 was first deducted from the multiple of his base salary and target short term incentive opportunity to account for his fiscal 2010 stock option award (discussed below) before the multiple was divided by $17.00 per share. Our CEO was not included in this incentive program at his request because the program was developed at his initiative to provide additional incentive to top managers. The numbers of RSUs granted to each NEO are listed below:

- Robert A. Whitman -
- Stephen D. Young 24,632
- M. Sean Covey 44,118
- Shawn D. Moon 44,118
- C. Todd Davis 26,471

The Company utilized a Monte Carlo simulation to determine the fair value and service period of the award. Although the term of this plan is five years, the applicable non-cash compensation expense will be recognized over an eleven-month period ending May 2012.

Long-Term Incentive Plan (LTIP) – Performance-Based Equity Grants: In fiscal 2005, the Compensation Committee adopted a new long-term incentive strategy using performance-based shares as a component of total targeted compensation. The LTIP was established as a performance incentive for senior management, including our NEOs, and other key employees to provide incentive to achieve the specific financial objectives included in our long-term financial plan. The number of shares that eventually vest and are issued to LTIP participants is variable and based entirely upon the achievement of specified performance objectives over a defined performance period.

The Compensation Committee approved an LTIP award in fiscal 2010 which included the following:

- Target Number of Shares originally expected to vest at August 31, 2012 – 232,576 shares
- Remaining Vesting Dates – August 31, 2012, March 2, 2013 and August 31, 2013
- Grant Date Fair Value of Common Stock – $5.28 per share
- Performance Measurement Period – 4 years

The 2010 LTIP has a four-year performance period with three potential vesting dates if certain financial measures are achieved during the performance period. These awards were outstanding and subject to ongoing performance during fiscal 2011.

Consistent with previous LTIP awards, the final number of shares awarded to participants is variable and is based upon the achievement of specified financial goals during the performance measurement period. However, the fiscal 2010 award has

multiple vesting or "determination" dates that occur on August 31, 2012, March 2, 2013 (end of second quarter) and August 31, 2013. This award will continue to be evaluated on a quarterly basis as the vesting periods approach.

The Compensation Committee canceled LTIP awards related to 35,039 shares for certain recipients, including select NEOs where these awards would have been additive to their total targeted compensation. Since Shawn D. Moon was not an NEO when this award was initially granted, his award related to 1,894 shares was also cancelled. LTIP shares previously granted to the other four NEOs remain outstanding. Combined with the departure of two executive team members in August 2010, the new target number of shares expected to vest at August 31, 2012 is 182,385.

Stock Options: To increase the percentage of the CEO's compensation which depends on the performance of the Company's stock price and to encourage and reward the achievement of the stock price necessary to trigger the return of 3.3 million shares to the Company from resolution of the Company's management stock loan program, the Compensation Committee approved the second half of a premium-priced stock option award to the CEO, the first half of which was made in fiscal 2010. The fiscal 2011 award was also for 250,000 shares and utilized the same vesting terms as the option grant awarded to him in fiscal 2010. The Company believes this award will further incentivize the CEO to improve the Company's performance to the extent that its share price reaches a level that would resolve the management stock loan program, and return 3.3 million shares to the Company. The share price would currently need to be in excess of $15 per share to achieve this accomplishment. For more information regarding the management stock loan program, please refer to Note 11 to our consolidated financial statements for the year ended August 31, 2011. These options have a term of 10 years and are divided into four equal tranches with exercise prices of $9.00 per share, $10.00 per share, $12.00 per share and $14.00 per share. The fiscal 2011 option grant was valued using a Monte Carlo simulation consistent with the fiscal 2010 grant, except the inputs were revised to reflect current share prices and a revised volatility measure. The share price on the fiscal 2011 grant date closed significantly higher than the stock price on the option grant date for the fiscal 2010 stock option award. Primarily as a result of the Company's stock price increase, the CEO recognized approximately $756,000 in non-cash compensation for the fiscal 2011 option awards, an increase of approximately $466,000 over the fiscal 2010 option grant.

The 675,000 stock options outstanding as of August 31, 2011 are from the fiscal 2010 and fiscal 2011 stock option grants to the CEO and CFO. These options have a market vesting condition related to the extinguishment of the management stock loan program, as described above, which is expected to result in 3.3 million shares coming back into the Company's treasury. These options were not exercisable at August 31, 2011.

During fiscal 2011, options to purchase 35,000 shares were exercised by Mr. Young. The options were exercised on a net share settlement basis and the CFO was issued 4,061 shares of common stock as proceeds from the exercise of the options.

Executive Performance Award – RSUs: A significant portion of the CEO, CFO, and CPO's total targeted compensation is in the form of RSU awards that vest based on the achievement of key financial objectives over a period of years. During the fourth quarter of fiscal 2011, the Compensation Committee approved a share-based award for the Company's CEO, CFO, and CPO to recognize their role in helping the Company achieve strong financial performance.

The target award totaled 72,134 RSUs of which 48,049 RSUs were approved and awarded on July 15, 2011 as vested shares. The remaining one-third unvested RSUs were subject to our achievement of a trailing four quarters of Adjusted EBITDA performance goal in excess of $20.0 million (which goal was achieved on August 31, 2011), and then are subject to a 12-month service condition that runs through August 31, 2012. The closing price of the Company's common stock on July 15, 2011 was $11.34 per share. In determining the number of RSUs to award to each of the CEO, CFO, and CPO, the Committee considered the size of each NEO's 2010 LTIP award and the size of the LTIP award that it determined would have been made to each of these officers had an LTIP award been granted during fiscal 2011 consistent with the size of their 2010 LTIP grants.

Qualified Retirement Benefits: Each of our NEOs participates in the Franklin Covey 401(k) plan, which is our tax-qualified retirement plan available to all U.S. employees. As for all employees, we match dollar for dollar the first 1% of salary contributed to the 401(k) plan, and 50 cents on the dollar of the next 4% of salary contributed. Our match for executives is the same match received by all associates who participate in the 401(k) plan. Contributions to the 401(k) plan from highly compensated employees are currently limited to a maximum of 7% of compensation, subject to statutory limits.

Other Benefits: The Compensation Committee evaluated the market competitiveness of the executive benefit package to determine the most critical and essential benefits necessary to retain executives. Based on information on benefits prevalence from Mercer, the Compensation Committee determined to include executive life insurance for specific NEOs. In addition, the Company provides our CEO with supplemental disability insurance after he voluntarily terminated his employment agreement with the Company and in consideration of the years during which our CEO received no compensation from us. While our Compensation Committee was provided with the estimated value of these items it determined (which value is included in the Fiscal 2011 Summary Compensation Table below), as in prior years that these amounts were not material in determining our NEOs' fiscal 2011 compensation.

- *Term Life Insurance:* Franklin Covey provides a portable 20-year term life policy for the CEO and CFO. The coverage amount is 2.5 times each executive's target cash compensation (base salary + target annual incentive).
- *Supplemental Disability Insurance:* We provide our CEO with long-term disability insurance which, combined with our current group policy, provides, in aggregate, monthly long-term disability benefits equal to 75% of his fiscal 2011 target cash compensation. Executives and other highly compensated associates may purchase voluntary supplemental disability insurance at their own expense.

Consistent with the spirit of partnership at Franklin Covey, no club memberships, automobiles, or similar perquisites are provided to NEO's, and we do not allow reimbursement for those costs.

We maintain a number of other broad-based employee benefit plans in which, consistent with our values, our NEOs participate on the same terms as other employees who meet the eligibility requirements, subject to any legal limitations on amounts that may be contributed to or benefits payable under the plans. These benefits include:

- Our High Deductible Health Plans and Health Savings Accounts administered pursuant to Section 125 of the Internal Revenue Code of 1986, as amended (the Code), and Section 223.
- Our Employee Stock Purchase Plan implemented and administered pursuant to Section 423 of the Code.

Severance Policy: We have implemented a severance policy to establish, in advance, the appropriate treatment for terminated executives and to ensure market competitiveness. The severance policy uses the same benefit formula for our NEOs as it uses for all of our employees. We do not gross-up severance payments to compensate for taxes. For more information about the terms of the severance policy, see the section below entitled "Executive Compensation – Potential Payments Upon Termination or Change-in-Control."

Employment Agreements and Change-in-Control Severance Agreements: We do not have employment agreements with any of our NEOs, but are a party to change-in-control severance agreements with each of our NEOs and other key officers and employees. These agreements are designed to retain our NEOs in the event a change-in-control transaction is proposed. In such situations, the change-in-control benefit may alleviate some of the financial and career concerns normally associated with a change-in-control and assure our NEOs of fair treatment. For more information about the terms of these change-in-control severance agreements, see the section below entitled "Executive Compensation – Potential Payments Upon Termination or Change-in-Control."

Section 162(m): Section 162(m) of the Code imposes a $1.0 million limit on the amount that a public company may deduct for compensation paid to the company's principal executive officer or any of the company's three other most highly compensated executive officers, other than the company's chief financial officer, who are employed as of the end of the year. This limitation does not apply to compensation that meets the requirements under Section 162(m) for "qualifying performance-based" compensation (i.e., compensation paid only if the individual's performance meets pre-established objective goals based on performance criteria approved by shareholders). To maintain flexibility in compensating Executive Officers in a manner designed to promote varying corporate goals, the Compensation Committee reserves the right to recommend and award compensation that is not deductible under Section 162(m). Our Performance-Based Variable Pay payments in fiscal 2011 were not considered qualified performance-based compensation under Section 162(m).

Stock Ownership Guidelines: We have adopted stock ownership guidelines of at least five times base salary for our CEO, three times base salary for our CFO and two times base salary for our other NEOs. These officers are expected to reach these applicable thresholds within five years. The Compensation Committee annually reviews executives' progress toward meeting these guidelines. Based on our closing share price on August 31, 2011, the stock ownership of our CEO and of Sean Covey currently exceed their respective thresholds. Our other NEOs are expected to meet this guideline within a five-year time frame.

EXECUTIVE COMPENSATION

The Fiscal 2011 Summary Compensation Table below sets forth compensation information for our NEOs relating to fiscal 2011, fiscal 2010 and fiscal 2009, as applicable.

Fiscal 2011 Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)	All Other Compensation ($)	Total ($)
Robert A. Whitman	2011	500,000	-	600,000	755,591	1,000,000	-	46,469	$2,902,060
Chairman and CEO	2010	500,000	-	600,000	289,773	459,000	-	398,396	2,247,169
	2009	500,000	241,500	-	-	150,000	-	49,380	940,880
Stephen D. Young	2011	292,885	-	371,624	-	350,000	-	10,018	1,024,527
CFO	2010	250,000	-	150,000	202,841	155,400	-	13,371	771,612
	2009	250,000	70,000	-	-	52,500	-	7,462	379,962
M. Sean Covey	2011	297,019	-	396,937	-	445,756	-	164,912	1,304,624
EVP Global Solutions	2010	270,000	-	68,000	-	112,285	-	845,480	1,295,765
and Partnerships	2009	250,000	70,000	-	-	72,614	-	164,048	556,662
Shawn D. Moon	2011	292,885	898,104	396,937	-	333,333	-	14,101	1,935,360
EVP Domestic & Global Sales and Delivery	2010	250,000	-	10,000	-	711,433	-	18,478	989,911
C. Todd Davis EVP, Chief People Officer, CPO	2011	225,923	-	306,170	-	140,000	-	6,638	678,731

Note on CEO Compensation

As previously noted, our fiscal 2011 total compensation target for our CEO was approximately $1.7 million, assuming achievement of targeted results under our short-term incentive payment plan, prior to any premium-priced option award. Our CEO's compensation exceeded that amount for fiscal 2011 due to (1) a payout under our short-term incentive plan equal to 200% of target as a result of our significant year over year improvement in financial results and (2) the $775,591 non-cash charge the Company was required to recognize with respect to his fiscal 2011 premium-priced option award.

Salary

The amounts reported in the "Salary" column for fiscal 2011 represent base salaries paid to each NEO in fiscal 2011. Our CEO's salary has been fixed at $500,000 per year since fiscal 2004, and he did not receive compensation from us for fiscal 2002 and 2003. Even in a year where he continued his excellent personal performance and the Company generated excellent operating results, at his recommendation, our CEO did not receive a base salary increase for fiscal 2011. The salaries of our other NEOs were moderately increased for fiscal 2011 based on the Compensation Committee's consideration of our fiscal 2011

performance, the fact that we had not significantly increased salary levels in prior years and additional responsibilities undertaken by Messrs. Covey, Moon and Davis.

Bonus

The amount reported in the "Bonus" column for fiscal 2011 represents a discretionary bonus paid to Mr. Moon for his leadership role in helping the business unit he previously led sign a multi-million dollar, multi-year agreement Despite Mr. Moon's expectation based on past practice for compensating key operations managers that he would have an opportunity to earn compensation specifically as a result of the operation of this contract, this opportunity was lost when Mr. Moon was promoted to an executive officer position. In recognition of and based on this lost opportunity, the Committee determined to pay this discretionary bonus to Mr. Moon.

Stock Awards

The amounts reported in the "Stock Awards" column for fiscal 2011 represent the aggregate grant date fair value (computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, or FASB ASC Topic 718) for the (1) RSUs or shares issued to Messrs. Whitman, Young and Davis as Executive Performance Awards during fiscal 2011 and (2) the market-based RSU awards issued to Messrs. Young, Covey, Moon and Davis under our Stock Performance Share Plan during fiscal 2011. Both the Executive Performance Awards and the Stock Performance Share Plan are discussed previously in the section entitled "Compensation Discussion and Analysis – Analysis of Fiscal 2011 Compensation Decisions and Actions." For further information regarding these stock awards, refer to Note 13, *Share-Based Compensation Plans*, to our consolidated financial statements for the three years in the period ended August 31, 2011 included in our Annual Report on Form 10-K for the fiscal year ended August 31, 2011.

The market-based RSU awards will be earned, if at all, based on significant increase in our share price over the next three to five years (generally, our stock trading above $17.00 per share). In this sense, our executives will benefit from these awards only if significant shareholder value is created. In addition, the Executive Performance Awards were designed to promote the achievement of an Adjusted EBITDA target (which was achieved on August 31, 2011), but also have a retention effect as they do not fully vest until after the completion of a 12-month service condition on August 31, 2012.

Option Awards

The amount reported in the "Option Awards" column for fiscal 2011 represents the aggregate grant date fair value (computed in accordance with FASB ASC Topic 718) of stock options awarded to the CEO during fiscal 2011. During fiscal 2011, the Compensation Committee granted the second half of a premium-priced option award first made in fiscal 2010 to our CEO. The fiscal 2011 portion covered 250,000 shares of our common stock. These stock options have a 10-year term and are divided into four equal tranches with exercise prices of $9.00 per share, $10.00 per share, $12.00 per share and $14.00 per share. The options vest upon resolution of the Company's management common stock loan program (the resolution of which we expect will require us to achieve a stock price of approximately $15.00 per share), subject to Board approval of the resolution, which was determined to be a market vesting condition based upon our share price. Accordingly, the fair value of these stock options was determined using a Monte Carlo valuation model. The $755,591 shown in the table for our CEO in fiscal 2011 represents an increase of approximately $466,000 over the value of the fiscal 2010 option grant, which resulted primarily from the increase in the Company's stock price on the option grant date compared to such price on the grant date for the CEO's fiscal 2010 option award. The option grants were for 250,000 shares in both fiscal 2011 and fiscal 2010. The options are discussed previously in the section entitled "Compensation Discussion and Analysis – Analysis of Fiscal 2011 Compensation Decisions and Actions." For further information regarding these stock options refer to Note 13, *Share-Based Compensation Plans,* to our consolidated financial statement for the three years in the period ended August 31, 2011, included in our Annual Report on Form 10-K for the fiscal year ended August 31, 2011.

Non-Equity Incentive Plan Compensation

The amounts reported in the "Non-Equity Incentive Plan Compensation" column for fiscal 2011 represent the amounts paid to each Named Executive Officer under the Company's Performance-Based Variable Pay Plan, which is discussed previously in the section entitled "Compensation Discussion and Analysis – Analysis of Fiscal 2011 Compensation Decisions and Actions." Payouts are based on achieving objectives established annually and meeting annual financial targets. Incentive amounts were approved by the Compensation Committee and were paid following the conclusion of the fiscal year. Based on our strong

performance in fiscal 2011, our NEOs received the maximum award payout, which was 200% of their respective incentive opportunities. Despite our significant performance achievements in recent years, we note that fiscal 2011 was the first year in which our NEOs have received short-term incentive payouts in excess of 100%.

Change in Pension Value and Nonqualified Deferred Compensation Earnings

We do not maintain any pension plans. The Nonqualified Deferred Compensation (NQDC) plan was frozen to new contributions as of January 1, 2005. Effective August 15, 2005, NQDC balances invested in our stock will be distributable to participants only in the form of shares of our stock. None of the NEOs participate in the NQDC plan.

All Other Compensation

The amounts reported in the "All Other Compensation" column for fiscal 2011 represent the aggregate dollar amount for each NEO, including for Company contributions to 401(k) plan accounts, royalty payments (in the case of Mr. Covey) and insurance premiums. The "Fiscal 2011 All Other Compensation Table" presents the detail of the amounts included in this column for fiscal 2011.

Total Compensation

The amounts reported in the "Total" column reflect the sum of each of the previous columns for each NEO, including all amounts paid and deferred.

Fiscal 2011 All Other Compensation Table

Name	Year	Company Contributions to 401(k) Plan(a) ($)	Executive Life Insurance Premiums (b) ($)	Executive Disability Premiums(c) ($)	Other(d) ($)	Total ($)
Mr. Whitman	2011	7,221	7,310	31,938	-	46,469
Mr. Young	2011	7,604	2,270	-	144	10,018
Mr. Covey	2011	7,696	-	-	157,216	164,912
Mr. Moon	2011	9,740	-	-	4,361	14,101
Mr. Davis	2011	6,350	-	-	288	6,638

(a) We match dollar for dollar the first 1% of salary contributed to the 401(k) plan, and 50 cents on the dollar of the next 4% of salary contributed. Our match for executives is the same match received by all associates who participate in the 401(k) plan.

(b) For the CEO and CFO, we maintain an executive life insurance policy with a face value of approximately 2.5 times their target annual cash compensation. These amounts show the annual premiums paid for each 20-year term executive life insurance policy.

(c) We provide Mr. Whitman with long-term disability insurance which, combined with our current group policy, provides, in aggregate, monthly long-term disability benefits equal to 75 percent of his fiscal 2011 target cash compensation. The amount shows the premiums paid for Mr. Whitman's supplemental long-term disability coverage.

(d) For Mr. Covey, this amount includes royalties from books he authored that are used in our training and education businesses in the amount of $152,855 earned during fiscal 2011. For Mr. Young and Mr. Davis, the amounts refer to cash-based service awards provided by the Company. For Mr. Covey and Mr. Moon, this amount includes $4,361 consisting of a President's Choice service award available to all sales associates and sales leaders.

Fiscal 2011 Grants of Plan-Based Awards

The following table sets forth the plan-based awards that we granted in fiscal 2011. Despite the multiple entries in the table, we made only four awards in fiscal 2011: annual incentive based cash awards identified in the table as Performance-Based Variable Pay; a premium-priced option award to our CEO first made in fiscal 2010 (which option was broken into four equal tranches); long-term, market-based restricted stock unit awards; and Executive Performance Awards of performance-based restricted stock units to our CEO, CFO, and CPO to recognize their contributions to our strong financial performance during fiscal 2011.

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Mr. Whitman											
Performance-Based Variable Pay(a)	-	5,000	500,000	1,000,000	-	-	-	-	-	-	-
Stock Options(d)	1/28/2011	-	-	-	-	62,500	-	-	-	9.00	188,898
Stock Options(d)	1/28/2011	-	-	-	-	62,500	-	-	-	10.00	188,898
Stock Options(d)	1/28/2011	-	-	-	-	62,500	-	-	-	12.00	188,898
Stock Options(d)	1/28/2011	-	-	-	-	62,500	-	-	-	14.00	188,898
Executive Performance Award(b)	7/15/2011	-	-	-	-	-	-	52,910	-	-	600,000
Mr. Young											
Performance-Based Variable Pay(a)	-	1,750	175,000	350,000	-	-	-	-	-	-	-
RSUs –Shares at Risk(c)	7/15/2011	-	-	-	-	24,632	-	-	-	-	221,618
Executive Performance Award(b)	7/15/2011	-	-	-	-	-	-	13,228	-	-	150,006
Mr. Covey											
Performance-Based Variable Pay(a)	-	2,000	200,000	400,000	-	-	-	-	-	-	-
RSUs –Shares at Risk(c)	7/15/2011	-	-	-	-	44,118	-	-	-	-	396,937
Mr. Moon											
Performance-Based Variable Pay(a)	-	2,000	200,000	400,000	-	-	-	-	-	-	-
RSUs –Shares at Risk-(c)	7/15/2011	-	-	-	-	44,118	-	-	-	-	396,937
Mr. Davis											
Performance-Based Variable Pay(a)	-	700	70,000	140,000	-	-	-	-	-	-	-
RSUs –Shares at Risk-	7/15/2011	-	-	-	-	26,471	-	-	-	-	238,164
Executive Performance Award(b)	7/15/2011	-	-	-	-	-	-	5,997	-	-	68,006

(a) These amounts refer to the Performance-Based Variable Pay Plan.

(b) These amounts refer to the Executive Performance Award granted to Messrs. Whitman, Young and Davis, which awards have an immediate vesting feature and a performance-based and time-based feature. See the 2011 Option Exercises and Stock Vested Table and “Compensation Discussion and Analysis” for more information.

(c) These Amounts refer to the New Long-Term Executive Incentive program awarded to Messrs. Young, Covey, Moon and Davis.

(d) This amount refers to the stock options granted to Mr. Whitman. We note that the fair value of options shown in the table for our CEO in fiscal 2011 represents an increase of approximately $466,000 over the value of the fiscal 2010 option grant, which resulted primarily from the increase in the Company’s stock price on the option grant date compared to such price on the grant date for the CEO’s fiscal 2010 option award. The option grants were for 250,000 shares in both fiscal 2011 and fiscal 2010.

For more information about the equity awards disclosed in the table above, see the section entitled “Compensation Discussion and Analysis – Analysis of Fiscal 2011 Compensation Decisions and Actions” above.

Employment and Change-in-Control Severance Agreements

We do not maintain employment agreements with any of our NEOs, but we do maintain change-in-control severance agreements with each of our NEOs. For more information about the terms of these change-in-control severance agreements, see the section below entitled “Executive Compensation – Potential Payments Upon Termination or Change-in-Control.”

Fiscal 2011 Outstanding Equity Awards at Fiscal Year-End

The following equity awards granted to our NEOs were outstanding as of August 31, 2011.

		Option Awards					Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options - Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)(a)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)(b)	Market Value of Shares or Units of Stock That Have Not Vested ($)(e)	Equity Incentive Plan Awards: Number of Un-earned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Un-earned Shares, Units or Other Rights That Have Not Vested ($)(e)
Mr. Whitman	1/28/11	-	-	62,500	9.00	1/28/2021	-	-	-	-
	1/28/11	-	-	62,500	10.00	1/28/2021	-	-	-	-
	1/28/11	-	-	62,500	12.00	1/28/2021	-	-	-	-
	1/28/11	-	-	62,500	14.00	1/28/2021	-	-	-	-
	1/28/10	-	-	62,500	9.00	1/28/2020	-	-	-	-
	1/28/10	-	-	62,500	10.00	1/28/2020	-	-	-	-
	1/28/10	-	-	62,500	12.00	1/28/2020	-	-	-	-
	1/28/10	-	-	62,500	14.00	1/28/2020	-	-	-	-
	7/15/11	-	-	-	-	-	17,637	167,904	-	-
	1/28/10	-	-	-	-	-	-	-	113,636(c)	1,081,815
Mr. Young	7/15/11	-	-	-	-	-	-	-	-	-
	7/15/11	-	-	-	-	-	-	-	-	-
	1/28/10	-	-	43,750	9.00	1/28/2020	-	-	-	-
	1/28/10	-	-	43,750	10.00	1/28/2020	-	-	-	-
	1/28/10	-	-	43,750	12.00	1/28/2020	-	-	-	-
	1/28/10	-	-	43,750	14.00	1/28/2020	-	-	-	-
	7/15/11	-	-	-	-	-	4,410	41,983	-	-
	7/15/11	-	-	-	-	-	-	-	24,632(d)	234,497
	1/28/10	-	-	-	-	-	-	-	28,409(c)	270,454
Mr. Covey	7/15/11	-	-	-	-	-	-	-	44,118(d)	420,003
	1/28/10	-	-	-	-	-	-	-	12,879(c)	122,608
Mr. Moon	7/15/11	-	-	-	-	-	-	-	44,118(d)	420,003
Mr. Davis	7/15/11	-	-	-	-	-	2,000	19,040	-	-
	7/15/11	-	-	-	-	-	-	-	26,471(d)	252,004
	1/28/10	-	-	-	-	-	-	-	9,470(c)	90,155

(a) These options have a market vesting condition related to the extinguishment of the management stock loan program when the share price reaches approximately $15.00.

(b) These awards are the remaining time-based portion of the Executive Performance Awards granted to Messrs. Whitman, Young, and Davis. These awards will vest upon completion of the one year service requirement on August 31, 2012.

(c) These LTIP awards are subject to a four-year performance period with three potential vesting dates (August 31, 2012, March 2, 2013 and August 31, 2013) if certain financial measures are achieved during the performance period. The 1,894 stock awards that were originally granted to Mr. Moon were cancelled as it related to a grant that was made prior to his appointment to the executive team.

(d) These RSUs will vest when the five-day average stock price is at least $17.00 per share not later than five years from the grant date.

(e) Values were determined by multiplying the target number of RSUs or performance shares by the closing price-per-share of Common Stock on the NYSE on August 31, 2011. In accordance with SEC rules the fiscal 2011 Summary Compensation Table and fiscal 2011 Grants of Plan-Based Awards above include the grant date fair value of the Executive Performance Awards.

Fiscal 2011 Option Exercises and Stock Vested

The following table sets forth information regarding the exercise in fiscal 2011 of options granted in January 2001, that would have expired in fiscal 2011. The table also sets forth the value of the awards held by our NEOs that vested during fiscal 2011.

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($) (a)	Number of Shares Acquired on Vesting (#) (b)	Value Realized on Vesting ($) (c)
Mr. Whitman	-	-	35,273	$399,996
Mr. Young	35,000	$36,750	8,818	$ 99,996
Mr. Covey	-	-	-	-
Mr. Moon	-	-	-	-
Mr. Davis	-	-	3,998	$ 45,337

(a) Values were determined by multiplying the number of shares of Common Stock underlying the options by the difference between the closing price per-share of our Common Stock on the NYSE on the exercise date ($9.05) and the exercise price of the options ($8.00).

(b) Includes shares of Common Stock underlying Executive Performance Award, two-thirds of which vested upon grant. One-third of the award vests when the trailing four quarters of Adjusted EBITDA was greater than $20.0 million, and the NEOs who were granted shares complete a 12 month employment service period. On August 31, 2011 the required Adjusted EBITDA achievement level was achieved and these shares will vest upon completion of the one year service requirement on August 31, 2012.

(c) Values were determined by multiplying the aggregate number of RSUs by the closing price-per-share of Common Stock on the NYSE on July 15, 2011, the grant date and the vesting date. In accordance with SEC rules the Fiscal 2011 Summary Compensation Table and 2011 Grants of Plan-Based Awards above include the grant date fair value of the Executive Performance Awards.

Fiscal 2011 Pension Benefits and Nonqualified Deferred Compensation

We do not offer any pension plans. The NQDC plan was frozen to new contributions as of January 1, 2005. Effective August 15, 2005, NQDC balances invested in our stock will be distributable to participants only in the form of shares of our stock. None of the NEOs participate in the NQDC plan.

Potential Payments Upon Termination or Change-in-Control

Change-in-Control Severance Benefits

The Company has entered into a change-in-control severance agreement with each NEO. Under the terms of the agreements, each executive officer would receive from the Company one times his or her current annual total targeted cash compensation paid out in a lump sum, plus reimbursement of premiums to secure medical benefit continuation coverage for a period of one year. There are no excise tax gross-up provided under the agreements.

Estimated Change-in-Control Severance Amounts as of August 31, 2011

Name	Year	Target Total Severance Payment ($)	Base Salary ($)	Target Annual STIP ($)	Target Annual Cash Compensation ($)	Target COBRA Premiums for 12 months ($)
Mr. Whitman	2011	1,009,019	500,000	500,000	1,000,000	9,019
Mr. Young	2011	486,017	300,000	175,000	475,000	11,017
Mr. Covey	2011	513,279	300,000	200,000	500,000	13,279
Mr. Moon	2011	511,017	300,000	200,000	500,000	11,017
Mr. Davis	2011	311,017	230,000	70,000	300,000	11,017

The target total severance payment equals the target annual cash compensation plus target COBRA premiums for the severance period.

Severance Benefits

Our NEOs are subject to the same general severance policies as for all Franklin Covey employees. Under our severance policy, employees including NEOs who terminate involuntarily without cause receive a lump-sum payment equal to one week's salary for every $10,000 of their annual total targeted cash compensation. Additionally, we pay COBRA medical and dental premiums for the term of the severance. In return for the receipt of severance payment, the NEO agrees to abide by specific non-compete, non-solicitation and confidentiality requirements.

Estimated Severance Amounts as of August 31, 2011

Name	Year	Target Total Severance Payment ($)	Base Salary ($)	Target Annual STIP ($)	Target Annual Cash Compensation ($)	Target COBRA Premiums for 12 months ($)
Mr. Whitman	2011	1,936,606	500,000	500,000	1,923,077	13,529(a)
Mr. Young	2011	485,170	300,000	175,000	475,000	10,170
Mr. Covey	2011	493,538	300,000	200,000	480,769	12,769
Mr. Moon	2011	491,363	300,000	200,000	480,769	10,594
Mr. Davis	2011	179,433	230,000	70,000	173,077	6,356

The target total severance payment equals the target annual cash compensation plus target COBRA premiums for the severance period.

(a) COBRA benefits are legally limited to 18 months.

COMPENSATION COMMITTEE REPORT

Our Compensation Committee reviewed the Compensation Discussion and Analysis (CD&A), as prepared by management of Franklin Covey, and discussed the CD&A with management of Franklin Covey. Mercer, outside legal counsel and the Company's CFO and CPO also reviewed the CD&A. Based on the Committee's review and discussions, the Committee recommended to the Board that the CD&A be included in this Proxy Statement for the fiscal year ended August 31, 2011.

COMPENSATION COMMITTEE:
E. Kay Stepp, Chair
Robert Daines
Dennis Heiner

AUDIT COMMITTEE REPORT

The following is the report of the Audit Committee with respect to our audited financial statements for the fiscal year ended August 31, 2011. The information contained in this report shall not be deemed "soliciting material" or otherwise considered "filed" with the SEC, and such information shall not be incorporated by reference under the Exchange Act except to the extent that we specifically incorporate such information by reference in such filing.

The Audit Committee assists the Board of Directors in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing, and reporting practices of the Company. The Audit Committee operates in accordance with a written charter, which was adopted by the Board of Directors. A copy of that charter is available on our website at www.franklincovey.com. Each member of the Audit Committee is "independent," as required by the applicable listing standards of the New York Stock Exchange and the rules of the SEC.

The Audit Committee oversees the Company's financial reporting process on behalf of the Board of Directors. The Company's management has primary responsibility for the financial statements and reporting process, including the Company's internal control over financial reporting. The independent registered public accounting firm is responsible for performing an integrated audit of the Company's financial statements and internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board.

In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed with management the audited financial statements to be included in the Annual Report on Form 10-K for the fiscal year ended August 31, 2011. This review included a discussion of the quality and the acceptability of the Company's financial reporting and system of internal controls, including the clarity of disclosures in the financial statements. The Audit Committee also reviewed and discussed with the Company's independent registered public accounting firm the audited financial statements of the Company for the fiscal year ended August 31, 2011, their judgments as to the quality and acceptability of the Company's financial reporting, and such other matters as are required to be discussed by Statement on Auditing Standards No. 61, as amended and as adopted by the Public Company Accounting Oversight Board.

The Audit Committee obtained from the independent registered public accountants a formal written statement describing all relationships between the auditors and the Company that might bear on the auditors' independence consistent with applicable requirements of the Public Company Accounting Oversight Board and discussed with the auditors any relationships that may impact their objectivity and independence, and satisfied itself as to the auditors' independence. The Audit Committee meets periodically with the independent registered public accounting firm, with and without management present, to discuss the results of the independent registered public accounting firm's examinations and evaluations of the Company's internal control and the overall quality of the Company's financial reporting.

Based upon the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the Company's audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended August 31, 2011, for filing with the SEC.

Date: November 21, 2011

E.J. "Jake" Garn, Chairman
Robert H. Daines
Dennis G. Heiner
E. Kay Stepp

OVERVIEW OF PROPOSALS

This Proxy Statement includes four proposals requiring shareholder action. Proposal No. 1 requests the election of eight directors to the Board. Proposal No. 2 requests an advisory vote on executive compensation. Proposal No. 3 requests an advisory vote on the frequency of the vote on executive compensation. Proposal No. 4 requests the ratification of Ernst & Young LLP as our independent registered public accounting firm for fiscal 2012. Each of these proposals is discussed in more detail in the pages that follow.

Proposal No. I

ELECTION OF DIRECTORS

At the Annual Meeting, eight directors are to be elected to serve until the next annual meeting of shareholders and until their successors shall be duly elected and qualified. Dr. Stephen R. Covey has chosen not to stand for re-election to the Board and no persons have been nominated to fill this vacancy.

Our director nominees have a great diversity of experiences and bring to our Board a wide variety of skills, qualifications, and viewpoints that strengthen their ability to carry out their oversight role on behalf of our shareholders. They have developed their skills and gained experience across a broad range of industries and disciplines in both established and growth markets. The biographies contained in the section of this Proxy Statement entitled, "Nominees for Election to the Board of Directors" describes the many areas of individual expertise that each director nominee brings to our board.

Unless the shareholder indicates otherwise, each proxy will be voted in favor of the eight nominees listed below. Each of the nominees is currently serving as a Director of the Company. If any of the nominees should be unavailable to serve, which is not now anticipated, the proxies solicited hereby will be voted for such other persons as shall be designated by the present Board of Directors.

Vote Required

The eight nominees receiving the highest number of affirmative votes of the shares entitled to be voted for them, up to the eight directors to be elected by those shares, will be elected as directors to serve until the next annual meeting of shareholders and until their successors are duly elected and qualified. Abstentions and broker non-votes will have no effect on the election of directors.

Pursuant to the Company's bylaws, any nominee for director who receives a greater number of votes "withheld" or "against" from his or her election than votes "for" his or her election shall immediately offer to tender his or her resignation following certification of such shareholder vote. The Nominating Committee shall promptly consider the director's resignation offer and make a recommendation to the Board of Directors on whether to accept or reject the offer. The Board of Directors shall act on the recommendation of the Nominating Committee and publicly disclose its decision within 90 days following certification of the shareholder vote.

Recommendation of the Board

The Board of Directors recommends that shareholders vote FOR the election of Clayton M. Christensen, Robert H. Daines, E.J. "Jake" Garn, Dennis G. Heiner, Donald J. McNamara, Joel C. Peterson, E. Kay Stepp, and Robert A. Whitman.

Proposal No. II

ADVISORY VOTE ON EXECUTIVE COMPENSATION

The Company is providing its shareholders with the opportunity to cast an advisory vote on executive compensation as described below. We believe that it is appropriate to seek the views of shareholders on the design and effectiveness of the Company's executive compensation program.

Our overall goal for the executive compensation program is to attract, motivate, and retain a talented and creative team of executives who will provide leadership for our success in dynamic and competitive markets. The Company seeks to accomplish this goal in a way that rewards performance and that is aligned with shareholders' long-term interests. We believe that our executive compensation program, which utilizes both short-term cash awards and long-term equity awards, satisfies this goal and is strongly aligned with the long-term interest of our shareholders.

The Compensation Discussion and Analysis, as presented within this Proxy Statement, describes the Company's executive compensation program and the decisions made by the Compensation Committee during fiscal 2011 in more detail. Please refer to the information contained in the Compensation Discussion and Analysis as you consider this proposal.

We believe that the compensation program for the Named Executive Officers is instrumental in helping the Company achieve strong financial performance. During fiscal 2011, our sales grew to $160.8 million, representing an increase of $23.9 million, or 17 percent, over the prior year. Our net income grew to $4.8 million in fiscal 2011 compared with a loss of $0.5 million in fiscal 2010. The Company's strong earnings and improved operational results helped to increase net working capital to $16.7 million compared with $4.6 million in fiscal 2010.

The Company requests shareholder approval of the compensation of the Company's Named Executive Officers as disclosed pursuant to the Securities and Exchange Commission's compensation rules (which disclosures include the Compensation Discussion and Analysis, the compensation tables, and the narrative disclosures that accompany the compensation tables).

As an advisory vote, this proposal is not binding upon the Company. However, the Compensation Committee, which is responsible for designing and administering our executive compensation program, values the opinions expressed by shareholders in their vote on this proposal and will consider the outcome of the vote when making future compensation decisions for the Named Executive Officers.

Vote Required

Approval of Proposal No. 2 requires that the number of votes cast in favor of the proposal exceeds the number of votes cast in opposition. Abstentions and broker non-votes will not effect the outcome of this proposal.

Recommendation of the Board

The Board recommends that shareholders vote FOR Proposal No. 2.

Proposal No. III

ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES

As described in Proposal No. 2 above, our shareholders are being provided with the opportunity to cast an advisory vote on the Company's executive compensation program. The advisory vote on executive compensation described in Proposal No. 2 is commonly referred to as a "say-on-pay vote."

This Proposal No. 3 provides shareholders with the opportunity to cast an advisory vote on how often the Company should include a say-on-pay vote in its proxy materials for future annual shareholder meetings (or a special shareholder meeting for which we must include executive compensation information in the proxy statement for that meeting). Under this Proposal No.

3, shareholders may vote to have the say-on-pay vote every year, every two years, every three years, or they may abstain.

We believe that say-on-pay votes should be conducted every year so that shareholders may annually express their views on our executive compensation program. This is the first year that shareholders are provided with the opportunity to cast a say-on-pay vote, and the Compensation Committee, which administers our executive compensation program, values the opinions expressed by shareholders and will consider the outcome of these votes in making its decisions on executive compensation in the future.

Vote Required

The option of "one year," "two years," or "three years" which receives the highest number of votes will be the option recommended by the shareholders. Abstentions and broker non-votes will not effect the outcome of this approval.

Recommendation of the Board

The Board recommends that shareholders vote on Proposal No. 3 to hold say-on-pay votes EVERY YEAR (as opposed to every two years or every three years).

Proposal No. IV

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Audit Committee has selected the independent registered public accounting firm Ernst & Young LLP to audit our financial statements for fiscal 2012. Ernst & Young began serving as our independent registered public accounting firm in the second quarter of fiscal 2011. Prior to this appointment, KPMG LLP (KPMG) served as our independent registered public accounting firm since fiscal 2002.

The Board of Directors anticipates that one or more representatives of Ernst & Young will be present at the Annual Meeting and will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

During fiscal 2011, the Audit Committee completed the process it undertook in accordance with its previously announced policy to review the appointment of our independent registered public accounting firm every five years. Pursuant to this policy, the Audit Committee conducted a competitive process to select a firm to serve as the Company's independent registered public accounting firm for the remainder of fiscal 2011 and in future periods.

As a result of this process and following careful deliberation, the Audit Committee engaged Ernst & Young as the Company's independent registered public accounting firm for the remainder of the fiscal year ended August 31, 2011, and dismissed KPMG from that role on March 7, 2011.

During the fiscal years ended August 31, 2010 and 2009, and in the subsequent interim period through March 7, 2011, there were no (i) no disagreements between the Company and KPMG on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure and (ii) no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The audit reports of KPMG on the Company's financial statements for the fiscal years ended August 31, 2010 and 2009 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles. The audit reports of KPMG on the effectiveness of internal control over financial reporting as of August 31, 2010 and 2009 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

The Company provided KPMG with a copy of the disclosures it made in a Current Report on Form 8-K (the Report) prior to the time the Report was filed with the SEC. The Company requested that KPMG furnish a letter addressed to the SEC stating whether or not it agrees with the statements made therein. A copy of KPMG's letter dated March 11, 2011 was attached as exhibit 16.1 to the Report.

In its decision to engage Ernst & Young, the Audit Committee reviewed auditor independence and all existing relationships with Ernst & Young, and concluded that Ernst & Young has no relationships with the Company that would impair its independence. During the fiscal years ended August 31, 2010 or August 31, 2009, and in the subsequent interim period through November 27, 2010, neither the Company nor anyone acting on its behalf consulted with Ernst & Young on any of the matters or events set forth in Item 304(a)(2) of Regulation S-K.

Principal Accountant Fees

The following table shows the fees accrued or paid to our independent registered public accounting firms for the fiscal years ended August 31, 2011 and 2010:

	Ernst & Young	KPMG	
	Fiscal 2011	Fiscal 2011	Fiscal 2010
Audit Fees[1]	$ 491,627	$ 56,443	$ 782,000
Audit-Related Fees[2]	-	2,085	7,000
Tax Fees[3]	-	26,494	35,000
All Other Fees	-	-	-
	$ 491,627	$ 85,022	$ 824,000

(1) Audit fees represent fees and expenses for professional services provided in connection with the audit of our consolidated financial statements and the effectiveness of internal controls over financial reporting found in the Annual Report on Form 10-K and reviews of our financial statements contained in Quarterly Reports on Form 10-Q, procedures related to registration statements, accounting consultations on actual transactions, and audit services provided in connection with other statutory filings.

(2) Audit-Related Fees primarily consisted of accounting consultation on proposed transactions.

(3) Tax Fees consisted primarily of fees and expenses for services related to tax compliance, tax planning, and tax consulting.

The Audit Committee pre-approves all services to be performed by our independent registered public accountants and subsequently reviews the actual fees and expenses paid to them. All the audit-related and non-audit services provided by our independent registered public accounting firms during the fiscal years ended August 31, 2011 and 2010 were pre-approved by the Audit Committee. The Audit Committee has determined that the fees paid for non-audit services are compatible with maintaining independence as our independent registered public accountants.

Vote Required

The ratification of the appointment of Ernst & Young as our independent registered public accountants requires that the number of votes cast in favor of the proposal exceeds the number of votes cast in opposition. Abstentions and broker non-votes will not effect the outcome of this proposal.

Board Recommendation

The Board recommends that shareholders vote FOR the appointment of Ernst & Young as the Company's independent registered public accountants.

OTHER MATTERS

As of the date of this Proxy Statement, the Board of Directors knows of no other matters to be presented for action at the meeting. However, if any further business should properly come before the meeting, the persons named as proxies in the accompanying form of proxy will vote on such business in accordance with their best judgment.

PROPOSALS OF SHAREHOLDERS

Shareholders may present proposals for inclusion in our proxy statement and form of proxy for the annual meeting of shareholders to be held in calendar year 2013, provided that such proposals must be received by us, at our executive offices (2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331) no later than August 18, 2012, provided that this date may be changed in the event that the date of the annual meeting of shareholders to be held in calendar year 2013 is changed by more than 30 days from the date of the annual meeting of shareholders to be held in calendar year 2012. Such proposals must also comply with the requirements as to form and substance established by the SEC if such proposals are to be included in our proxy statement and form of proxy.

Pursuant to rules adopted by the SEC, if a shareholder intends to propose any matter for a vote at our Annual Meeting to be held in calendar year 2013 but fails to notify us of that intention prior to November 1, 2012, then a proxy solicited by the Board of Directors may be voted on that matter in the discretion of the proxy holder, provided that this date may be changed in the event that the date of the annual meeting of shareholders to be held in calendar year 2013 is changed by more than 30 days from the date of the annual meeting of shareholders to be held in calendar year 2012.

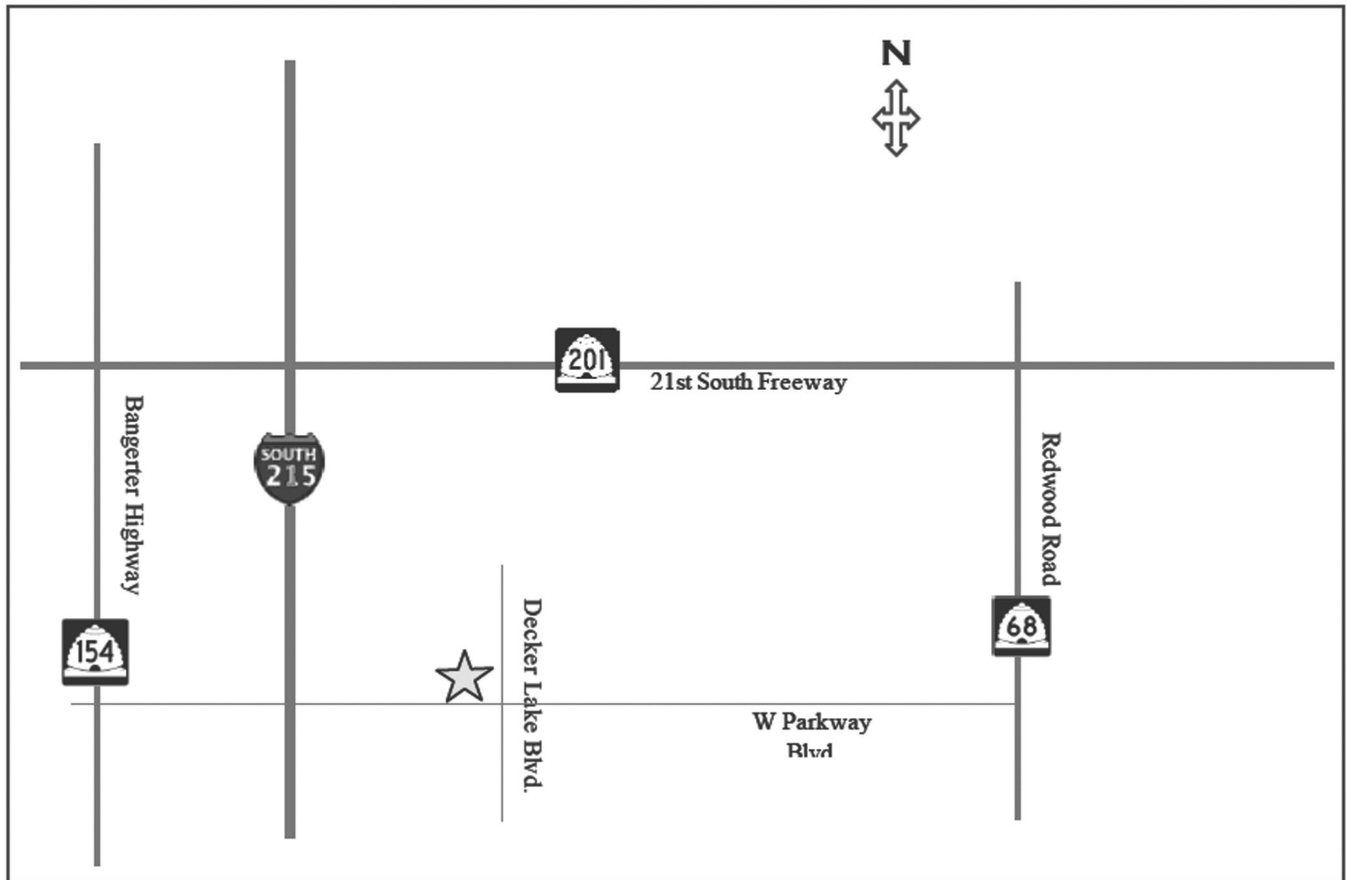
WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly, and current reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room, 100 F Street NE, Washington, D.C. 20549. You can also request copies of the documents, upon payment of a duplicating fee, by writing the Public Reference Section of the SEC. Please call the SEC at 1-800-SEC-0330 for further information on the public reference rooms. These SEC filings are also available to the public from the SEC's web site at http://www.sec.gov.

We will provide without charge to any person from whom a Proxy is solicited by the Board of Directors, upon the written request of such person, a copy of our 2011 Annual Report on Form 10-K, including the financial statements and schedules thereto (as well as exhibits thereto, if specifically requested), required to be filed with the Securities and Exchange Commission. Written requests for such information should be directed to Franklin Covey Co., Investor Relations Department, 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331, Attn: Mr. Stephen D. Young.

You should rely only on the information contained in this Proxy Statement. We have not authorized anyone to provide you with information different from that contained in this Proxy Statement. The information contained in this Proxy Statement is accurate only as of the date of this Proxy Statement, regardless of the time of delivery of this Proxy Statement.

DIRECTIONS TO THE ANNUAL MEETING



Directions to FranklinCovey from Provo/South

- Take I-15 North to the 21st South Freeway; merge onto the 21st South Freeway Westbound
- Take the **Redwood Road** exit
- Turn left (South) onto Redwood Road.
- Turn right at Parkway Blvd. (2495 South), this intersection has a traffic light, gas station on corner
- You will pass UPS on your right
- FranklinCovey will be the block after UPS on your right
- 2200 West Parkway Blvd. Salt Lake City, UT 84119
- Park at the Washington Building, this building has 3 big flagpoles at the front door
- Receptionist in the Washington building will be able to help you

Directions to Franklin Covey from Downtown/North

- If entering I-15 from 600 South on-ramp southbound
- Take the 21st South Freeway
- Take the first exit off 21st South Freeway which is **Redwood Road**
- Turn left (South) onto Redwood Road.
- Turn right at Parkway Blvd. (2495 South), this intersection has a traffic light, gas station on corner
- You will pass UPS on your right
- FranklinCovey will be the block after UPS on your right
- 2200 West Parkway Blvd.
- Salt Lake City, UT 84119
- Park at the Washington Building, this building has 3 big flagpoles at the front door
- Receptionist in the Washington building will be able to help you

If you need further assistance or additional directions, please call our receptionist at (801) 817-1776.

ANNEX

ADJUSTED EBITDA RECONCILIATION TO NET INCOME

For 2009, Adjusted EBITDA means net loss from operations excluding the impact of interest expense, income tax benefit, equity from the earnings of an equity method investee, amortization, depreciation and other non-recurring items. For 2010 and 2011, Adjusted EBITDA means net income or loss from operations excluding the impact of interest expense, income tax expense, amortization, depreciation, share-based compensation expense and non-recurring items. The Company references this non-GAAP financial measure in its disclosure and decision making because it provides supplemental information that facilitates consistent internal comparisons to the historical operating performance of prior periods and the Company believes it provides investors with greater transparency to evaluate operational activities and financial results.

2011, 2010 and 2009 Reconciliation of Net Income (loss) to Adjusted EBITDA
(in thousands)

	Fiscal Year Ended		
	August 31, 2011	August 31, 2010	August 31, 2009
	(unaudited)	(unaudited)	(unaudited)
Reconciliation of Net Income (Loss) to Adjusted EBITDA:			
Net Income (Loss)	$ 4,807	$ (518)	$ (10,832)
Adjustments:			
Loss from discontinued operations, net of tax		(548)	(216)
Gain from sale of discontinued operations, net of tax		(238)	
Interest expense, net	2,666	2,858	3,022
Income tax provision (benefit)	3,639	2,484	(3,814)
Amortization	3,540	3,760	3,761
Depreciation	3,567	3,669	4,532
Share-based compensation	2,788	1,099	468
Severance costs	150	920	
Reimbursed travel expenses		686	
Management stock loan costs		268	
Impairment of assets			3,569
Restructuring costs			2,047
Internal closure costs and adjustments			580
Adjusted EBITDA	$ 21,157	$ 14,440	$ 3,117

Form 10-K

UNITED STATES
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 AUGUST 31, 2011.

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM ___ TO ___

FRANKLIN COVEY CO.

(Exact name of registrant as specified in its charter)

Utah	1-11107	87-0401551
(State or other jurisdiction of incorporation or organization)	(Commission File No.)	(IRS Employer Identification No.)

2200 West Parkway Boulevard
Salt Lake City, Utah 84119-2331
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (801) 817-1776

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, $.05 Par Value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. 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 ☐ NO ☑

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 past 90 days. YES ☑ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☐ NO ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§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. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

☐ Large accelerated filer ☑ Accelerated filer

☐ Non-accelerated filer (Do not check if a smaller reporting company) ☐ Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☑

As of February 26, 2011, the aggregate market value of the Registrant's Common Stock held by non-affiliates of the Registrant was approximately $109.6 million, which was based upon the closing price of $8.07 per share as reported by the New York Stock Exchange.

As of October 31, 2011, the Registrant had 17,735,564 shares of Common Stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Parts of the Registrant's Definitive Proxy Statement for the Annual Meeting of Shareholders, which is scheduled to be held on January 27, 2012, are incorporated by reference in Part III of this Form 10-K.

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PART I

ITEM 1. BUSINESS

Disclosure Regarding Forward-Looking Statements

This Annual Report on Form 10-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, as amended, relating to our operations, results of operations, and other matters that are based on our current expectations, estimates, assumptions, and projections. Words such as "may," "will," "should," "likely," "anticipates," "expects," "intends," "plans," "projects," "believes," "estimates," and similar expressions are used to identify these forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties, and assumptions that are difficult to predict. Forward-looking statements are based upon assumptions as to future events that might not prove to be accurate. Actual outcomes and results could differ materially from what is expressed or forecast in these forward-looking statements. Risks, uncertainties, and other factors that might cause such differences, some of which could be material, include, but are not limited to, the factors discussed under the section of this report entitled "Risk Factors."

GENERAL

Franklin Covey Co. (we, us, our, the Company, or FranklinCovey) is a leading global provider of training and consulting solutions with over 590 employees worldwide delivering principle-based curriculums and effectiveness tools to our customers. Our consolidated net sales for the fiscal year ended August 31, 2011 totaled $160.8 million and our shares of common stock are traded on the New York Stock Exchange (NYSE) under the ticker symbol "FC."

We operate globally with one common brand and business model designed to enable us to provide clients around the world with the same high level of service. To achieve this level of service we operate four regional sales offices in the United States; an office that specializes in sales to governmental entities; wholly owned subsidiaries in Australia, Japan, and the United Kingdom; and contract with licensee partners who deliver our curriculums and provide services in over 140 other countries and territories around the world.

Our business-to-business service utilizes our expertise in training, consulting, and technology that is designed to help our clients define great performance and execute at the highest levels. We also provide clients with training in management skills, relationship skills, and individual effectiveness, and can provide personal-effectiveness literature and electronic educational solutions to our clients as needed.

Our fiscal year ends on August 31 of each year. Unless otherwise noted, references to fiscal years apply to the 12 months ended August 31 of the specified year.

During fiscal 2010, we sold the product sales component of our wholly owned subsidiary in Japan to an unrelated Japan-based paper products company. The sale closed on June 1, 2010 and the total sale price was JPY 305.0 million, or approximately $3.4 million. In addition, the sale agreement provides for a three percent passive royalty on annual sales, which is not significant to our operations. The sale of this division was designed to align our Japanese operations with our overall strategic focus on training and consulting sales. As a consequence of the sale, we determined that the operating results of the Japan product sales component qualified for discontinued operations presentation and we have presented the operating results of the Japan product sales component as discontinued operations for periods prior to fiscal 2011 presented in this report on Form 10-K.

SERVICES OVERVIEW

Our mission is to enable the greatness in people and organizations everywhere. To that end, we have developed content, tools, and methodologies that are designed to help organizations achieve four outcomes:

1. **Sustained Superior Performance.** Great organizations succeed financially and operationally in both the short and long term relative to their market and strategic potential.

2. **Intensely Loyal Customers.** Great organizations earn not only the "satisfaction" of their customers, but their true loyalty.

3. **Highly Engaged and Loyal Employees.** The people who work in great organizations are energized and passionate about what they do.

4. **Distinctive Contribution.** Great organizations do more than "business as usual"—they fulfill a unique mission that sets them apart from the crowd.

Our content, tools, and methodologies are organized into key practice areas or product lines, each offering targeted solutions that are designed to drive these four outcomes. We have divided our curriculums into the following seven major practices:

1. Leadership
2. Productivity
3. Trust
4. Execution
5. Sales Performance
6. Education
7. Customer Loyalty

Our practices are designed to provide world-class content and delivery, including best-selling books and audio, innovative and widely recognized thought leadership, multiple delivery and teaching methods, a practice-centric focused sales force, and practice-specific marketing support. These elements allow us to offer our clients training and consulting solutions that are designed to improve individual and organizational behaviors, deliver content that adapts to an organization's unique needs, and provide meaningful improvements in our client's business performance.

The following description of our practices and associated curriculums describes what our offerings are designed to provide to our clients. The description should not be viewed as a warranty or guarantee of results. Further information about our curriculums and services can be found on our website at www.franklincovey.com. However, the information contained in, or that can be accessed through, our website does not constitute a part of this annual report.

1. Leadership

Leadership has a profound impact on performance, and is a key lever that mobilizes teams to produce results.

We help organizations develop leaders who build great teams through these 4 imperatives:

1. **Inspire Trust:** Build credibility as a leader so that people will contribute their highest efforts.

2. **Clarify Purpose:** Define a clear and compelling purpose that motivates people to offer their best to achieve the organizational goals.

3. **Align Systems:** Create systems of success that support the purpose and goals of the organization, enable people to do their best work, operate independently of management, and sustain superior performance over time.

4. **Unleash Talent:** Develop a winning team, where people's unique talents are leveraged against clear performance expectations in a way that encourages responsibility and growth.

Effective organizations are characterized by highly effective individuals—individuals who take initiative, set and achieve important goals, manage themselves well and are highly productive, work well with others, solve problems, and create new and valuable ideas.

Individual effectiveness and resilience are particularly valuable in a difficult economic environment. In such

an environment, we believe that our approaches to personal and interpersonal effectiveness are perhaps more critical than ever.

The 7 Habits of Highly Effective People®—Signature Program

Based on the principles found in Dr. Stephen R. Covey's best-selling business book, *The 7 Habits of Highly Effective People*, this program is designed to drive organizational success by helping participants gain the paradigms and behaviors of effective people. Participants gain hands-on experience, applying principles that are designed to yield greater productivity, improve communication, strengthen relationships, increase influence, and focus on critical priorities. Participants learn how to take initiative, identify and balance key priorities, improve interpersonal communication, leverage creative collaboration and problem solving, and build their personal resilience and capability.

The 7 Habits of Highly Effective People®: Introductory Workshop for Associates

This workshop for employees at all levels is designed to tap the best they have to give. We help employees become empowered with new knowledge, skills, and tools to confront issues, work as a team, increase accountability, and raise the bar on what they can achieve. Participants discover how to maximize performance by avoiding dependence on others, gaining appropriate independence, and moving on to where real success lies: being successfully interdependent and collaborative with others.

Leadership: Great Leaders, Great Teams, Great Results™

This comprehensive offering contains the entire core content of FranklinCovey's Leadership practice. During the program, leaders learn the *4 Imperatives of Great Leaders* and take specific actions to carry them out. The workshop features videos that present the latest on our own research and thinking, along with the best thinking of other leadership experts including:

- Jack Welch, *Winning*
- Fred Reichheld, *The Ultimate Question*
- Clayton Christensen, *The Innovator's Solution*
- Stephen R. Covey, *The 8th Habit*
- Stephen M. R. Covey, *The Speed of Trust*
- Ram Charan, *What the CEO Wants You to Know*

Leadership Foundations™

Our *Leadership Foundations* workshop is designed to prepare emerging leaders to take on significant roles and responsibilities in the future. Participants gain skills to improve trust and influence with peers and superiors, link their work to a clear and compelling team purpose, implement a system for executing critical priorities, and leverage the talents of peers and co-workers to achieve unprecedented results.

Leadership Modular Series™

Drawn from the content of our leadership-development program, the *Leadership Modular Series* comprises seven stand-alone modules that teach imperatives leaders can apply to create a work environment that addresses the needs of the knowledge worker. For leaders who cannot attend multiple days of training, the *Leadership Modular Series* lets them focus on one specific leadership competency, three to four hours at a time.

The 7 Habits for Managers®

FranklinCovey's *The 7 Habits for Managers* solution teaches the fundamentals of leading today's mobile knowledge worker. Both new and experienced managers acquire a set of tools to help them meet today's management challenges, including conflict resolution, prioritization, performance management, accountability and trust, execution, collaboration, and team and employee development.

Executive Coaching

We offer senior executives a coaching experience created in partnership with Columbia University, which includes methodologies approved by the International Coach Federation (ICF). We leverage content, methodology, and tools to guide leaders in discovering and unleashing the potential they already possess. In one-on-one or team sessions, our executive coaches help senior-level executives work through complex issues, helping them establish initiatives that are clear, defined, and actionable, and provide

supportive accountability until their goals are reached. We also offer one-on-one executive coaching in leadership development, strategy, goal execution, and personal work/life areas.

Writing Advantage®

The FranklinCovey *Writing Advantage* program teaches participants how to set quality writing standards that help people increase productivity, resolve issues, avoid errors, and heighten credibility. Participants learn a four-step process to improve their writing skills. They learn how to write faster with more clarity, and gain skills for revising and fine-tuning every style of document.

Technical Writing Advantage™

FranklinCovey's *Technical Writing Advantage* program teaches participants the skills to improve the quality, clarity, structure, and expected results of their technical communication. This program teaches participants to take complex ideas and make them understandable and memorable in written form.

Presentation Advantage®

With our *Presentation Advantage* solution, participants learn how to craft presentations around essential objectives, present key concepts and ideas with power and enthusiasm, design and present effective visuals, and employ techniques for polishing and mastering presentation delivery.

Meeting Advantage™

The FranklinCovey *Meeting Advantage* solution teaches participants to plan effectively by frontloading before a meeting, focusing productively during the meeting, and following through successfully after the meeting.

2. Productivity

In today's world of "doing more with less," workforce productivity and engagement can be a competitive advantage. Today's workers and leaders are required to make more decisions every day than ever before while their attention is under unprecedented attack. Over 350,000 survey respondents report on average that 40 percent of their time is spent on irrelevant activities creating enormous opportunity to improve "human productivity" without increasing human resources.

The 5 Choices to Extraordinary Productivity™

Our new flagship productivity course, *The 5 Choices to Extraordinary Productivity*, which was launched in Fall of 2011, is designed to provide the in-depth skills, knowledge and attitudes that allow individual contributors, teams and organizations to be able to identify, validate, and act on what's most important. Instead of trying to get everything done, participants focus on how to get the right things done. This discernment enables them to make wiser decisions, harness technology to enhance workflow, and put their finest attention and energy on executing what matters most.

Supported by science and years of experience, this new program is designed to not only produce a measurable increase in productivity, but to also provide a renewed sense of engagement.

3. Trust

We believe that trust is the hallmark of effective leaders, teams, and organizations. Trust-related problems like bureaucracy, fraud, and excessive turnover discourage productivity, divert resources, and chip away at a company's brand. On the other hand, leaders who make building trust an explicit goal of their job gain strategic advantages-accelerating growth, enhancing innovation, improving collaboration and execution, and increasing shareholder value. Our Trust practice is built on *The New York Times* best-selling book, *The Speed of Trust* by Stephen M. R. Covey, and includes offerings to help leaders and team members develop the competencies to make trust a strategic advantage.

Leading at the Speed of Trust™

This program engages leaders at all levels in identifying and closing the trust gaps in their organization. Instead of paying "trust taxes," organizations can begin to realize "trust dividends." We believe that doing business at the "speed of trust" lowers costs, speeds up results, and increases profits and influence.

Working at the Speed of Trust™—For Associates

This workshop helps individual contributors identify and address "trust gaps" in their personal credibility and in their relationships at work. Using examples from their work and focusing on real-world issues, participants discover how to communicate transparently with peers and managers, improve their track record of keeping commitments, focus on improving internal "customer service" with others who depend on their work, and much more.

4. Execution

Execution remains one of the toughest challenges organizations face today. We believe that our Execution practice addresses these challenges. We work directly with leadership teams to help them clarify the "wildly important goals" that their strategy requires, identify key measures that lead to the achievement of these goals, create clear and compelling scoreboards, and build a culture and cadence of accountability so that the goals are achieved. Our key execution offerings include:

The 4 Disciplines of Execution®: Manager Certification

The purpose of *Manager Certification* includes helping managers not only develop specific skills, but to also create actual work plans. We help managers leave the session with clearly identified goals and measures, a draft scoreboard for their team, and an accountability plan to help everyone move forward on the goals.

The 4 Disciplines of Execution®: Skills Workshop and Team Work Session

The purpose of the one- or two-day work session is to help teams understand the methods and develop the skills of consistent execution. We help teams clarify their goals, refine key measures, and generate new and better ways of achieving the goals through peer-to-peer accountability.

Execution Quotient™ (xQ®) Assessment

This offering allows organizations to measure their overall ability to execute their most important goals. The xQ is a culture-wide assessment based on factors that contribute to consistent and successful execution. This assessment helps leaders identify areas where their goals may be at risk.

What the CEO Wants You to Know: Building Business Acumen™

This training supports the Execution disciplines by helping individuals and teams better understand the financial engine of their business and how they can positively affect it. The material is based on the popular book *What the CEO Wants You to Know,* by leading CEO and executive coach Ram Charan.

5. Sales Performance

We believe that sales performance is about helping clients succeed. FranklinCovey provides an approach that delivers the "what to do" and "how to do" for mutual seller/buyer benefits. Through consulting, training, and coaching, our *Sales Performance* practice helps sales leaders and salespeople act as genuine trusted business advisors who create value and help clients succeed.

Helping Clients Succeed® is a mind-set, skill-set, and tool-set for becoming client-centered. It is a way of thinking, being, and behaving. We believe that it removes the stigmas that come with sales, and we believe that it removes the adversarial interplay between sellers and buyers. It is also a process for creating candid dialogue, fresh thinking, innovative collaboration, insightful decision making, and robust execution-with clients and within an organization.

The acronym INORDER represents the underlying sales methodology we use in *Helping Clients Succeed*. Each module in the methodology represents a different stage in the sales process, starting from the front end with Initiating New Opportunities (INO) and Qualifying Opportunities (ORD), then closing at the back end with Winning and Growing Opportunities (ER). With our suite of consultative sales-training solutions, we believe clients can transform their salespeople into trusted business advisors who focus on helping their clients succeed, resulting in increased sales, shortened sales cycles, improved margins, and satisfied clients.

6. Education

The FranklinCovey *Education* practice is dedicated to helping educational organizations build the culture that

will produce great results. Our offerings address all grade levels and help faculty and students develop the critical leadership and effectiveness skills they will need to succeed in a knowledge-based, networked world.

Primary Education Solutions: The Leader in Me™

The Leader in Me process is designed to be integrated into a school's core curriculum and everyday language. The methodology is designed to become part of the culture, gain momentum, and help to produce improved results year after year. We believe the methodology benefits schools and students in the following ways:

- Develops students who have the skills and self-confidence to succeed as leaders in the 21st century.
- Decreases discipline referrals.
- Teaches and develops character and leadership through existing core curriculum.
- Improves academic achievement.
- Raises levels of accountability and engagement among both parents and staff.

The Leader in Me process is also designed to help create a common language within a school, built on principle-based leadership skills found in Dr. Stephen R. Covey's best-selling book *The 7 Habits of Highly Effective People*, and is designed to produce a holistic school-wide experience for primary school teachers and their classrooms.

Secondary Education Solutions: The 7 Habits of Highly Effective Teens®

The *Introduction to The 7 Habits of Highly Effective Teens®* workshop from FranklinCovey, based on the best-selling book of the same name by Sean Covey and the No. 1 best-selling business book *The 7 Habits of Highly Effective People,* gives young people a set of tools to deal with life's challenges. The training is a means for educators, administrators, and superintendents to help improve student performance; reduce conflicts, disciplinary problems, and truancy; and enhance cooperation and teamwork among parents, teens, and teachers.

The 7 Habits of Highly Effective Teens are essentially seven characteristics that many happy and successful teens the world over have in common. The training provides students with a step-by-step framework for boosting self-image, building friendships, resisting peer pressure, achieving goals, improving communication and relationships with parents, and much more. The habits build upon each other and foster behavioral change and improvement from the inside out.

We also offer a workshop built around the book *The 6 Most Important Decisions You'll Ever Make,* also by Sean Covey. This book helps students work through important and life-changing questions. This workshop is designed to be flexible so it can fit a classroom or school-wide schedule.

Higher Education Solutions: Introduction to the 7 Habits of Highly Effective College Students™

We believe that undergraduates who start their freshman year with a plan are more likely to complete their education and have successful careers. *The 7 Habits of Highly Effective College Students* helps students succeed by discovering their personal mission, setting goals, prioritizing tasks, and teaming with others.

This workshop contains eight hours of instructional material, which can be taught in a one day or modular format. Facilitators lead programs through instruction, multimedia presentations, and activities that provide students with a forum in which to reflect individually, apply the content, and get to know each other. Clients can become licensed to train their own students onsite, or have our facilitators present a custom program on their campus.

7. Winning Customer Loyalty®

Our *Winning Customer Loyalty* practice helps leaders of multiunit organizations create a culture where employees are engaged and equipped to deliver great customer experiences. To do this, customer loyalty specialists draw from an array of offerings to craft a solution that works with each company's culture, operating environment, and strategic vision. A typical solution includes these components:

- **Customer scores.** Customer-satisfaction and loyalty scores for every unit, every month.
- **Employee scores.** A targeted employee survey that gauges each unit's "Execution Quotient" (xQ), or the

conditions required for an engaged and focused workforce.

- **Loyalty Portal.** A Web-based dashboard that allows every unit to see their scores, reach out to customers, and manage their team's focus on the key activities that drive customer loyalty.
- **"Lead measure" identification.** Our most senior consultants guide the senior team through a "lead measure" identification process where, through a combination of best practices and strategic assessments, key activities are identified that become the drivers of a memorable customer experience.
- **Systems alignment.** We help the senior team to align compensation, training, and other systems around the most critical goals and remove operational barriers to execution.
- **Manager certification.** Unit-level managers are certified to engage their teams around their scores, lead measures, and key activities.
- **Frontline training.** We provide training in key areas such as scoreboarding, focus and execution, leadership, and creating a culture of service. Much of this training, as well as supportive tools, is delivered to each unit through the Loyalty Portal.

DELIVERY METHODS

We have multiple methods to deliver our world-class content to our clients that are designed to provide our customers with a learning environment that suits their needs. Our primary delivery methods include the following:

- Onsite Presentations
- Facilitators
- International Licensees
- E-Learning
- Public Workshops
- Custom Solutions
- Intellectual Property Licenses
- Media Publishing

Onsite Presentations

We employ highly talented consultants and presenters to deliver our curriculums in person at client locations. Based around the world, our consultants represent diverse, global industry experience and can tailor their delivery to meet a client's precise needs. Whether the need is for consulting, training, or customized keynote speeches, our consultants can deliver our curriculums to any level of an organization, from the C-suite to a team or department. We believe that our delivery consultants provide high quality services and are a competitive advantage in the marketplace.

Facilitators

For organizations seeking cost-effective ways to implement solutions involving large populations of managers and frontline workers, FranklinCovey certifies on-site client facilitators to teach our content and adapt it to our client's organizational needs. We have over 45,000 client facilitators world-wide who are certified to teach in 41 different content areas. In order to become a client facilitator, an individual must become certified to teach our curriculums through a two-step process that is designed to ensure that these trained personnel can deliver our content in a professional and meaningful manner.

International Licensees

In foreign countries where we do not have an office, our training and consulting services are delivered through independent licensees, which may translate and adapt our curriculums to local preferences and customs, if necessary. Our licensee partners deliver our curriculums and provide services in over 140 other countries and territories around the world. These licensee partners allow us to deliver the same high quality content to clients that have multinational operations or in countries that have specific cultural requirements. Our licensee partners pay us a royalty based on the programs and content delivered.

E-Learning

Our E-Learning capabilities bring FranklinCovey to clients in innovative ways that transcend traditional E-learning solutions. Our primary E-learning platforms are comprised of the following:

FranklinCovey InSights™

We believe that some of the best development happens when leaders teach their own teams. FranklinCovey InSights represents a paradigm of "Teach to Learn" leadership. This library of bite-sized, Web-based learning modules is built around our award-winning video presentations that leaders can use to motivate their teams to improve performance. Designed to address generational learning styles, the modules teach people to see and do things differently, enabling teams to produce better results and make changes over time.

LiveClicks™

LiveClicks is our webinar delivery platform that allows clients to reach more people at less cost with high-quality live training. *LiveClicks* webinar workshops utilize our award-winning videos, interactive activities, and live instruction. *LiveClick* webinars are offered to the public with our consultants and client facilitators, who can also become certified to teach *LiveClicks* webinars inside their organizations. The *LiveClicks* platform allows clients to train more people, reach remote workers, and attract a new generation of workers.

The 7 Habits Interactive™ Edition

The award-winning *7 Habits of Highly Effective People—Interactive Edition* helps employees, regardless of work location, to increase their effectiveness and productivity and feel a stronger sense of cohesion. *The 7 Habits Interactive Edition* heightens learning by helping participants to apply principles that are designed to yield greater productivity, improved communication, strengthened relationships, increased influence, and an improved focus on critical priorities. During the three-hour online instruction, participants engage in interactive exercises that illustrate how to use the 7 Habits in real work situations.

Public Workshops

Each year, we offer a number of training events, primarily in the United States and Canada, which are open to the public. Prior to the event, we advertise in the geographic region where the event will be held and participants may register for the events in advance. Interested persons may also search for upcoming workshops based on the desired curriculum and register for these workshops through our website at www.franklincovey.com. In addition, our curriculums are also taught by certain professional training firms that also offer events to the public.

Custom Solutions

Whether clients need a program customized, or require a new product developed for their organization, our custom solutions department has the process to build the solution. Customization builds upon our existing content and clients' unique content by using a specific process to deliver results. Our five-step process (diagnose, design, develop, deliver, and learn) lowers development costs and strives to improve our clients' return on investment.

Intellectual Property Licenses

For clients that want to utilize our curriculums in their internal training environments, we offer intellectual property licenses to allow further customization of our content to specific client needs.

Media Publishing

Our Media Publishing practice extends our influence into both traditional publishing and new media channels. FranklinCovey Media Publishing offers books, e-books, audio products, downloadable and paper-based tools, and content-rich software applications for smart phones and other handheld devices (like the Apple® iPhone®) to consumer and corporate markets.

INDUSTRY INFORMATION

According to the *Training* Magazine 2011 Training Industry Survey, the total size of the U.S. training industry is estimated to be $59.7 billion, which is up approximately 13 percent compared to the prior year. One of our competitive advantages in this highly fragmented industry stems from our fully integrated training curriculums, measurement methodologies, and implementation tools to help organizations and individuals measurably improve their effectiveness. This advantage allows us to deliver not only training to both corporations and individuals, but also to implement the training through the use of powerful behavior changing tools with the capability to then measure the impact of the delivered training and tools.

Over our history, we have provided products and services to 97 of the Fortune 100 companies and more than 75 percent of the Fortune 500 companies. We also provide products and services to a number of U.S. and foreign governmental agencies, as well as numerous educational institutions. In addition, we provide training curricula, measurement services and implementation tools internationally, either through directly operated offices, or through independent licensed providers.

SEGMENT INFORMATION

Our sales are primarily comprised of training and consulting sales and related products. Based on the consistent nature of our services and products and the types of customers for these services, we function as a single operating segment. However, to improve comparability with previous periods, operating information for our U.S./Canada, international, and corporate services operations is presented below. Our U.S./Canada operations are responsible for the sale and delivery of our training and consulting services in the United States and Canada. Our international sales group includes the financial results of our foreign offices and royalty revenues from licensees. Our corporate services information includes leasing income and certain corporate operating expenses.

YEAR ENDED AUGUST 31,	2011	Percent change from prior year	2010	Percent change from prior year	2009
U.S./Canada	$118,420	20	$98,344	18	$83,193
International	40,011	13	35,309	(3)	36,385
Total	158,431	19	133,653	12	119,578
Leasing	2,373	(26)	3,221	(9)	3,556
Consolidated	$160,804	17	$136,874	11	$123,134

Additional financial information related to our operating segments, as well as geographical information can be found in the notes to our consolidated financial statements (Note 18).

CLIENTS

We have a relatively broad base of organizational and individual clients. Worldwide, we have more than 4,200 organizational clients consisting of corporations, governmental agencies, educational institutions, and other organizations. We have additional organizational clients throughout the world, and we believe that our products, workshops, and seminars encourage strong client loyalty. Employees in each of our domestic and international distribution channels focus on providing timely and courteous responses to client requests and inquiries. Due to the nature of our business, we do not have a significant backlog of firm orders.

During fiscal 2011, we recognized $16.8 million in sales from our contracts with a division of the United States federal government, which is more than ten percent of our consolidated revenues for the year.

COMPETITION

We operate in a highly competitive and rapidly changing global marketplace and compete with a variety of organizations that offer services comparable

with those that we offer. Competition in the performance skills training and education industry is highly fragmented with few large competitors. Based upon our fiscal 2011 consolidated sales of $160.8 million, we believe that we are a leading competitor in the organizational training and education market. Other significant comparative companies in the training and consulting market are Development Dimensions International, CRA International, Inc., Learning Tree International Inc., GP Strategies Corp., American Management Association, Wilson Learning, Forum Corporation, Corporate Executive Board Co., and the Center for Creative Leadership.

We derive our revenues from a variety of companies with a broad range of sales volumes, governments, educational institutions, and other institutions. We believe that the principal competitive factors in the industry in which we compete include the following:

- Quality of services and solutions
- Skills and capabilities of people
- Innovative training and consulting services combined with effective products
- Ability to add value to client operations
- Reputation and client references
- Price
- Availability of appropriate resources
- Global reach and scale

Given the relative ease of entry in our training market, the number of our competitors could increase, many of whom may imitate existing methods of distribution, or could offer similar products and seminars at lower prices. Some of these competitors may have greater financial and other resources than us. However, we believe our curriculum based upon best-selling books, which encompasses relevant high-quality video segments, has become a competitive advantage. This advantage is strengthened and enhanced by our ability to easily train individuals within organizations to become client facilitators who in turn can effectively relay our curriculums throughout their organization. Moreover, we believe that we are a market leader in the United States in execution, leadership, and individual effectiveness training, consulting, and products. Increased competition from existing and future competitors could, however, have a material adverse effect on our sales and profitability.

SEASONALITY

Our quarterly results of operations reflect minor seasonal trends primarily because of the timing of corporate training, which is not typically scheduled as heavily during holiday and vacation periods.

Quarterly fluctuations may also be affected by other factors including the introduction of new offerings, the addition of new organizational customers, and the elimination of underperforming offerings.

MANUFACTURING AND DISTRIBUTION

We do not manufacture any of our products. We purchase our training materials and related products from various vendors and suppliers located both domestically and internationally, and we are not dependent upon any one vendor for the production of our training and related materials as the raw materials for these products are readily available. We currently believe that we have good relationships with our suppliers and contractors.

During fiscal 2001, we entered into a long-term contract with HP Enterprise Services (HP, formerly Electronic Data Services) to provide warehousing and distribution services for our training products and related accessories. Our materials are primarily warehoused and distributed from an HP facility located in Des Moines, Iowa.

TRADEMARKS, COPYRIGHTS, AND INTELLECTUAL PROPERTY

Our success has resulted in part from our proprietary curriculum, methodologies, and other intellectual property rights. We seek to protect our intellectual property through a combination of trademarks, copyrights, and confidentiality agreements. We claim rights for over 450 trademarks in the United States and foreign countries, and we have obtained registration in the United States and many foreign

countries for many of our trademarks including *FranklinCovey, The 7 Habits of Highly Effective People, Principle–Centered Leadership, The 4 Disciplines of Execution,* and *The 7 Habits*. We consider our trademarks and other proprietary rights to be important and material to our business.

We own sole or joint copyrights on our planning systems, books, manuals, text and other printed information provided in our training seminars and other electronic media products, including audio tapes and video tapes. We license, rather than sell, facilitator workbooks and other seminar and training materials in order to protect our intellectual property rights therein. We place trademark and copyright notices on our instructional, marketing, and advertising materials. In order to maintain the proprietary nature of our product information, we enter into written confidentiality agreements with certain executives, product developers, sales professionals, training consultants, other employees, and licensees. Although we believe the protective measures with respect to our proprietary rights are important, there can be no assurance that such measures will provide significant protection from competitors.

EMPLOYEES

One of our most important assets is our people. The diverse and global makeup of our workforce allows us to serve a variety of clients on a worldwide basis. We are committed to attracting, developing, and retaining quality personnel and actively strive to reinforce our employees' commitments to our clients, culture, and values through creation of a motivational and rewarding work environment.

At August 31, 2011, we had 590 associates located in the United States of America, Canada, Japan, the United Kingdom, and Australia. During fiscal 2001, we outsourced a significant part of our information technology services, customer service, distribution and warehousing operations to HP. A number of our former employees involved in these operations are now employed by HP to provide those services to FranklinCovey. None of our associates are represented by a union or other collective bargaining group. Management believes that its relations with its associates are good and we do not currently foresee a shortage in qualified personnel needed to operate our business.

AVAILABLE INFORMATION

Our principal executive offices are located at 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331, and our telephone number is (801) 817-1776.

We regularly file reports with the Securities Exchange Commission (SEC). These reports include, but are not limited to, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K, and security transaction reports on Forms 3, 4, or 5. The public may read and copy any materials that the Company files with the SEC at the SEC's Public Reference Room located at 100 F Street, NE, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains electronic versions of the Company's reports, proxy and information statements, and other information that the Company files with the SEC on its website at www.sec.gov.

The Company makes our Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, current reports on Form 8-K, and other reports filed or furnished with the SEC available to the public, free of charge, through our website at www.franklincovey.com. These reports are provided through our website as soon as is reasonably practicable after we file or furnish these reports with the SEC.

ITEM 1A. RISK FACTORS

Our business environment, current domestic and international economic conditions, and other specific risks may affect our future business decisions and financial performance. The matters discussed below may cause our future results to differ from past results

or those described in forward-looking statements and could have a material adverse effect on our business, financial condition, liquidity, results of operations, and stock price, and should be considered in evaluating our Company.

The risks included here are not exhaustive. Other sections of this report may include additional risk factors which could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing global environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

We operate in an intensely competitive industry and our competitors may develop courses that adversely affect our ability to sell our offerings.

The training and consulting services industry is intensely competitive with relatively easy entry. Competitors continually introduce new programs and services that may compete directly with our offerings or that may make our offerings uncompetitive or obsolete. Larger and better capitalized competitors may have superior abilities to compete for clients and skilled professionals, reducing our ability to deliver quality work to our clients. In addition, one or more of our competitors may develop and implement training courses or methodologies that may adversely affect our ability to sell our curriculums and products to new clients. Any one of these circumstances could have an adverse effect on our ability to obtain new business and successfully deliver our services.

Our results of operations could be adversely affected by economic and political conditions and the effects of these conditions on our clients' businesses and their levels of business activity.

Global economic and political conditions affect our clients' businesses and the markets in which they operate. Our financial results are somewhat dependent on the amount that current and prospective clients budget for training. A serious and/or prolonged economic downturn (or a slow recovery) combined with a negative or uncertain political climate could adversely affect our clients' financial condition and the amount budgeted for training by our clients. These conditions may reduce the demand for our services or depress the pricing of those services and have an adverse impact on our results of operations. Changes in global economic conditions may also shift demand to services for which we do not have competitive advantages, and this could negatively affect the amount of business that we are able to obtain. Such economic, political, and client spending conditions are influenced by a wide range of factors that are beyond our control and that we have no comparative advantage in forecasting. If we are unable to successfully anticipate these changing conditions, we may be unable to effectively plan for and respond to those changes, and our business could be adversely affected.

Our business success also depends in part upon continued growth in the use of training and consulting services in business by our current and prospective clients. In challenging economic environments, our clients may reduce or defer their spending on new services and consulting solutions in order to focus on other priorities. At the same time, many companies have already invested substantial resources in their current means of conducting their business and they may be reluctant or slow to adopt new approaches that could disrupt existing personnel and/or processes. If the growth in the general use of training and consulting services in business or our clients' spending on these items declines, or if we cannot convince our clients or potential clients to embrace new services and solutions, our results of operations could be adversely affected.

In addition, our business tends to lag behind economic cycles and, consequently, the benefits of an economic recovery following a period of economic downturn may take longer for us to realize than other segments of the economy.

Our results of operations may be negatively affected if we cannot expand and develop our services and solutions in response to client demand or if newly developed or acquired services have increased costs.

Our success depends upon our ability to develop and deliver services and consulting solutions that respond to rapid and continuing changes in client needs. We may not be successful in anticipating or responding to these developments on a timely basis, and our offerings may not be successful in the marketplace. The implementation, acquisition, and introduction of new programs and solutions may reduce sales of our other existing programs and services and may entail more risk than supplying existing offerings to our clients. Newly developed or acquired solutions may also require increased royalty payments or carry significant development costs that must be expensed. Any one of these circumstances may have an adverse impact upon our business and results of operations.

Failure to comply with the terms and conditions of our credit facility may have an adverse effect upon our business and operations.

Our line of credit facility requires us to be in compliance with customary non-financial terms and conditions as well as specified financial ratios. Failure to comply with these terms and conditions or maintain adequate financial performance to comply with specific financial ratios entitles the lender to certain remedies, including the right to immediately call due any amounts outstanding on the line of credit or term loan. Such events would have an adverse effect upon our business and operations as there can be no assurance that we may be able to obtain other forms of financing or raise additional capital on terms that would be acceptable to us.

Our business could be adversely affected if our clients are not satisfied with our services.

The success of our business model depends significantly on our ability to attract new work from our base of existing clients, as well as new work from prospective clients. Our business model also depends on the relationships our senior executives and sales personnel develop with our clients so that we can understand our clients' needs and deliver services and solutions that are specifically tailored to address those needs. If a client is not satisfied with the quality of work performed by us, or with the type of services or solutions delivered, then we may incur additional costs to remediate the situation, the profitability of that work might be decreased, and the client's dissatisfaction with our services could damage our ability to obtain additional work from that client. In particular, clients that are not satisfied might seek to terminate existing contracts prior to their scheduled expiration date and could direct future business to our competitors. In addition, negative publicity related to our client relationships, regardless of its accuracy, may further damage our business by affecting our ability to compete for new contracts with current and prospective clients.

Our profitability could suffer if we are unable to control our operating costs.

Our future success and profitability depend in part on our ability to achieve an appropriate cost structure and to improve our efficiency in the highly competitive services industry in which we compete. We regularly monitor our operating costs and develop initiatives and business models that are designed to improve our profitability. Our recent initiatives have included revisions to existing processes and procedures, asset sales, headcount reductions, exiting non-core businesses, and other internal initiatives designed to reduce our operating costs. If we are unable to achieve targeted business model cost levels and effectively manage our costs, our competitiveness and profitability may decrease.

Our profitability will suffer if we are not able to maintain our pricing and utilization rates.

The profit margin on our services is largely a function of the rates we are able to recover for our services and the utilization, or chargeability, of our trainers, client partners, and consultants. Accordingly, if we are unable to maintain sufficient pricing for our services or an appropriate utilization rate for our training professionals without corresponding cost reductions, our profit margin and overall profitability will suffer. The rates that we are able to recover for our services are affected by a number of factors that we may be unable to control, including:

- Our clients' perceptions of our ability to add value through our programs and products
- Competition
- General economic conditions
- Introduction of new programs or services by us or our competitors

- Our ability to accurately estimate, attain, and sustain engagement sales, margins, and cash flows over longer contract periods

Our utilization rates are also affected by a number of factors, including:

- Seasonal trends, primarily as a result of scheduled training
- Our ability to forecast demand for our products and services and thereby maintain an appropriate headcount in our employee base
- Our ability to manage attrition

During recently completed periods we have maintained favorable utilization rates. However, there can be no assurance that we will be able to maintain favorable utilization rates in future periods. Additionally, we may not achieve a utilization rate that is optimal for us. If our utilization rate is too high, it could have an adverse effect on employee engagement and attrition. If our utilization rate is too low, our profit margin and profitability may suffer.

Our results of operations and cash flows may be adversely affected if FC Organizational Products LLC is unable to pay the working capital settlement, reimbursable acquisition costs, or reimbursable operating expenses.

According to the terms of the agreements associated with the sale of the consumer solutions business unit (CSBU) assets to FC Organizational Products, LLC (FCOP and formerly Franklin Covey Products) that closed in the fourth quarter of fiscal 2008, we were entitled to receive a $1.2 million payment for working capital delivered on the closing date of the sale and to receive $2.3 million as reimbursement for specified costs necessary to complete the transaction. Payment for these costs was originally due in January 2009, but we extended the due date of the payment at FC Organizational Products' request and obtained a promissory note from FCOP for the amount owed, plus accrued interest.

At the time we received the promissory note from FCOP, we believed that we could obtain payment for the amounts owed, based on prior year performance and forecasted financial performance in 2009. However, the financial position of FCOP deteriorated significantly late in fiscal 2009 and the deterioration accelerated subsequent to August 31, 2009 and throughout fiscal 2010. As a result of its deteriorating financial position, we reassessed the collectibility of the promissory note. Based on revised expected cash flows and other operational issues, we determined that the promissory note should be impaired at August 31, 2009. Accordingly, we recorded a $3.6 million impaired asset charge and reversed $0.1 million of interest income that was recorded during fiscal 2009 from the working capital settlement and reimbursable transaction cost receivables.

We receive reimbursement for certain operating costs, such as warehousing and distribution costs, which are billed to us by third party providers. At August 31, 2011 and 2010 we had $5.7 million and $5.0 million receivable from FCOP, which have been classified in current assets. We also owed FCOP $1.2 million and $1.7 million at August 31, 2011 and 2010 for items purchased in the ordinary course of business. These liabilities were classified in accounts payable in our consolidated balance sheets. Although FCOP is past due on a portion of its receivables, we believe that we will obtain payment from FCOP for these charges. However, if FCOP fails to reimburse us for these costs, and we fail to obtain payment on the promissory note, our future cash flows and results of operations will be adversely affected.

Our results of operations and cash flows may be adversely affected if FC Organizational Products LLC is unable to pay its retail store leases.

Based on the terms of the agreements associated with the sale of the CSBU assets, we assigned the benefits and obligations relating to the leases of our retail stores to FCOP, an entity in which we own approximately 19 percent. However, we remain secondarily liable for these leases and may have to fulfill the obligations contained in the lease agreements, including making lease payments, if FCOP is unable to fulfill its obligations pursuant to the terms of the lease agreements. Any default by FCOP in its lease payment obligations could provide us with certain remedies against FCOP, including potentially allowing us to terminate the master license agreement. If FCOP is unable to satisfy the obligations contained in the lease agreements and we

are unable to obtain adequate remedies, our results of operations and cash flows may be adversely affected.

If we are unable to attract, retain, and motivate high-quality employees, including training consultants and other key training representatives, we will not be able to compete effectively and will not be able to grow our business.

Our success and ability to grow are dependent, in part, on our ability to hire, retain, and motivate sufficient numbers of talented people with the increasingly diverse skills needed to serve our clients and grow our business. Competition for skilled personnel is intense at all levels of experience and seniority. To address this competition, we may need to further adjust our compensation practices, which could put upward pressure on our costs and adversely affect our profit margins. At the same time, the profitability of our business model is partially dependent on our ability to effectively utilize personnel with the right mix of skills and experience to effectively deliver our programs and content. There is a risk that at certain points in time and in certain geographical regions, we will find it difficult to hire and retain a sufficient number of employees with the skills or backgrounds we require, or that it will prove difficult to retain them in a competitive labor market. If we are unable to hire and retain talented employees with the skills, and in the locations, we require, we might not be able to deliver our content and services. If we need to re-assign personnel from other areas, it could increase our costs and adversely affect our profit margins.

In order to retain key personnel, we continue to offer a variable component of compensation, the payment of which is dependent upon our sales performance and profitability. We adjust our compensation levels and have adopted different methods of compensation in order to attract and retain appropriate numbers of employees with the necessary skills to serve our clients and grow our business. We may also use share-based performance incentives as a component of our executives' compensation, which may affect amounts of cash compensation. Variations in any of these areas of compensation may adversely impact our operating performance.

We depend on key personnel, the loss of whom could harm our business.

Our future success will depend, in part, on the continued service of key executive officers and personnel. The loss of the services of any key individuals could harm our business. Our future success also depends on our ability to identify, attract, and retain additional qualified senior personnel. Competition for such individuals in our industry is intense, and we may not be successful in attracting and retaining such personnel.

Our global operations pose complex management, foreign currency, legal, tax, and economic risks, which we may not adequately address.

We have offices in Australia, Japan, and the United Kingdom. We also have licensed operations in numerous other foreign countries. As a result of these foreign operations and their impact upon our results of operations, we are subject to a number of risks, including:

- Restrictions on the movement of cash
- Burdens of complying with a wide variety of national and local laws
- The absence in some jurisdictions of effective laws to protect our intellectual property rights
- Political instability
- Currency exchange rate fluctuations
- Longer payment cycles
- Price controls or restrictions on exchange of foreign currencies

We may experience foreign currency gains and losses.

Our sales outside of the United States totaled $45.1 million, or 28 percent of total sales, for the year ended August 31, 2011. If our international operations grow and become a larger component of our overall financial results, our revenues and operating results may be adversely affected when the dollar strengthens relative to other currencies and may be favorably affected when the dollar weakens. In order to manage a portion of our foreign currency risk, we make limited use of foreign currency derivative contracts to

hedge certain transactions and translation exposure. However, there can be no guarantee that our foreign currency risk management strategy will be effective in reducing the risks associated with foreign currency transactions and translation.

Our global operations expose us to numerous and sometimes conflicting legal and regulatory requirements, and violation of these regulations could harm our business.

Because we provide services to clients in many countries, we are subject to numerous, and sometimes conflicting, regulations on matters as diverse as import/export controls, content requirements, trade restrictions, tariffs, taxation, sanctions, government affairs, internal and disclosure control obligations, data privacy, and labor relations. Violations of these regulations in the conduct of our business could result in fines, criminal sanctions against us or our officers, prohibitions on doing business, and damage to our reputation. Violations of these regulations in connection with the performance of our obligations to our clients also could result in liability for monetary damages, fines and/or criminal prosecution, unfavorable publicity, restrictions on our ability to process information, and allegations by our clients that we have not performed our contractual obligations. Due to the varying degrees of development of the legal systems of the countries in which we operate, local laws may be insufficient to protect our rights.

In many parts of the world, including countries in which we operate, practices in the local business community might not conform to international business standards and could violate anticorruption regulations, including the United States Foreign Corrupt Practices Act, which prohibits giving anything of value intended to influence the awarding of government contracts. Although we have policies and procedures to ensure legal and regulatory compliance, our employees, licensee operators, and agents could take actions that violate these requirements. Violations of these regulations could subject us to criminal or civil enforcement actions, including fines and suspension or disqualification from United States federal procurement contracting, any of which could have an adverse effect on our business.

We have only a limited ability to protect our intellectual property rights, which are important to our success.

Our financial success depends, in part, upon our ability to protect our proprietary curriculums and other intellectual property. The existing laws of some countries in which we provide services might offer only limited protection of our intellectual property rights. To protect our intellectual property, we rely upon a combination of confidentiality policies, nondisclosure and other contractual arrangements, as well as patent, copyright, and trademark laws. The steps we take in this regard may not be adequate to prevent or deter infringement or other misappropriation of our intellectual property, and we might not be able to detect unauthorized use of, or take appropriate and timely steps to enforce, our intellectual property rights, especially in foreign jurisdictions.

The loss of proprietary curriculums or the unauthorized use of our intellectual property may create greater competition, loss of revenue, adverse publicity, and may limit our ability to reuse that intellectual property for other clients. Any limitation on our ability to provide a service or solution could cause us to lose revenue-generating opportunities and require us to incur additional expenses to develop new or modified solutions for future engagements.

Our work with governmental clients exposes us to additional risks that are inherent in the government contracting process.

Our clients include national, provincial, state, and local governmental entities, and our work with these governmental entities has various risks inherent in the governmental contracting process. These risks include, but are not limited to, the following:

- Governmental entities typically fund projects through appropriated monies. While these projects are often planned and executed as multi-year projects, the governmental entities usually reserve the right to change the scope of or terminate these projects for lack of approved funding and at their discretion. Changes in governmental priorities or

other political developments could result in changes in scope or in termination of our projects.

- Governmental entities often reserve the right to audit our contract costs, including allocated indirect costs, and conduct inquiries and investigations of our business practices with respect to our government contracts. If the governmental entity finds that the costs are not reimbursable, then we will not be allowed to bill for those costs or the cost must be refunded to the client if it has already been paid to us. Findings from an audit also may result in our being required to prospectively adjust previously agreed upon rates for our work, which may affect our future margins.
- If a governmental client discovers improper activities in the course of audits or investigations, we may become subject to various civil and criminal penalties and administrative sanctions, which may include termination of contracts, forfeiture of profits, suspension of payments, fines and suspensions or debarment from doing business with other agencies of that government. The inherent limitations of internal controls may not prevent or detect all improper or illegal activities, regardless of their adequacy.
- Political and economic factors such as pending elections, revisions to governmental tax policies and reduced tax revenues can affect the number and terms of new governmental contracts signed.

The occurrences or conditions described above could affect not only our business with the particular governmental agency involved, but also our business with other agencies of the same or other governmental entities. Additionally, because of their visibility and political nature, governmental projects may present a heightened risk to our reputation. Any of these factors could have an adverse effect on our business or our results of operations.

If we are unable to collect our accounts receivable on a timely basis, our results of operations and cash flows could be adversely affected.

Our business depends on our ability to successfully obtain payment from our clients of the amounts they owe us for services performed. We evaluate the financial condition of our clients and usually bill and collect on relatively short cycles. We maintain allowances against our receivables and unbilled services that we believe are adequate to reserve for potentially uncollectible amounts. However, actual losses on client balances could differ from those that we currently anticipate and, as a result, we might need to adjust our allowances. In addition, there is no guarantee that we will accurately assess the creditworthiness of our clients. Macroeconomic conditions could also result in financial difficulties for our clients, and as a result could cause clients to delay payments to us, request modifications to their payment arrangements that could increase our receivables balance, or not pay their obligations to us. Timely collection of client balances also depends on our ability to complete our contractual commitments and bill and collect our invoiced revenues. If we are unable to meet our contractual requirements, we might experience delays in collection of and/or be unable to collect our client balances, and if this occurs, our results of operations and cash flows may be adversely affected.

Our strategy of outsourcing certain functions and operations may fail to reduce our costs for these services and may increase our risks.

We have an outsourcing contract with HP Enterprise Systems (HP and formerly Electronic Data Systems) to provide warehousing, distribution, and information system operations. Under the terms of the outsourcing contract and its addendums, HP provides warehousing and distribution services and supports our various information systems. Due to the nature of our outsourced operations, we are unable to exercise the same level of control over outsourced functions and the actions of HP employees in outsourced roles as our own employees. As a result, the inherent risks associated with these outsourced areas of operation may be increased.

Our outsourcing contracts with HP also contain early termination provisions that we may exercise under certain conditions. However, in order to exercise the early termination provisions, we would have to pay specified penalties to HP depending upon the circumstances of the contract termination.

We have significant intangible asset, goodwill, and long-term asset balances that may be impaired if cash flows from related activities decline.

At August 31, 2011 we had $61.7 million of intangible assets, which were primarily generated from the fiscal 1997 merger with the Covey Leadership Center, and $9.2 million of goodwill, which was generated by the fiscal 2009 acquisition of CoveyLink Worldwide LLC and the payment of subsequent contingent earnout payments. Our intangible assets are evaluated for impairment based upon cash flows (definite-lived intangible assets) and estimated royalties from revenue streams (indefinite-lived intangible assets). Our goodwill is evaluated by comparing the fair value of the reporting unit to the carrying value of the goodwill balance. Our intangible assets, goodwill, and other long-term assets may become impaired if the corresponding cash flows associated with these assets declines in future periods or if our market capitalization declines significantly in future periods. Although our current sales, cash flows, and market capitalization are sufficient to support the carrying basis of these long-lived assets, if our sales, cash flows, or common stock price decline, we may be faced with significant asset impairment charges that would have an adverse impact upon our results of operations.

Our business could be negatively affected if we incur legal liability in connection with providing our solutions and services.

If we fail to meet our contractual obligations, fail to disclose our financial or other arrangements with our business partners, or otherwise breach obligations to clients, we could be subject to legal liability. We may enter into non-standard agreements because we perceive an important economic opportunity or because our personnel did not adequately adhere to our guidelines. We may also find ourselves committed to providing services that we are unable to deliver or whose delivery will cause us financial loss. If we cannot, or do not, perform our obligations, we could face legal liability, and our contracts might not always protect us adequately through limitations on the scope of our potential liability. If we cannot meet our contractual obligations to provide services, and if our exposure is not adequately limited through the terms of our agreements, then we might face significant legal liability, and our business could be adversely affected.

We may need additional capital in the future, and this capital may not be available to us on favorable terms or at all.

We may need to raise additional funds through public or private debt offerings or equity financings in order to:

- Develop new services, programs, or offerings
- Take advantage of opportunities, including expansion of the business
- Respond to competitive pressures

At August 31, 2011 our line of credit has a remaining maturity of less than one year. In order to obtain a more favorable interest rate on our line of credit facility, the credit facility requires an annual renewal. We currently believe that we will be successful in obtaining a new or extended line of credit from our existing lender prior to the expiration of the current credit facility in March 2012 to ensure available liquidity in future periods. Additional potential sources of liquidity include factoring receivables, issuance of additional equity, or issuance of debt from public or private sources. However, no assurance can be provided that we will obtain a new or extended line of credit or obtain additional financing from other sources on terms that would be acceptable to us. If necessary, we will evaluate all of these options and select one or more of them depending on overall capital needs and the associated cost of capital. If we are unsuccessful in obtaining a renewal or extension of our line of credit, or additional financing, we believe that cash flows from operations combined with a number of initiatives we would implement in the months preceding the due date will create sufficient liquidity to pay down any outstanding balance on the line of credit. These initiatives include deferral of capital purchases for externally developed curriculum and uncommitted capital expenditures; deferral of executive team compensation; deferral of certain related party contractual royalties and earnout

payments; substantial reduction of associate salaries; reduction of operating expenses, including non-critical travel; and deferral of payments to other vendors in order to generate sufficient cash. However, there can be no assurance that we will successfully implement these initiatives.

Any additional capital raised through the sale of equity could dilute current shareholders' ownership percentage in us. Furthermore, we may be unable to obtain the necessary capital on terms or conditions that are favorable to us, or at all.

We are the creditor for a management common stock loan program that may not be fully collectible.

We are the creditor for a loan program that provided the capital to allow certain management personnel the opportunity to purchase shares of our common stock. For further information regarding our management common stock loan program, refer to the notes to our consolidated financial statements as found in Item 8 of this Annual Report on Form 10-K. Our inability to collect all, or a portion, of these receivables could have an adverse impact upon our financial position and cash flows compared to full collection of the loans.

We may have exposure to additional tax liabilities.

As a multinational company, we are subject to income taxes as well as non-income based taxes in both the United States and various foreign tax jurisdictions. Significant judgment is required in determining our worldwide provision for income taxes and other tax liabilities. In the normal course of a global business, there are many intercompany transactions and calculations where the ultimate tax determination is uncertain. As a result, we are routinely subject to audits by various taxing authorities. Although we believe that our tax estimates are reasonable, we cannot guarantee that the final determination of these tax audits will not be different from what is reflected in our historical income tax provisions and accruals.

We are also subject to non-income taxes such as payroll, sales, use, value-added, and property taxes in both the United States and various foreign jurisdictions. We are routinely audited by tax authorities with respect to these non-income taxes and may have exposure from additional non-income tax liabilities.

We could have liability or our reputation could be damaged if we do not protect client data or if our information systems are breached.

We are dependent on information technology networks and systems to process, transmit, and store electronic information and to communicate among our locations around the world and with our clients. Security breaches of this infrastructure could lead to shutdowns or disruptions of our systems and potential unauthorized disclosure of confidential information. We are also required at times to manage, utilize, and store sensitive or confidential client or employee data. As a result, we are subject to numerous U.S. and foreign jurisdiction laws and regulations designed to protect this information, such as the various U.S. federal and state laws governing the protection of individually identifiable information. If any person, including any of our associates, negligently disregards or intentionally breaches our established controls with respect to such data or otherwise mismanages or misappropriates that data, we could be subject to monetary damages, fines, and/or criminal prosecution. Unauthorized disclosure of sensitive or confidential client or employee data, whether through systems failure, employee negligence, fraud, or misappropriation could damage our reputation and cause us to lose clients.

International hostilities, terrorist activities, and natural disasters may prevent us from effectively serving our clients and thus adversely affect our operating results.

Acts of terrorist violence, armed regional and international hostilities, and international responses to these hostilities, natural disasters, global health risks or pandemics, or the threat of or perceived potential for these events, could have a negative impact on our directly owned or licensee operations. These events could adversely affect our clients' levels of business activity and precipitate sudden significant changes in regional and global economic conditions and cycles. These events also pose significant risks to our people and to physical facilities and operations around the world, whether the facilities are ours or those of our alliance partners or clients. By disrupting communications and travel and increasing the difficulty of obtaining and retaining highly skilled and qualified personnel, these events could make it

difficult or impossible for us or our licensee partners to deliver services to clients. Extended disruptions of electricity, other public utilities, or network services at our facilities, as well as system failures at, or security breaches in, our facilities or systems, could also adversely affect our ability to serve our clients. While we plan and prepare to defend against each of these occurrences, we might be unable to protect our people, facilities, and systems against all such occurrences. We generally do not have insurance for losses and interruptions caused by terrorist attacks, conflicts, and wars. If these disruptions prevent us from effectively serving our clients, our operating results could be adversely affected.

Our sales office in Japan is located in Tokyo and was slightly damaged by the recent natural disasters that occurred in that country. Our associates were unharmed, but continued disruptions from damaged transportation and concerns over radiation levels from damaged nuclear reactors have caused significant interruptions to the business climate in Japan. Although we are currently unable to estimate the financial impact of these disasters on our business (from lost or postponed sales) we anticipate that these conditions may have an adverse impact upon our operations in Japan in future periods, depending upon the timeliness of the resolution of these business environment issues.

Our future quarterly operating results are subject to factors that can cause fluctuations in our stock price.

Historically, our stock price has experienced significant volatility. We expect that our stock price may continue to experience volatility in the future due to a variety of potential factors that may include the following:

- Fluctuations in our quarterly results of operations and cash flows
- Increased overall market volatility
- Variations between our actual financial results and market expectations
- Changes in our key balances, such as cash and cash equivalents
- Currency exchange rate fluctuations
- Unexpected asset impairment charges
- Lack of, or increased, analyst coverage

In addition, the stock market has recently experienced substantial price and volume fluctuations that have impacted our stock and other equity issues in the market. These factors, as well as general investor concerns regarding the credibility of corporate financial statements, may have an adverse effect upon our stock price in the future.

We may fail to meet analyst expectations, which could cause the price of our stock to decline.

Our common stock is publicly traded on the New York Stock Exchange, and at any given time various securities analysts follow our financial results and issue reports on us. These periodic reports include information about our historical financial results as well as the analysts' estimates of our future performance. The analysts' estimates are based on their own opinions and are often different from our estimates or expectations. If our operating results are below the estimates or expectations of public market analysts and investors, our stock price could decline. If our stock price is volatile, we may become involved in securities litigation following a decline in prices. Any litigation could result in substantial costs and a diversion of management's attention and resources that are needed to successfully run our business.

Ineffective internal controls could impact our business and operating results.

Our internal control over financial reporting may not prevent or detect misstatements because of its inherent limitations, including the possibility of human error, the circumvention or overriding of controls, or fraud. Even effective internal controls can provide only reasonable assurance with respect to the preparation and fair presentation of financial statements. If we fail to maintain the adequacy of our internal controls, including any failure to implement required new or improved controls, or if we experience difficulties in their implementation, our business and operating results may be harmed and we could fail to meet our financial reporting obligations.

New or more stringent governmental regulations could adversely affect our business.

Increased government regulations to limit carbon dioxide and other greenhouse gas emissions as a result

of concern over climate change may result in increased compliance costs and other financial obligations for us. We rely on the ability of our consultants and salespeople to travel to client destinations using automobiles and jet aircraft, which use fossil fuels. Legislation, regulation, or additional taxes affecting the cost of these inputs could adversely affect our profitability.

The Company's use of accounting estimates involves judgment and could impact our financial results.

Our most critical accounting estimates are described in Management's Discussion and Analysis found in Item 7 of this report under the section entitled "Use of Estimates and Critical Accounting Policies." In addition, as discussed in various footnotes to our financial statements as found in Item 8, we make certain estimates for loss contingencies, including decisions related to legal proceedings and reserves. Because, by definition, these estimates and assumptions involve the use of judgment, our actual financial results may differ from these estimates.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

Our principal executive offices are located in Salt Lake City, Utah and as of August 31, 2011, all of the facilities used in our operations are leased. Our leased facilities primarily consist of sales and administrative offices both in the United States and various countries around the world. We also lease warehouse and distribution space at independent facilities in certain foreign countries. Our corporate headquarters lease is accounted for as a financing arrangement and all other facility lease agreements are accounted for as operating leases that expire at various dates through the year 2025.

Corporate Facilities
Corporate Headquarters and Administrative Offices:
Salt Lake City, Utah (7 buildings)

U.S./Canada Sales Offices
Regional Sales Offices:
United States (4 locations)

Administrative Offices:
United States (2 locations)

International Facilities
International Administrative/Sales Offices:
Australia (3 locations)
England (1 location)
Japan (1 location)

International Distribution Facilities:
Australia (1 location)
England (1 location)
Japan (1 location)
New Zealand (1 location)

During fiscal 2011, we moved our international office in Japan to a new location, which we anticipate will reduce our office lease expense in Japan. There were no other significant changes to our properties during fiscal 2011. We consider our existing facilities to be in good condition and suitable for our current and anticipated level of operations in the upcoming fiscal year.

A significant portion of our corporate headquarters campus located in Salt Lake City, Utah is subleased to several unrelated entities.

ITEM 3. LEGAL PROCEEDINGS

On April 20, 2010, Moore Wallace North America, Inc. doing business as TOPS filed a complaint against FC Organizational Products, LLC (formerly Franklin Covey Products, LLC) in the Circuit Court of Cook County, Illinois, for breach of contract. The complaint also named us as a defendant and alleged that we should be liable for FC Organizational Products'

debts under the doctrine of alter ego or fraudulent transfer. We are still in the early stages of this litigation and any potential liability is not currently estimable. We believe that we have meritorious defenses against this action, and we will continue to vigorously defend it.

The Company is also the subject of certain other legal actions, which we consider routine to our business activities. At August 31, 2011, we believe that, after consultation with legal counsel, any potential liability to the Company under these other actions will not materially affect our financial position, liquidity, or results of operations.

ITEM 4. RESERVED

PART II

ITEM 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS, AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock is listed and traded on the New York Stock Exchange (NYSE) under the symbol "FC." The following table sets forth the high and low sale prices per share for our common stock, as reported by the NYSE, for the fiscal years ended August 31, 2011 and 2010.

	High	Low
Fiscal Year Ended August 31, 2011:		
Fourth Quarter	$12.15	$7.56
Third Quarter	9.50	6.91
Second Quarter	9.55	7.26
First Quarter	9.30	6.06
Fiscal Year Ended August 31, 2010:		
Fourth Quarter	$ 7.52	$5.35
Third Quarter	8.19	5.75
Second Quarter	6.39	5.06
First Quarter	6.44	4.76

We did not pay or declare dividends on our common stock during the fiscal years ended August 31, 2011 or 2010. We currently anticipate that we will retain all available funds to repay our loan obligations, finance future growth and business opportunities, and to purchase shares of our common stock.

As of October 31, 2011, the Company had 17,735,564 shares of common stock outstanding, which were held by 702 shareholders of record.

Purchases of Common Stock

The following table summarizes the purchases of our common stock during the fiscal quarter ended August 31, 2011:

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares That May Yet Be Purchased Under the Plans or Programs (in thousands)
May 29, 2011 to July 2, 2011	-	$ -	none	$2,413
July 3, 2011 to July 30, 2011	-	-	none	2,413
July 31, 2011 to August 31, 2011	71(2)	11.40	none	2,413(1)
Total Common Shares	71	$11.40	none	

(1) In January 2006, our Board of Directors approved the purchase of up to $10.0 million of our outstanding common stock. All previous authorized common stock purchase plans were canceled. Following the approval of this common stock purchase plan, we have purchased a total of 1,009,300 shares of our common stock for $7.6 million through August 31, 2011 under the terms of this plan, which does not have an expiration date.

(2) These shares were acquired from a former employee who approached us regarding a purchase transaction. The shares were valued using the closing share price of our common stock on the date of the transaction.

Performance Graph

The following graph shows a comparison of cumulative total shareholder return indexed to August 31, 2006, calculated on a dividend reinvested basis, for the five fiscal years ended August 31, 2011 for Franklin Covey Co. common stock, the S&P SmallCap 600 Index, and the S&P Commercial & Professional Services Index. We were previously included in the S&P 600 SmallCap Index and were assigned to the S&P Diversified Commercial and Professional Services Index within the S&P 600 SmallCap Index. However, during fiscal 2009, the Diversified Commercial Services Index was discontinued, and we have determined that the S&P 600 Commercial & Professional Services Index is appropriate for comparative purposes. We are no longer a part of the S&P 600 SmallCap Index, but we believe that the S&P 600 SmallCap Index and the Commercial and Professional Services Index continue to provide appropriate benchmarks with which to compare our stock performance.

ITEM 6. SELECTED FINANCIAL DATA

The selected consolidated financial data presented below should be read in conjunction with our consolidated financial statements and related footnotes as found in Item 8 of this report on Form 10-K.

In the fourth quarter of fiscal 2010, we sold the product sales component of our wholly owned subsidiary in Japan to an unrelated Japan-based paper products company. We determined that the operating results of the Japan product sales component qualified for discontinued operations presentation and we have presented the operating results of the Japan product sales component as discontinued operations for all periods prior to fiscal 2011 that are presented in this report and have adjusted the financial statement information presented below to be consistent with the discontinued operations presentation.

During fiscal 2008, we sold substantially all of the assets of our CSBU, which was primarily responsible for the sale of our products to consumers, to FC Organizational Products, LLC (formerly Franklin Covey Products). Based upon applicable accounting guidance, the operations of the CSBU did not qualify for discontinued operations presentation, and therefore, no prior periods were adjusted to reflect the sale of the CSBU assets.

AUGUST 31,	2011	2010	2009	2008	2007
In thousands, except per share data					
Income Statement Data:					
Net sales	$160,804	$136,874	$123,134	$252,074	$276,660
Income (loss) from operations	11,112	4,038	(11,840)	14,204	16,133
Net income (loss) from continuing operations before income taxes	8,446	1,180	(14,862)	11,278	13,714
Income tax benefit (provision)	(3,639)	(2,484)	3,814	(6,738)	(7,172)
Income (loss) from continuing operations	4,807	(1,304)	(11,048)	4,540	6,542
Income from discontinued operations, net of tax	-	548	216	987	923
Gain on sale of discontinued operations, net of tax	-	238	-	-	-
Net income (loss)	4,807	(518)	(10,832)	5,527	7,465
Net income (loss) available to common shareholders[1]	4,807	(518)	(10,832)	5,527	5,250
Earnings (loss) per share:					
Basic	$ .28	$ (.04)	$ (.81)	$ .28	$ .27
Diluted	.27	(.04)	(.81)	.28	.26
Balance Sheet Data:					
Total current assets	$ 52,056	$ 50,278	$ 40,142	$ 66,661	$ 69,653
Other long-term assets	9,353	9,396	11,608	11,768	14,542
Total assets	151,427	149,005	143,878	177,677	196,181
Long-term obligations	39,859	32,988	32,191	38,762	35,178
Total liabilities	72,111	77,970	74,874	99,500	95,476
Shareholders' equity	79,316	71,035	69,004	78,177	100,705

(1) During fiscal 2007, we redeemed all remaining outstanding shares of preferred stock at its liquidation preference of $25 per share plus accrued dividends.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following management's discussion and analysis is intended to provide a summary of the principal factors affecting the results of operations, liquidity and capital resources, contractual obligations, and the critical accounting policies of Franklin Covey Co. (also referred to as the Company, we, us, our, and Franklin Covey) and subsidiaries. This discussion and analysis should be read together with our consolidated financial statements and related notes, which contain additional information regarding the accounting policies and estimates underlying our financial statements. Our consolidated financial statements and related notes are presented in Item 8 of this report on Form 10-K.

BUSINESS OVERVIEW

Franklin Covey is a leading global provider of training and consulting services with 590 employees worldwide that deliver principle-based curriculums and effectiveness tools to our customers. Our training, consulting services, books, and related accessories are designed to help organizations and individuals transform the way they conduct their business and personal lives to enable them to achieve greatness. We have divided our curriculums into the following seven major categories, or practices:

- Leadership
- Productivity
- Trust
- Execution
- Sales Performance
- Education
- Customer Loyalty

Our practices are designed to provide world-class content and delivery, including best-selling books and audio, innovative and widely recognized thought leadership, multiple delivery and teaching methods, a practice-centric focused sales force, and practice-specific marketing support. These elements allow us to offer our clients training and consulting solutions that are designed to improve individual and organizational behaviors, deliver content that adapts to an organization's unique needs, and provide meaningful improvements in our client's business performance.

We operate globally with one common brand and business model designed to enable us to provide clients around the world with the same high level of service. To achieve this level of service, we operate four regional sales offices in the United States; operate wholly owned subsidiaries in Australia, Japan, and the United Kingdom; and contract with licensee partners who deliver our curriculums and provide services in over 140 other countries and territories around the world. Our services and products are available through professional consulting services, training on-site at client locations by Franklin Covey consultants, training on-site at client locations by client employees who have been certified to deliver our content (facilitators), international licensees, public workshops, and through a series of offerings delivered via the Internet. These offerings are described in further detail on our web site at www.franklincovey.com. The information contained in, or that can be accessed through, our website does not constitute a part of this annual report. We have some of the best-known offerings in the training industry, including a suite of individual-effectiveness and leadership-development training products based on the best-selling book, *The 7 Habits of Highly Effective People* and its execution process, *The 4 Disciplines of Execution*.

We believe that our internal, or organic, growth and continued innovation with respect to our content and curriculums are the foundation of our long-term strategic plan. Each year we invest significantly in the development and enhancement of our existing content and to develop new services, features, and products. During the fall of 2011, we introduced a new productivity course entitled *The 5 Choices to Extraordinary Productivity*, which is based on scientific research and years of experience and that is designed to produce a measurable increase in personal and organizational productivity. We expect to continue the introduction of new or refreshed content and delivery methods and consider them key to our long-term success.

Other key factors that influence our operating results include the number of organizations that are active customers; the number of people trained within those organizations; the availability of budgeted training

spending at our clients and prospective clients, which is significantly influenced by general economic conditions; and our ability to manage operating costs necessary to develop and provide meaningful training and related products to our clients.

Our fiscal year ends on August 31, and unless otherwise indicated, fiscal 2011, fiscal 2010, and fiscal 2009 refer to the twelve-month periods ended August 31, 2011, 2010, and 2009 and so forth.

RESULTS OF OPERATIONS

Overview of the Fiscal Year ended August 31, 2011

Our fiscal 2011 financial results marked the second consecutive year of significant improvement over prior year results. During fiscal 2011 we continued to experience broad-based improvements in our training and consulting sales at nearly all of our regional offices and directly owned international offices as well as from most of our international licensees. Nearly all of our major practices and content groups had increased sales and we believe that our ongoing investments in curriculum development and increasing the size of our sales force will help us maintain this favorable momentum.

For the fiscal year ended August 31, 2011, our consolidated sales increased 17 percent to $160.8 million compared with $136.9 million in fiscal 2010. Increased sales and continued strong gross margins contributed to improved operating results in fiscal 2011 as we recognized income from operations of $11.1 million compared with $4.0 million in the prior year. Our income before the provision for income taxes was $8.4 million, a $7.2 million improvement over the $1.2 million recognized in fiscal 2010. We recorded a $3.6 million income tax provision during fiscal 2011 compared with $2.5 million in fiscal 2010, primarily due to increased pre-tax earnings. These improvements contributed to our improvement in net income, which totaled $4.8 million, or $0.27 per diluted share, in fiscal 2011 compared to a net loss of $0.5 million, or ($0.04) per share in fiscal 2010.

The following information is intended to provide an overview of the primary factors that influenced our financial results for the fiscal year ended August 31, 2011:

- **Sales** – Our consolidated sales from continuing operations increased $23.9 million, or 17 percent, compared to fiscal 2010. Sales increased at all of our U.S./Canadian regional offices, at our government services office, at all but one of our international direct offices, in two of our three national account practices, and from increased book royalties. Royalty revenue from our international licensee partners also increased compared to the prior year. Sales improvements during the fiscal year were broad based and included nearly all of our practices and product lines.
- **Gross Profit** – Consolidated gross profit increased to $103.5 million in fiscal 2011 compared to $89.1 million in fiscal 2010 primarily due to increased sales as described above. Our gross margin, which is gross profit stated as a percentage of sales, decreased slightly to 64.3 percent compared with 65.1 percent in fiscal 2010.
- **Operating Costs** – Our operating costs increased by $7.3 million compared to fiscal 2010, which was the net result of a $7.7 million increase in selling, general, and administrative costs; a $0.2 million decrease in amortization expense; and a $0.1 million decrease in depreciation expense.

Further details regarding these items can be found in the comparative analysis of fiscal 2011 to fiscal 2010 as discussed within this management's discussion and analysis.

The following table sets forth, for the fiscal years indicated, the percentage of total sales represented by the line items through income or loss before income taxes in our consolidated statements of operations:

YEAR ENDED AUGUST 31,	2011	2010	2009
Sales:			
Training and consulting services	93.9%	94.6%	93.3%
Products	4.6	3.1	3.8
Leasing	1.5	2.3	2.9
Total sales	100.0	100.0	100.0
Cost of sales:			
Training and consulting services	32.3	32.1	33.1
Products	2.3	1.6	2.1
Leasing	1.1	1.2	1.6
Total cost of sales	35.7	34.9	36.8
Gross profit	64.3	65.1	63.2
Selling, general, and administrative	53.0	56.7	61.6
Depreciation	2.2	2.7	3.6
Amortization	2.2	2.7	3.0
Restructuring costs	-	-	1.7
Impairment of assets	-	-	2.9
Total operating expenses	57.4	62.1	72.8
Income (loss) from operations	6.9	3.0	(9.6)
Interest income	0.0	0.0	0.0
Interest expense	(1.6)	(2.1)	(2.5)
Income (loss) from continuing operations before income taxes	5.3%	0.9%	(12.1)%

FISCAL 2011 COMPARED TO FISCAL 2010

Sales

The following table sets forth sales data from continuing operations by category and by our primary delivery channels (in thousands):

YEAR ENDED AUGUST 31,	2011	Percent change from prior year	2010	Percent change from prior year	2009
Sales by Category:					
Training and consulting services	$150,976	17	$129,462	13	$114,910
Products	7,455	76	4,226	(9)	4,668
Leasing	2,373	(26)	3,186	(10)	3,556
	$160,804	17	$136,874	11	$123,134
Sales by Channel:					
U.S./Canada direct	$85,397	24	$68,695	6	$64,637
International direct	27,464	13	24,228	(5)	25,505
International licensees	12,590	14	11,092	2	10,880
National account practices	22,780	17	19,447	175	7,066
Self-funded marketing	9,013	12	8,075	(19)	9,954
Other	3,560	(33)	5,337	5	5,092
	$160,804	17	$136,874	11	$123,134

The following analysis of our sales performance for the fiscal year ended August 31, 2011 is based on activity through our primary delivery channels as shown above.

U.S./Canada Direct – This channel includes our four regional field offices that serve clients in the United States and Canada and our government services group. During fiscal 2011 we had increased sales at all of our offices in this channel, including our government services group. Sales through our regional sales offices increased by $8.4 million compared with fiscal 2010. These sales increases were broad based across nearly all of our practices and training programs offered. Sales through our government services group increased $8.3 million primarily due to contracts with a division of the federal government obtained during the third and fourth quarters of fiscal 2010. We recognized $16.8 million from these government services contracts during fiscal 2011, which is more than ten percent of our consolidated revenues for the year. Looking forward, our pipeline of booked days and awarded revenue continues to be strong and exceeded the prior year at August 31, 2011.

International Direct – Our three international offices are located in Australia, Japan, and the United Kingdom. The improvement in international direct sales was primarily due to increased sales in Japan, which increased $3.3 million (on a continuing operations basis) compared to fiscal 2010. Despite the effects of the devastating earthquake and tsunami that struck northern Japan during March 2011 and caused our office to be closed for two weeks, we were able to recognize improved sales primarily due to increased publishing sales and the favorable impact of translating Yen-denominated sales to U.S. dollars. Although the natural disaster produced increased cancelations during the fiscal year, training and consulting sales remained flat compared to the prior year. We anticipate that the lingering effects of the earthquake and resulting economic weakness may continue to have an adverse

impact on our training and consulting service sales in Japan in future periods. Sales were also up $0.5 million at our office in Australia, and sales decreased by $0.6 million at our office in the United Kingdom.

International Licensees – In countries or foreign locations where we do not have an office, our training and consulting services are delivered through independent licensees, which may translate and adapt our curriculums to local preferences and customs, if necessary. During fiscal 2011, the majority of our larger foreign licensees had increased sales compared to the prior year, which resulted in a $1.4 million increase in licensee royalty revenues. However, continued civil unrest and economic uncertainty in some of the countries where our licensees operate may have adverse effects on certain licensees' performance in future periods.

National Account Practices – Our national account practices are comprised of programs that are not typically offered in our regional field offices and include *Helping Clients Succeed* from the sales performance group, *The Leader In Me* curriculum designed for students from our education practice, and *Winning Customer Loyalty* from our customer loyalty practice. During 2011, we had increased sales in each of the national account practices, which was led by a $1.6 million increase from our education practice. We continue to be encouraged by the growth and client acceptance of our national account practice curriculums as we move into fiscal 2012.

Self-Funded Marketing – This group includes our public programs, book and audio sales, and speeches through our speakers' bureau. The increase in sales was primarily attributable to royalties related to new books. However, with the retirement of Dr. Stephen R. Covey from public speaking engagements during late fiscal 2011, we anticipate that overall speaking presentation revenues may decline in future periods.

Other – Our other sales are comprised primarily of leasing sales and shipping and handling revenues. The decrease in other sales was primarily due to reduced leasing revenues as certain lease contracts at our corporate headquarters expired in prior periods. We are actively seeking new tenants for available space and have entered into new leasing arrangements during the fourth quarter of fiscal 2011 that will improve our revenues from leasing office space on our headquarters campus in future periods.

Gross Profit

Gross profit consists of net sales less the cost of services provided or the cost of goods sold. Our cost of sales includes the direct costs of conducting seminars, materials used in the production of training products and related accessories, assembly and manufacturing labor costs, freight, and certain other overhead costs. Gross profit may be affected by, among other things, the mix of training and consulting courses provided, prices of materials, labor rates, changes in product discount levels, production efficiency, and freight costs.

Our consolidated gross profit increased to $103.5 million in fiscal 2011 compared to $89.1 million in the prior fiscal year. This increase was due to significantly improved sales during fiscal 2011. Our consolidated gross margin, which is gross profit stated in terms of a percentage of sales, was 64.3 percent of sales in fiscal 2011 compared to 65.1 percent in the prior year. The slight decrease in gross margin was primarily due to margins on a government services contract sale that included intellectual property that occurred in the fourth quarter of fiscal 2010 that did not repeat in the current year, increased sales of training programs that have higher costs, and decreased facilitator sales. These factors were partially offset by increased international licensee royalty revenues.

Operating Expenses

Selling, General and Administrative – Our SG&A expenses increased $7.7 million compared with fiscal 2010. However, as a percent of sales, SG&A expenses declined to 53.0 percent compared to 56.7 percent of sales in the prior year. The increase in SG&A expenses was primarily due to 1) a $2.4 million increase in commissions and bonuses resulting from improved sales and financial results compared to the prior year; 2) a $2.3 million increase in salaries and related costs resulting primarily from the addition of new personnel; 3) a $1.7 million increase in share-based compensation costs primarily from awards granted during the fourth quarter of fiscal 2011; 4) a $0.9 million increase in conference costs from our sales and delivery conference, which has been previously held on a smaller scale; 5) a $0.8 million increase in travel expenses; and a 6) $0.3 million increase in research and development costs related to the maintenance and development of training programs and curriculum.

These increases were partially offset by reductions in costs resulting from the prior year reimbursement of airfare costs previously paid by our CEO for business travel pursuant to a change in policy approved by the Board of Directors, and bonuses for the income tax consequences resulting from the forgiveness of certain management stock loans. These costs, which totaled $1.0 million, did not repeat during fiscal 2011.

Depreciation – Depreciation expense decreased slightly by $0.1 million compared to the prior year. Based upon anticipated capital asset acquisitions in fiscal 2012 and previous depreciation expense levels, we expect depreciation expense to total approximately $2.7 million during fiscal 2012.

Amortization – Amortization expense from definite-lived intangible assets decreased $0.2 million due to the full amortization of certain intangible assets in the fourth quarter of fiscal 2011. As a result, we currently expect that intangible asset amortization expense will decrease and will total approximately $2.5 million in fiscal 2012.

Income Taxes

Our effective tax rate for fiscal 2011 of approximately 43 percent was somewhat higher than statutory combined rates primarily due to taxable interest income on outstanding management common stock loans and the effects of uncertain tax positions. These increases in our effective rate were partially offset by the benefit of foreign tax credits in excess of the tax on income taxed both by U.S. and foreign jurisdictions.

We paid significant amounts of withholding tax on foreign royalties during fiscal 2011 and fiscal 2010. We also recognized taxable income on repatriated earnings from foreign income that are taxed in both foreign and domestic jurisdictions. During fiscal 2011, we concluded that domestic foreign tax credits will be available to offset our fiscal 2011 foreign withholding taxes and taxes on foreign dividends. However, for fiscal 2010 we concluded that domestic foreign tax credits were not available to offset such taxes.

We expect that our cash paid for income taxes will remain significantly less than our income tax provision during the foreseeable future as we utilize domestic net operating loss carryforwards, foreign tax credit carryforwards, and other deferred income tax assets.

FISCAL 2010 COMPARED TO FISCAL 2009

Sales

Our consolidated sales increased by $13.7 million, or 11 percent, compared to fiscal 2009. The following analysis of our sales performance for the fiscal year ended August 31, 2010 is based on activity through our primary delivery channels as described above.

U.S./Canada Direct – During fiscal 2010, we had improved sales performance in this channel primarily due to increased sales from our government services group, improved sales at three of our four regional offices, increased revenue per training day, and decreased cancellation rates compared to fiscal 2009. Sales through our government services group increased primarily due to governmental service contracts obtained during the fourth quarter of fiscal 2010. We recognized $6.7 million from these contracts during the fourth quarter of fiscal 2010. Sales through our regional sales offices increased $2.9 million compared to fiscal 2009.

International Direct – The decrease in international direct sales was due to reduced sales in Japan, which declined $4.9 million (on a continuing operations basis) compared to fiscal 2009. This decrease was partially offset by sales increases in Australia and the United Kingdom. Sales in Japan were impacted by a $0.8 million intellectual property sale in fiscal 2009 that did not repeat in fiscal 2010 and by prevailing economic conditions in that country.

International Licensees – During the fiscal year ended August 31, 2010, nearly all of our foreign licensees had increased sales compared to the prior year.

National Account Practices – During fiscal 2010, each of our major components of this channel had increased sales compared to the prior year.

Self-Funded Marketing – The decrease in sales was primarily due to decreased speeches delivered and reduced public program sales resulting from the decision to offer fewer programs during the fiscal year.

Other – The decrease in other sales was primarily due to reduced leasing revenues as certain lease contracts at our corporate headquarters expired.

Gross Profit

Our consolidated gross profit from continuing operations increased to $89.1 million in fiscal 2010 compared to $77.9 million in fiscal 2009, which was due to increased sales in fiscal 2010. Our consolidated gross margin, which is gross profit stated in terms of a percentage of sales, was 65.1 percent of sales in fiscal 2010 compared to 63.2 percent in fiscal 2009.

Gross margin on our training and consulting sales, which represented approximately 95 percent of our consolidated sales in fiscal 2010, was 66.1 percent compared to 64.5 percent in fiscal 2009. The increase was primarily due to sales from a government services contract that included intellectual property licenses, which typically have higher margins than other types of training and consulting sales; increased international licensee royalty revenues, which have virtually no cost of sales; and an increase in training and consulting sales as a percent of our consolidated sales as training and consulting sales generally have higher gross margins than product or leasing sales.

Operating Expenses

Selling, General and Administrative – Our SG&A expenses increased by $1.8 million compared to fiscal 2009. However, as a percent of sales, consolidated SG&A expense decreased to 56.7 percent of sales in fiscal 2010 compared to 61.6 percent in the prior year. The increase in SG&A expenses was primarily due to increased sales and the corresponding increase in commissions, severance costs, reimbursement of airfare costs previously paid by our CEO for business travel, and costs associated with the forgiveness of certain management stock loans. Due to the significant increase in sales during our fourth quarter of fiscal 2010, our commissions also increased as many of our sales personnel substantially exceeded sales goals, which provides for special bonus compensation. However, as our sales performance improves, annual sales goals are adjusted higher, which we believe provides incentive for continued growth. Of the $3.3 million increase in associate costs, we believe that $1.7 million was attributable to these special commissions. During the fourth quarter of fiscal 2010, it was mutually determined that our co-Chief Operating Officers would terminate their employment with the Company. As a result of this decision, we paid the former co-Chief Operating Officers severance according to our corporate policy, which totaled $0.9 million. During fiscal 2010 we also expensed $0.7 million for the reimbursement of airfare costs previously paid by our CEO for business travel pursuant to a change in policy approved by the Board of Directors. We also expensed $0.3 million related to bonuses for the income tax consequences resulting from the forgiveness of certain management stock loans during the fiscal year.

Increased SG&A expenses as described above were partially offset by the decreases in the following areas: 1) our advertising and promotional expenses decreased $2.2 million primarily due to the decision to reduce the number of public programs held and strategic reductions in our overall marketing expenses; 2) our telephone and overall utility charges decreased by $0.6 million primarily due to cost savings initiatives; 3) our spending on computer, office, and other related items declined by $0.5 million; and 4) we experienced reduced expenses in various other areas of our operations resulting from our cost cutting efforts.

Depreciation – Depreciation expense decreased $0.9 million compared to the prior year. The decrease was primarily due to impaired accounting software costs that resulted in an additional $0.5 million depreciation charge during the fourth quarter of fiscal 2009 (which did not repeat in fiscal 2010) and the full depreciation of other capital assets during the year.

Income Taxes

Our income tax provision attributed to continuing operations for the fiscal year ended August 31, 2010 totaled $2.5 million on pre-tax earnings of $1.2 million. Our effective tax rate on continuing operations of approximately 210 percent is higher than statutory combined rates primarily due to foreign withholding taxes for which we concluded we could not utilize a foreign tax credit, the accrual of taxable interest income on the management stock loan program, disallowed executive compensation, and actual and deemed dividends from foreign subsidiaries for which we also concluded that we could not utilize foreign tax credits. These items and other differences added approximately $2.0 million to our income tax provision for fiscal 2010.

SEGMENT REVIEW

Our sales are primarily comprised of training and consulting sales and related products. Based on the consistent nature of our services and products and the types of customers for these services, we function as a single operating segment. However, to improve comparability with previous periods, operating information for our U.S./Canada, international, and corporate services operations is presented below. Our U.S./Canada operations are responsible for the sale and delivery of our training and consulting services in the United States and Canada. Our international sales group includes the financial results of our foreign offices and royalty revenues from licensees. Our corporate services information includes leasing income and certain corporate operating expenses.

The following table sets forth sales data by these operations for the periods indicated. For further information regarding our reporting segments and geographic information, refer to Note 18 to our consolidated financial statements as found in Item 8 of this report on Form 10-K (in thousands).

YEAR ENDED AUGUST 31,	2011	Percent change from prior year	2010	Percent change from prior year	2009
U.S./Canada	$118,420	20	$ 98,344	18	$83,193
International	40,011	13	35,309	(3)	36,385
Total	158,431	19	133,653	12	119,578
Corporate and eliminations	2,373	(26)	3,221	(9)	3,556
Consolidated	$160,804	17	$136,874	11	$123,134

QUARTERLY RESULTS

The following tables set forth selected unaudited quarterly consolidated financial data for the years ended August 31, 2011 and 2010. The quarterly consolidated financial data reflects, in the opinion of management, all adjustments necessary to fairly present the results of operations for such periods. Results of any one or more quarters are not necessarily indicative of continuing trends (in thousands, except for per-share amounts).

YEAR ENDED AUGUST 31, 2011 (unaudited)

	November 27	February 26	May 28	August 31
Net sales	$ 39,416	$ 35,478	$ 40,897	$ 45,013
Gross profit	25,076	23,111	25,781	29,506
Selling, general, and administrative	19,789	19,915	21,009	24,542
Depreciation	910	788	997	872
Amortization	929	920	916	775
Income from operations	3,448	1,488	2,859	3,317
Income from operations before income taxes	2,741	852	2,195	2,658
Net income	794	305	724	2,984
Net income per share:				
Basic	$ .05	$ .02	$ .04	$ .17
Diluted	.05	.02	.04	.16

YEAR ENDED AUGUST 31, 2010 (unaudited)

	November 28	February 27	May 29	August 31
Net sales	$ 31,926	$ 29,751	$ 30,496	$ 44,701
Gross profit	20,620	19,299	19,204	29,948
Selling, general, and administrative	17,275	18,464	17,530	24,335
Depreciation	974	1,012	915	768
Amortization	962	940	929	929
Income (loss) from operations	1,409	(1,117)	(170)	3,916
Income (loss) from continuing operations before income taxes	694	(1,850)	(902)	3,238
Income (loss) from continuing operations	116	(417)	263	(1,266)
Income (loss) from discontinued operations, net of tax	132	36	(128)	508
Gain on sale of discontinued operations, net of tax	-	-	-	238
Net income (loss)	248	(381)	135	(520)
Net income (loss) per share:				
Basic and diluted	$ .01	$ (.03)	$ .01	$ (.04)

Training sales are moderately seasonal because of the timing of corporate training, which is not typically scheduled as heavily during holiday and vacation periods. Quarterly fluctuations may also be affected by other factors including the introduction of new offerings, the addition of new organizational customers, and the elimination of underperforming offerings.

LIQUIDITY AND CAPITAL RESOURCES

Summary

At August 31, 2011 we had $3.0 million of cash and cash equivalents compared to $3.5 million at August 31, 2010 and our net working capital (current assets less current liabilities) increased significantly to $16.7 million compared with $4.6 million at August 31, 2010. Our primary sources of liquidity are cash flows from the sale of services in the normal course of business and proceeds from our revolving line of credit and new term loan. Our primary uses of liquidity include payments for operating activities, capital expenditures, working capital, acquisition earn outs, and debt repayment.

On March 14, 2011, we entered into an amended and restated secured credit agreement (the Restated Credit Agreement) with our existing lender. The Restated Credit Agreement provides a revolving line of credit facility (the Revolving Loan) with a maximum borrowing amount of $10.0 million and a term loan (the Term Loan) with maximum available borrowing of $5.0 million. Both credit facilities may be used for general business purposes. The key terms and conditions of the Revolving Loan and Term Loan are as follows:

1. **Revolving Loan** – The $10.0 million Revolving Loan matures on March 14, 2012. We may draw on the Revolving Loan and repay amounts borrowed in unlimited repetition up to the maximum allowed amount so long as no event of default has occurred and is continuing. The interest rate on the revolving line of credit is LIBOR plus 2.50% per annum.
2. **Term Loan** – The Term Loan allows us to borrow up to $5.0 million through September 1, 2011 (the Draw Period). Following the close of the Draw Period, the amount borrowed on the term loan will be repaid in 24 equal monthly installments, commencing on October 1, 2011 and concluding on September 1, 2013. During the Draw Period, we borrowed $5.0 million from the Term Loan. The interest rate on the Term Loan is LIBOR plus 2.65% per annum.

The Restated Credit Agreement requires us to be in compliance with specified financial covenants, including (a) a funded debt to EBITDAR (earnings before interest, taxes, depreciation, amortization, and rental expense) ratio of less than 3.00 to 1.00; (b) a fixed charge coverage ratio greater than 1.5 to 1.0; (c) an annual limit on capital expenditures (not including capitalized curriculum development) of $8.0 million; and (d) a minimum net worth of $67.0 million. These financial covenants remain substantially unchanged from the previously amended line of credit financial covenants. In the event of noncompliance with these financial covenants and other defined events of default, the lender is entitled to certain remedies, including acceleration of the repayment of amounts outstanding on the Revolving Loan and Term Loan. At August 31, 2011, we believe that we were in compliance with the terms and covenants applicable to our Restated Credit Agreement.

At August 31, 2011, we had $5.0 million drawn on the Term Loan and a zero balance on our Revolving Loan. During fiscal 2011, our average quarterly obligation and interest rate were as follows on the Revolving Loan (in thousands, except interest rate).

	Average Daily Balance	Average Month-End Interest Rate
Quarter ended November 27, 2010	$ 10,984	3.8%
Quarter ended February 26, 2011	4,247	3.8%
Quarter ended May 28, 2011	7,042	2.7%
Quarter ended August 31, 2011	4,375	2.7%

The decrease in the average monthly interest rate during the quarter ended May 28, 2011 was due to a more favorable interest rate spread obtained from the March 14, 2011 renewal of our Revolving Loan. The effective interest rate on the Term Loan at August 31, 2011 was 2.9 percent.

In addition to our $10.0 million Revolving Loan and Term Loan, we have a long-term lease on our corporate campus that is accounted for as a long-term financing obligation.

The following table summarizes our cash flows from operating, investing, and financing activities for the past three years (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Total cash provided by (used for):			
Operating activities	$ 15,643	$ 7,024	$ 5,282
Investing activities	(10,834)	(2,002)	(3,203)
Financing activities	(5,095)	(3,617)	(16,248)
Effect of exchange rates on cash	(182)	391	(47)
Increase (decrease) in cash and cash equivalents	$ (468)	$ 1,796	$ (14,216)

Cash Flows from Operating Activities

Our cash provided by operating activities totaled $15.6 million in fiscal 2011 compared to $7.0 million during fiscal 2010. The increase was primarily due to improved operating results from increased sales during fiscal 2011 compared to the prior year. Our primary source of cash from operating activities was the sale of goods and services to our customers in the normal course of business. The primary uses of cash for operating activities were payments to suppliers for materials used in products sold, payments for direct costs necessary to conduct training programs, and payments for selling, general, and administrative expenses. Cash provided by or used for changes in working capital during fiscal 2011 was primarily related to increased accounts receivable resulting from increased sales during the fourth quarter of fiscal 2011 and decreased accrued liabilities.

Cash Flows from Investing Activities and Capital Expenditures

During the fiscal year ended August 31, 2011 we used $10.8 million of net cash for investing activities. Our primary uses of cash for investing activities were the payment of the second of five potential earnout payments to the former owners of CoveyLink, spending on the development of certain curriculums, and the purchases of property and equipment. During fiscal 2011, we paid $5.4 million to the former owners of CoveyLink based on earnings growth over the specified earnings period. The former owners of CoveyLink include a son of our Vice-Chairman of the Board of Directors. In fiscal 2011 we spent $3.1 million on the development of new curriculums, which was primarily used to develop our new productivity course, *The 5 Choices to Extraordinary Productivity,* which was launched in the fall of 2011. Our purchases of property and equipment, which totaled $2.3 million, consisted primarily of leasehold improvements and furniture and fixtures at our newly relocated office in Japan, computer software, computer hardware, and other leasehold improvements on certain properties.

During fiscal 2012, we expect to spend approximately $1.6 million on purchases of property and equipment and $3.0 million on curriculum development activities. Purchases of property and equipment are expected to consist primarily of new computer hardware, software, and in other areas as deemed necessary. However, actual capital spending is based upon a variety of factors and may differ from these estimates.

Cash Flows from Financing Activities

Net cash used for financing activities during the fiscal year ended August 31, 2011 totaled $5.1 million. Our uses of cash for financing activities primarily consisted of $9.5 million of net cash used to reduce our line of credit balance and $0.7 million used for principal payments on our financing obligation. These uses of cash were partially offset by $5.0 million of proceeds drawn from our new Term Loan facility, as described above, and $0.3 million of cash received from participants in the employee stock purchase plan to purchase shares of our common stock.

Sources of Liquidity

Going forward, we will continue to incur costs necessary for the operation and potential growth of the business. We anticipate using cash on hand, cash provided by the sale of goods and services to our clients on the condition that we can continue to generate positive cash flows from operating activities, proceeds from our Revolving Loan, and other financing alternatives, if necessary, for these expenditures. In order to obtain a more favorable interest rate on our credit facility, the facility requires an annual renewal. We currently believe that we will be successful in obtaining a new or extended line of credit from our lender prior to the expiration of the current credit facility in March 2012 to ensure available liquidity in future periods. Additional

potential sources of liquidity include factoring receivables, issuance of additional equity, or issuance of debt from public or private sources. However, no assurance can be provided that we will obtain a new or extended line of credit or obtain additional financing from other sources on terms that would be acceptable to us. If necessary, we will evaluate all of these options and select one or more of them depending on overall capital needs and the associated cost of capital. If we are unsuccessful in obtaining a renewal or extension of our line of credit, or additional financing, we believe that cash flows from operations combined with a number of initiatives we would implement in the months preceding the due date would create sufficient liquidity to pay down the required outstanding balance on the line of credit. These initiatives include deferral of capital purchases for externally developed curriculum and uncommitted capital expenditures; deferral of executive team compensation; deferral of certain related party contractual earnout payments; substantial reduction of associate salaries; reduction of operating expenses, including non-critical travel; and deferral of payments to other vendors in order to generate sufficient cash.

Considering the foregoing, we anticipate that our existing capital resources should be adequate to enable us to maintain our operations for at least the upcoming twelve months. However, our ability to maintain adequate capital for our operations in the future is dependent upon a number of factors, including sales trends, our ability to contain costs, levels of capital expenditures, collection of accounts receivable, and other factors. Some of the factors that influence our operations are not within our control, such as economic conditions and the introduction of new curriculums and technology by our competitors. We will continue to monitor our liquidity position and may pursue additional financing alternatives, as described above, to maintain sufficient resources for future growth and capital requirements. However, there can be no assurance such financing alternatives will be available to us on acceptable terms, or at all.

Contractual Obligations

We have not structured any special purpose or variable interest entities, or participated in any commodity trading activities, which would expose us to potential undisclosed liabilities or create adverse consequences to our liquidity. Required contractual payments primarily consist of lease payments resulting from the sale of our corporate campus (financing obligation); payments to HP Enterprise Services (HP) for outsourcing services related to information systems, warehousing, and distribution services; minimum operating lease payments primarily for domestic regional and foreign office space; the repayment of our Term Loan obligation, which matures in fiscal 2013; and short-term purchase obligations for inventory items and other products and services used in the ordinary course of business. Our expected payments on these obligations over the next five fiscal years and thereafter are as follows (in thousands):

Contractual Obligations	Fiscal 2012	Fiscal 2013	Fiscal 2014	Fiscal 2015	Fiscal 2016	Thereafter	Total
Required lease payments on corporate campus	$ 3,178	$ 3,242	$ 3,307	$ 3,373	$ 3,440	$ 33,418	$ 49,958
Minimum required payments to HP for outsourcing services[1]	4,366	4,366	4,366	4,366	3,159	-	20,623
Minimum operating lease payments[2]	2,013	1,571	1,227	1,183	962	70	7,026
Term loan[3]	2,404	2,747	-	-	-	-	5,151
Purchase obligations	4,133	-	-	-	-	-	4,133
Total expected contractual obligation payments	$ 16,094	$ 11,926	$ 8,900	$ 8,922	$ 7,561	$ 33,488	$ 86,891

(1) Our obligation for outsourcing services contains an annual escalation based upon changes in the Employment Cost Index, the impact of which was not estimated in the above table. We are also contractually allowed to collect amounts from FC Organizational Products that reduce the amounts shown in the table above.

(2) The operating agreement with FC Organizational Products provides for reimbursement of a portion of the warehouse leasing costs, the impact of which is not included in the lease obligations in the table above.

(3) Amount includes estimated interest at 2.9 percent, which was the effective rate on the Term Loan at August 31, 2011.

Our contractual obligations presented above exclude unrecognized tax benefits of $3.7 million for which we cannot make a reasonably reliable estimate of the amount and period of payment. For further information regarding the application of FASC 740-10-05, refer to the notes to our consolidated financial statements as presented in Item 8 of this report on Form 10-K.

Other Items

FC Organizational Products is contractually obligated to pay us for rented warehouse and office space, a portion of the fixed costs for warehousing and distribution facilities, and is primarily liable for leasing costs at its retail stores. In the event that FC Organizational Products is unable to pay these items, our cash flows and operating results may be adversely affected.

The Company is the creditor for a loan program that provided the capital to allow certain management personnel the opportunity to purchase shares of our common stock. For further information regarding our management common stock loan program, refer to the notes to our consolidated financial statements as found in Item 8 of this report on Form 10-K. The inability of the Company to collect all, or a portion, of these receivables could have an adverse impact upon our financial position and future cash flows compared to full collection of the loans.

USE OF ESTIMATES AND CRITICAL ACCOUNTING POLICIES

Our consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America. The significant accounting polices that we used to prepare our consolidated financial statements are primarily outlined in note 1 to the consolidated financial statements, which are presented in Part II, Item 8 of this Annual Report on Form 10-K. Some of those accounting policies require us to make assumptions and use judgments that may affect the amounts reported in our consolidated financial statements. Management regularly evaluates its estimates and assumptions and bases those estimates and assumptions on historical experience, factors that are believed to be reasonable under the circumstances, and requirements under accounting principles generally accepted in the United States of America. Actual results may differ from these estimates under different assumptions or conditions, including changes in economic and political conditions and other circumstances that are not in our control, but which may have an impact on these estimates and our actual financial results.

The following items require the most significant judgment and often involve complex estimates:

Revenue Recognition

We derive revenues primarily from the following sources:

- **Training and Consulting Services –** We provide training and consulting services to both organizations and individuals in leadership, productivity, strategic execution, goal alignment, sales force performance, and communication effectiveness skills.
- **Products –** We sell books, audio media, training accessories, and other related products.

We recognize revenue when: 1) persuasive evidence of an agreement exists, 2) delivery of product has occurred or services have been rendered, 3) the price to the customer is fixed or determinable, and 4) collectability is reasonably assured. For training and service sales, these conditions are generally met upon presentation of the training seminar or delivery of the consulting services. For product sales, these conditions are generally met upon shipment of the product to the customer.

Some of our training and consulting contracts contain multiple deliverable elements that include training along with other products and services. For transactions that contain more than one element, we recognize revenue in accordance with the guidance for

multiple element arrangements. On September 1, 2010, we adopted the provisions of FASC 650-25 (formerly EITF 08-1, *Revenue Recognition – Multiple Element Arrangements*). This guidance amends existing guidance on multiple element revenue arrangements to improve the ability of entities to recognize revenue from the sale of delivered items that are part of a multiple-element arrangement when other items have not yet been delivered. One of the previous requirements was that there must be objective and reliable evidence of the standalone selling price of the undelivered items, which must be supported by vendor-specific objective evidence (VSOE) or third-party evidence (TPE). The provisions of the new guidance eliminate the requirements that all undelivered elements have VSOE or TPE before an entity can recognize the portion of an overall arrangement that is attributable to items that have already been delivered. The "residual method" of allocating revenue is thereby eliminated, and we are required to allocate the arrangement consideration at the inception of the arrangement to all deliverables using the relative selling price method. The adoption of this guidance did not have a material impact on our financial statements during the fiscal year ended August 31, 2011.

Our international strategy includes the use of licensees in countries where we do not have a wholly-owned operation. Licensee companies are unrelated entities that have been granted a license to translate our content and curriculum, adapt the content and curriculum to the local culture, and sell our training seminars and products in a specific country or region. Licensees are required to pay us royalties based upon a percentage of their sales to clients. We recognize royalty income each period based upon the sales information reported to us from our licensees. Royalty revenue is reported as a component of training and consulting service sales in our consolidated statements of operations.

Revenue is recognized as the net amount to be received after deducting estimated amounts for discounts and product returns.

Share-Based Compensation

Our shareholders have approved a performance based long-term incentive plan (LTIP) that provides for grants of share-based performance awards to certain managerial personnel and executive management as directed by the Compensation Committee of the Board of Directors. The number of common shares that are vested and issued to LTIP participants is variable and is based entirely upon the achievement of specified financial performance objectives during a defined performance period. Due to the variable number of common shares that may be issued under the LTIP, we reevaluate our LTIP grants on a quarterly basis and adjust the number of shares expected to be awarded based upon actual and estimated financial results of the Company compared to the performance goals set for the award. Adjustments to the number of shares awarded, and to the corresponding compensation expense, are made on a cumulative basis at the adjustment date based upon the estimated probable number of common shares to be awarded.

The analysis of our LTIP awards contain uncertainties because we are required to make assumptions and judgments about the eventual number of shares that will vest in each LTIP grant. The assumptions and judgments that are essential to the analysis include forecasted sales and operating income levels during the LTIP service periods. The evaluation of LTIP performance awards and the corresponding use of estimated amounts may produce additional volatility in our consolidated financial statements as we record cumulative adjustments to the estimated number of common shares to be awarded under the LTIP grants as described above.

During fiscal 2011 and in fiscal 2010, we also granted share-based compensation awards that have a share price, or market based, vesting conditions. As a result, we used a Monte Carlo simulation to determine the fair value and expected term of these awards. The Monte Carlo pricing model required the input of subjective assumptions, including items such as the expected term of the options. If factors change, and we use different assumptions for estimating share-based compensation expense related to these awards, our share-based compensation expense may differ materially from that recorded in the current period.

Accounts Receivable Valuation

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for

doubtful accounts represents our best estimate of the amount of probable credit losses in the existing accounts receivable balance. We determine the allowance for doubtful accounts based upon historical write-off experience and current economic conditions and we review the adequacy of our allowance for doubtful accounts on a regular basis. Receivable balances over 90 days past due, which exceed a specified dollar amount, are reviewed individually for collectability. Account balances are charged off against the allowance after all means of collection have been exhausted and the probability for recovery is considered remote. We do not have any off-balance sheet credit exposure related to our customers.

Our allowance for doubtful accounts calculations contain uncertainties because the calculations require us to make assumptions and judgments regarding the collectability of customer accounts, which may be influenced by a number of factors that are not within our control, such as the financial health of each customer. We regularly review the collectability assumptions of our allowance for doubtful accounts calculation and compare them against historical collections. Adjustments to the assumptions may either increase or decrease our total allowance for doubtful accounts. For example, a 10 percent increase to our allowance for doubtful accounts at August 31, 2011 would decrease our reported income from operations by approximately $0.1 million.

Inventory Valuation

Our inventories are primarily comprised of training materials and related accessories. Inventories are stated at the lower of cost or market with cost determined using the first-in, first-out method. Inventories are reduced to their fair market value through the use of inventory valuation reserves, which are recorded during the normal course of business.

Our inventory valuation calculations contain uncertainties because the calculations require us to make assumptions and judgments regarding a number of factors, including future inventory demand requirements and pricing strategies. During the evaluation process we consider historical sales patterns and current sales trends, but these may not be indicative of future inventory losses. While we have not made material changes to our inventory valuation methodology during the past three years, our inventory requirements may change based on projected customer demand, technological and product life cycle changes, longer or shorter than expected usage periods, and other factors that could affect the valuation of our inventories. If our estimates regarding consumer demand and other factors are inaccurate, we may be exposed to losses that may have an adverse impact upon our financial position and results of operations. For example, a 10 percent increase to our inventory valuation reserves at August 31, 2011 would decrease our reported income from operations by $0.1 million.

Indefinite-Lived Intangible Assets and Goodwill

Intangible assets that are deemed to have an indefinite life and goodwill balances are not amortized, but rather are tested for impairment on an annual basis, or more often if events or circumstances indicate that a potential impairment exists. The Covey trade name intangible asset was generated by the merger with the Covey Leadership Center and has been deemed to have an indefinite life. This intangible asset is tested for impairment using the present value of estimated royalties on trade name related revenues, which consist primarily of training seminars and international licensee royalties. Our goodwill at August 31, 2011 was generated by the acquisition of CoveyLink Worldwide, LLC during fiscal 2009 and the subsequent payment of the first two of five contingent annual earnout payments contained in the acquisition agreement.

Our impairment evaluation calculations for goodwill and the Covey trade name contain uncertainties because they require us to make assumptions and apply judgment in order to estimate future cash flows, to estimate an appropriate royalty rate, and to select a discount rate that reflects the inherent risk of future cash flows. Our valuation methodology for the Covey trade name has remained unchanged during the past three years. However, if forecasts and assumptions used to support the carrying value of our indefinite-lived intangible asset change in future periods, significant impairment charges could result that would have an adverse effect upon our results of operations and financial condition. The valuation methodologies for both indefinite-lived intangible assets and goodwill are also dependent upon the share price of

our common stock and our corresponding market capitalization, which may differ from estimated royalties used in our annual impairment testing. Based upon the fiscal 2011 evaluation of the Covey trade name and goodwill, our trade-name related revenues, licensee royalties, and overall sales levels would have to suffer significant reductions before we would be required to impair them. However, future declines in our share price may trigger additional impairment testing and may result in impairment charges.

Impairment of Long-Lived Assets

Long-lived tangible assets and definite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We use an estimate of undiscounted future net cash flows of the assets over their remaining useful lives in determining whether the carrying value of the assets is recoverable. If the carrying values of the assets exceed the anticipated future cash flows of the assets, we calculate an impairment loss. The impairment loss calculation compares the carrying value of the asset to the asset's estimated fair value, which may be based upon discounted cash flows over the estimated remaining useful life of the asset. If we recognize an impairment loss, the adjusted carrying amount of the asset becomes its new cost basis, which is then depreciated or amortized over the remaining useful life of the asset. Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent from other groups of assets.

Our impairment evaluation calculations contain uncertainties because they require us to make assumptions and apply judgment in order to estimate future cash flows, forecast the useful lives of the assets, and select a discount rate that reflects the risk inherent in future cash flows. Although we have not made any material recent changes to our long-lived assets impairment assessment methodology, if forecasts and assumptions used to support the carrying value of our long-lived tangible and definite-lived intangible assets change in the future, significant impairment charges could result that would adversely affect our results of operations and financial condition.

Income Taxes

We regularly evaluate our United States federal and various state and foreign jurisdiction income tax exposures. We account for certain aspects of our income tax provision using the provisions of FASC 740-10-05 (formerly FIN 48), which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. We may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon final settlement. The provisions of FASC 740-10-05 also provide guidance on de-recognition, classification, interest, and penalties on income taxes, accounting for income taxes in interim periods, and require increased disclosure of various income tax items. Taxes and penalties are components of our overall income tax provision.

We record previously unrecognized tax benefits in the financial statements when it becomes more likely than not (greater than a 50 percent likelihood) that the tax position will be sustained. To assess the probability of sustaining a tax position, we consider all available evidence. In many instances, sufficient positive evidence may not be available until the expiration of the statute of limitations for audits by taxing jurisdictions, at which time the entire benefit will be recognized as a discrete item in the applicable period.

Our unrecognized tax benefits result from uncertain tax positions about which we are required to make assumptions and apply judgment to estimate the exposures associated with our various tax filing positions. The calculation of our income tax provision or benefit, as applicable, requires estimates of future taxable income or losses. During the course of the fiscal year, these estimates are compared to actual financial results and adjustments may be made to our tax provision or benefit to reflect these revised estimates. Our effective income tax rate is also affected by changes in tax law and the results of tax audits by various jurisdictions. Although we believe that our judgments and estimates discussed herein are

reasonable, actual results could differ, and we could be exposed to losses or gains that could be material.

We establish valuation allowances for deferred tax assets when we estimate it is more likely than not that the tax assets will not be realized. The determination of whether valuation allowances are needed on our deferred income tax assets contains uncertainties because we must project future income, including the use of tax-planning strategies, by individual tax jurisdictions. Changes in industry and economic conditions and the competitive environment may impact the accuracy of our projections. We regularly assess the likelihood that our deferred tax assets will be realized and determine if adjustments to our valuation allowance are necessary.

ACCOUNTING PRONOUNCEMENTS ISSUED NOT YET ADOPTED

In September 2011, the Financial Accounting Standards Board (FASB) issued accounting standards update (ASU) 2011-08, *Testing Goodwill for Impairment*. The objective of ASU 2011-08 is to simplify how entities, both public and nonpublic, test goodwill for impairment. These amendments permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. Previous guidance required an entity to test goodwill for impairment, on at least an annual basis, by comparing the fair value of a reporting unit with its carrying amount, including goodwill (step one). If the fair value of a reporting unit is less than its carrying amount, then the second step of the test must be performed to measure the amount of the impairment loss, if any. Under the amendments in ASU 2011-08, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its carrying amount. The guidance in ASU 2011-08 is effective for annual and interim goodwill assessments performed for fiscal years beginning after December 15, 2011 and early adoption is permitted. We did not early adopt the provisions of this guidance and have not yet completed our assessment of the impacts on our financial statements.

REGULATORY COMPLIANCE

The Company is registered in states in which we do business that have a sales tax and collects and remits sales or use tax on retail sales made through its stores and catalog sales. Compliance with environmental laws and regulations has not had a material effect on our operations.

INFLATION AND CHANGING PRICES

Inflation has not had a material effect on our operations. However, future inflation may have an impact on the price of materials used in the production of training products and related accessories, including paper and related raw materials. We may not be able to pass on such increased costs to our customers.

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

Certain written and oral statements made by us in this report are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934 as amended (the Exchange Act). Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate, or imply future results, performance, or achievements, and may contain words such as "believe," "anticipate," "expect," "estimate," "project," or words or phrases of similar meaning. In our reports and filings we may make forward looking statements regarding our expectations about future sales levels, future training and consulting sales activity, anticipated expenses, the adequacy of existing capital resources, projected cost reduction and strategic initiatives, expected levels of depreciation and amortization expense, expectations regarding tangible and intangible asset valuation expenses, the seasonality of future sales, expectations about attracting new tenants to occupy vacant space at our corporate campus, the seasonal fluctuations in cash used for and provided by operating activities, future compliance with the terms and conditions of our Revolving Loan and Term Loan, the ability to borrow on our Revolving Loan, expected repayment of our Term Loan and Revolving Loan in future periods,

expectations regarding income tax expenses as well as tax assets and credits and the amount of cash expected to be paid for income taxes, estimated capital expenditures, and cash flow estimates used to determine the fair value of long-lived assets. These, and other forward-looking statements, are subject to certain risks and uncertainties that may cause actual results to differ materially from the forward-looking statements. These risks and uncertainties are disclosed from time to time in reports filed by us with the SEC, including reports on Forms 8-K, 10-Q, and 10-K. Such risks and uncertainties include, but are not limited to, the matters discussed in Item 1A of this annual report on Form 10-K for the fiscal year ended August 31, 2011, entitled "Risk Factors." In addition, such risks and uncertainties may include unanticipated developments in any one or more of the following areas: unanticipated costs or capital expenditures; difficulties encountered by HP Enterprise Services in operating and maintaining our information systems and controls, including without limitation, the systems related to demand and supply planning, inventory control, and order fulfillment; delays or unanticipated outcomes relating to our strategic plans; dependence on existing products or services; the rate and consumer acceptance of new product introductions; competition; the number and nature of customers and their product orders, including changes in the timing or mix of product or training orders; pricing of our products and services and those of competitors; adverse publicity; continued disruptions, lost or postponed sales, or other impacts resulting from the recent natural disasters in Japan; adverse effects on certain licensee's performance due to civil unrest in some of the countries where our licensees operate; and other factors which may adversely affect our business.

The risks included here are not exhaustive. Other sections of this report may include additional factors that could adversely affect our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors may emerge and it is not possible for our management to predict all such risk factors, nor can we assess the impact of all such risk factors on our business or the extent to which any single factor, or combination of factors, may cause actual results to differ materially from those contained in forward-looking statements. Given these risks and uncertainties, investors should not rely on forward-looking statements as a prediction of actual results.

The market price of our common stock has been and may remain volatile. In addition, the stock markets in general have experienced increased volatility. Factors such as quarter-to-quarter variations in revenues and earnings or losses and our failure to meet expectations could have a significant impact on the market price of our common stock. In addition, the price of our common stock can change for reasons unrelated to our performance. Due to our low market capitalization, the price of our common stock may also be affected by conditions such as a lack of analyst coverage and fewer potential investors.

Forward-looking statements are based on management's expectations as of the date made, and the Company does not undertake any responsibility to update any of these statements in the future except as required by law. Actual future performance and results will differ and may differ materially from that contained in or suggested by forward-looking statements as a result of the factors set forth in this Management's Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in our filings with the SEC.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market Risk of Financial Instruments

We are exposed to financial instrument market risk primarily through fluctuations in foreign currency exchange rates and interest rates. To manage risks associated with foreign currency exchange and interest rates, we may make limited use of derivative financial instruments. Derivatives are financial instruments that derive their value from one or more underlying financial instruments. As a matter of policy, our derivative instruments are entered into for periods consistent with the related underlying exposures and do not constitute positions that are independent of those exposures. In addition, we do not enter into derivative contracts for trading or speculative

purposes, nor are we party to any leveraged derivative instrument. The notional amounts of derivatives do not represent actual amounts exchanged by the parties to the instrument, and, thus, are not a measure of exposure to us through our use of derivatives. Additionally, we enter into derivative agreements only with highly rated counterparties and we do not expect to incur any losses resulting from non-performance by other parties.

Foreign Exchange Sensitivity

Due to the global nature of our operations, we are subject to risks associated with transactions that are denominated in currencies other than the United States dollar, as well as the effects of translating amounts denominated in foreign currencies to United States dollars as a normal part of the reporting process. The objective of our foreign currency risk management activities is to reduce foreign currency risk in the consolidated financial statements. In order to manage foreign currency risks, we may make limited use of foreign currency forward contracts and other foreign currency related derivative instruments. Although we cannot eliminate all aspects of our foreign currency risk, we believe that our strategy, which may include the use of derivative instruments, can reduce the impacts of foreign currency related issues on our consolidated financial statements. The following is a description of our use of foreign currency derivative instruments.

Foreign Currency Forward Contracts – During the fiscal years ended August 31, 2010 and 2009, we utilized foreign currency forward contracts to manage the volatility of certain intercompany financing transactions and other transactions that are denominated in foreign currencies. Because these contracts did not meet specific hedge accounting requirements, gains and losses on these contracts, which expired on a quarterly basis, were recognized in current operations and were used to offset a portion of the gains or losses of the related accounts. The gains and losses on these contracts were recorded as a component of SG&A expense in our consolidated statements of operations and had the following net impact on the periods indicated (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Losses on foreign exchange contracts	$ -	$ (240)	$ (321)
Gains on foreign exchange contracts	-	-	105
Net loss on foreign exchange contracts	$ -	$ (240)	$ (216)

We did not have any derivative instruments outstanding at August 31, 2011.

Interest Rate Sensitivity

At August 31, 2011, our debt obligations consisted primarily of a long-term lease agreement (financing obligation) associated with the sale of our corporate headquarters facility, a variable-rate line of credit arrangement, and a variable rate Term Loan that is payable in monthly installments over 24 months. During most of fiscal 2011, we benefitted from extraordinarily low interest rates on our Revolving Loan and Term Loan borrowings. Our overall interest rate sensitivity is therefore primarily influenced by amounts borrowed on the Revolving Loan and the Term Loan and the prevailing interest rates on these instruments, which may create additional expense if interest rates increase in future periods. The financing obligation has a payment structure equivalent to a long-term leasing arrangement with a fixed interest rate of 7.7 percent. The Term Loan, on which we borrowed $5.0 million, had an effective interest rate of 2.9 percent at August 31, 2011. Our Revolving Loan had a zero balance at August 31, 2011. At August 31, 2011 borrowing levels, a one percent increase in the interest rate on our variable-rate credit obligations would increase our interest expense over the next year by approximately $0.1 million.

During the fiscal years ended August 31, 2011, 2010, and 2009, we were not party to any interest rate swap agreements or similar derivative instruments.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders of
Franklin Covey Co.

We have audited Franklin Covey Co.'s internal control over financial reporting as of August 31, 2011, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Franklin Covey Co.'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 included in the accompanying Management's Assessment of Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

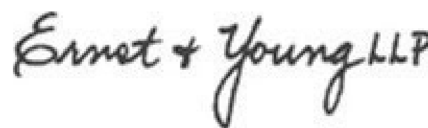
We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

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 (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) 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 (3) 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.

In our opinion, Franklin Covey Co. maintained, in all material respects, effective internal control over financial reporting as of August 31, 2011, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Franklin Covey Co. as of August 31, 2011, and the related consolidated statements of operations and comprehensive income, cash flows, and shareholders' equity for the year then ended of Franklin Covey Co. and our report dated November 14, 2011 expressed an unqualified opinion thereon.



Salt Lake City, Utah
November 14, 2011

Report of Independent Registered Public Accounting Firm

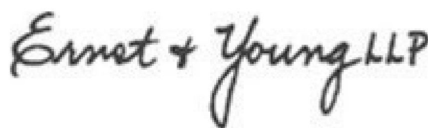
The Board of Directors and Shareholders of
Franklin Covey Co.

We have audited the accompanying consolidated balance sheet of Franklin Covey Co. as of August 31, 2011, and the related consolidated statements of operations and comprehensive income (loss), cash flows, and shareholders' equity for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Franklin Covey Co. at August 31, 2011, and the consolidated results of its operations and its cash flows for the year then ended, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Franklin Covey Co.'s internal control over financial reporting as of August 31, 2011, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated November 14, 2011 expressed an unqualified opinion thereon.



Salt Lake City, Utah
November 14, 2011

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
Franklin Covey Co.:

We have audited the accompanying consolidated balance sheet of Franklin Covey Co. and subsidiaries as of August 31, 2010, and the related consolidated statements of operations and comprehensive income (loss), shareholders' equity, and cash flows for each of the years in the two-year period ended August 31, 2010. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits 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 includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Franklin Covey Co. and subsidiaries as of August 31, 2010, and the results of their operations and their cash flows for each of the years in the two-year period ended August 31, 2010, in conformity with U.S. generally accepted accounting principles.

KPMG LLP

Salt Lake City, Utah
November 12, 2010

FRANKLIN COVEY CO.
CONSOLIDATED BALANCE SHEETS

AUGUST 31,	2011	2010
In thousands, except per share data		
Assets		
Current assets:		
Cash and cash equivalents	$ 3,016	$ 3,484
Accounts receivable, less allowance for doubtful accounts of $798 and $718	32,412	30,665
Receivable from related party	5,717	5,030
Inventories	4,301	4,470
Deferred income tax assets	3,005	2,543
Prepaid expenses and other current assets	3,605	4,086
Total current assets	52,056	50,278
Property and equipment, net	19,143	20,330
Intangible assets, net	61,703	65,240
Goodwill	9,172	3,761
Other long-term assets	9,353	9,396
	$ 151,427	$ 149,005
Liabilities And Shareholders' Equity		
Current liabilities:		
Current portion of financing obligation	$ 857	$ 734
Line of credit	-	9,532
Current portion of bank note payable	2,292	-
Accounts payable	9,154	8,509
Income taxes payable	285	198
Accrued liabilities	22,813	26,743
Total current liabilities	35,401	45,716
Financing obligation, less current portion	29,507	30,364
Bank note payable, less current potion	2,708	-
Other liabilities	411	253
Deferred income tax liabilities	4,084	1,637
Total liabilities	72,111	77,970
Commitments and contingencies (Notes 8 and 9)		
Shareholders' equity:		
Common stock, $.05 par value; 40,000 shares authorized, 27,056 shares issued	1,353	1,353
Additional paid-in capital	179,515	183,794
Common stock warrants	5,260	7,597
Retained earnings	18,269	13,462
Accumulated other comprehensive income	3,592	3,014
Treasury stock at cost, 9,386 shares and 10,041 shares	(128,673)	(138,185)
Total shareholders' equity	79,316	71,035
	$ 151,427	$ 149,005

See accompanying notes to consolidated financial statements.

FRANKLIN COVEY CO.
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

YEAR ENDED AUGUST 31,	2011	2010	2009
In thousands, except per share amounts			
Net sales:			
Training and consulting services	$ 150,976	$ 129,462	$ 114,910
Products	7,455	4,226	4,668
Leasing	2,373	3,186	3,556
	160,804	136,874	123,134
Cost of sales:			
Training and consulting services	51,942	43,945	40,798
Products	3,674	2,226	2,620
Leasing	1,714	1,632	1,834
	57,330	47,803	45,252
Gross profit	103,474	89,071	77,882
Selling, general, and administrative	85,255	77,604	75,813
Depreciation	3,567	3,669	4,532
Amortization	3,540	3,760	3,761
Restructuring costs	-	-	2,047
Impairment of assets	-	-	3,569
Income (loss) from operations	**11,112**	**4,038**	**(11,840)**
Interest income	21	34	27
Interest expense	(2,687)	(2,892)	(3,049)
Income (loss) from continuing operations before income taxes	**8,446**	**1,180**	**(14,862)**
Income tax (provision) benefit	(3,639)	(2,484)	3,814
Net income (loss) from continuing operations	**4,807**	**(1,304)**	**(11,048)**
Income from discontinued operations, net of tax (Note 2)	-	548	216
Gain on sale of discontinued operations, net of tax (Note 2)	-	238	-
Net income (loss)	**$ 4,807**	**$ (518)**	**$ (10,832)**
Income (loss) from continuing operations per share:			
Basic	$ .28	$ (.10)	$ (.82)
Diluted	.27	(.10)	(.82)
Net income (loss) per share:			
Basic	$ .28	$ (.04)	$ (.81)
Diluted	.27	(.04)	(.81)
Weighted average number of common shares:			
Basic	17,106	13,525	13,406
Diluted	17,547	13,525	13,406

Comprehensive Income (Loss)

	2011	2010	2009
Net income (loss)	$ 4,807	$ (518)	$ (10,832)
Foreign currency translation adjustments	578	1,053	955
Comprehensive income (loss)	**$ 5,385**	**$ 535**	**$ (9,877)**

See accompanying notes to consolidated financial statements.

FRANKLIN COVEY CO.
CONSOLIDATED STATEMENTS OF CASH FLOWS

YEAR ENDED AUGUST 31,	2011	2010	2009
In thousands			
Cash Flows From Operating Activities			
Net income (loss)	$ 4,807	$ (518)	$ (10,832)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	7,107	7,429	8,038
Amortization of capitalized curriculum costs	1,639	2,083	2,263
Gain on sale of discontinued operation	-	(1,092)	-
Deferred income taxes	2,092	2,406	(5,476)
Share-based compensation cost	2,788	1,099	468
Loss on disposals of assets	101	75	319
Restructuring charges	-	-	2,047
Impairment of assets	-	-	3,569
Changes in assets and liabilities, net of effect of acquired business:			
Decrease (increase) in accounts receivable, net	(1,288)	(7,597)	5,196
Decrease in inventories	382	606	2,170
Decrease (increase) in receivable from related party, prepaid expenses, and other assets	1,440	(3,233)	4,136
Increase (decrease) in accounts payable and accrued liabilities	(3,534)	5,060	(5,368)
Increase (decrease) in income taxes payable/receivable	65	699	(983)
Increase (decrease) in other long-term liabilities	44	7	(265)
Net cash provided by operating activities	**15,643**	**7,024**	**5,282**
Cash Flows From Investing Activities			
Purchases of property and equipment	(2,326)	(1,384)	(2,275)
Capitalized curriculum development costs	(3,097)	(712)	(1,762)
Acquisition of business, net of cash acquired	(5,411)	(3,256)	(1,157)
Proceeds from sale of discontinued operation	-	3,350	-
Proceeds from disposal of consolidated subsidiaries	-	-	201
Proceeds from sales of property and equipment, net	-	-	1,790
Net cash used for investing activities	**(10,834)**	**(2,002)**	**(3,203)**
Cash Flows From Financing Activities			
Proceeds from line of credit borrowings	67,462	54,705	77,044
Payments on line of credit borrowings	(76,994)	(58,123)	(64,095)
Proceeds from notes payable financing	5,000	1,154	-
Payments on notes payable financing	-	(1,096)	-
Principal payments on long-term debt and financing obligation	(673)	(654)	(1,211)
Purchases of common stock for treasury	(218)	(50)	(28,270)
Proceeds from sales of common stock held in treasury	328	288	284
Proceeds from management stock loan payments	-	159	-
Net cash used for financing activities	**(5,095)**	**(3,617)**	**(16,248)**
Effect of foreign currency exchange rates on cash and cash equivalents	(182)	391	(47)
Net increase (decrease) in cash and cash equivalents	(468)	1,796	(14,216)
Cash and cash equivalents at beginning of the year	3,484	1,688	15,904
Cash and cash equivalents at end of the year	**$ 3,016**	**$ 3,484**	**$ 1,688**
Supplemental disclosure of cash flow information:			
Cash paid for income taxes	$ 1,825	$ 428	$ 2,788
Cash paid for interest	2,702	2,862	3,026
Non-cash investing and financing activities:			
Purchases of property and equipment financed by accounts payable	$ 143	$ 95	$ 77

See accompanying notes to consolidated financial statements.

FRANKLIN COVEY CO.
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock		Additional Paid-In Capital	Common Stock Warrants	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	
	Shares	Amount					Shares	Amount
In thousands								
Balance at August 31, 2008	27,056	$1,353	$184,313	$7,597	$24,812	$1,006	(10,203)	$(140,904)
Issuance of common stock from treasury			(424)				57	708
Unvested share award			(921)				66	921
Additional tender offer costs								(48)
Share-based compensation			468					
Cumulative translation adjustments						955		
Net loss					(10,832)			
Balance at August 31, 2009	27,056	$1,353	$183,436	$7,597	$13,980	$1,961	(10,080)	$(139,323)
Issuance of common stock from treasury			(495)				56	783
Purchase of treasury shares							(5)	(29)
Unvested share award			(850)				61	850
Share-based compensation			1,099					
Management stock loan payments			664				(84)	(505)
Non-qualified deferred compensation plan share activity			(60)				11	39
Cumulative translation adjustments						1,053		
Net loss					(518)			
Balance at August 31, 2010	27,056	$1,353	$183,794	$7,597	$13,462	$3,014	(10,041)	$(138,185)
Issuance of common stock from treasury			(1,276)				117	1,604
Purchase of treasury shares							(21)	(218)
Unvested share award			(526)				37	526
Share-based compensation			2,788					
Exercise of common stock warrants and other warrant activity			(5,894)	(2,337)			596	8,229
Management stock loan payments			637				(76)	(637)
Non-qualified deferred compensation plan share activity			(8)				2	8
Cumulative translation adjustments						578		
Net income					4,807			
Balance at August 31, 2011	**27,056**	**$1,353**	**$179,515**	**$5,260**	**$18,269**	**$3,592**	**(9,386)**	**$(128,673)**

See accompanying notes to consolidated financial statements.

FRANKLIN COVEY CO.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Nature Of Operations And Summary Of Significant Accounting Policies

Franklin Covey Co. (hereafter referred to as us, we, our, or the Company) is a leading global provider of training and consulting solutions designed to enable individuals and organizations to achieve greatness. We operate globally with one common brand and set of offerings designed to enable us to provide clients around the world with the same high level of service. To achieve this level of service, we operate four regional sales offices in the United States; an office specializing in sales to governmental entities; wholly owned subsidiaries in Australia, Japan, and the United Kingdom; and contract with licensee partners who deliver our curriculum and provide services in over 140 other countries and territories around the world. Our business-to-business service builds on our expertise in training, consulting, and technology that is designed to help our clients define great performance and engage their leaders and front-line employees to execute at the highest levels. We also help clients accelerate great performance through education in management skills, relationship skills, and individual effectiveness, and can provide personal-effectiveness literature and electronic educational solutions to our clients as needed. Our services and products are available through professional consulting services, training on-site at client locations by Franklin Covey consultants, training on-site at client locations by client employees who have been certified to deliver our content (facilitators), public workshops, and through a series of offerings delivered via the Internet. These offerings are described in further detail on our web site at www.franklincovey.com. We have some of the best-known offerings in the training industry, including a suite of individual-effectiveness and leadership-development training products based on the best-selling book, *The 7 Habits of Highly Effective People* and its execution process, *The 4 Disciplines of Execution*. Through our organizational research and curriculum development efforts, we seek to consistently create, develop, and introduce new services and products that will help our clients achieve greatness.

Fiscal Year

The Company utilizes a modified 52/53-week fiscal year that ends on August 31 of each year. Corresponding quarterly periods generally consist of 13-week periods that ended on November 27, 2010, February 26, 2011, and May 28, 2011 during fiscal 2011. Unless otherwise noted, references to fiscal years apply to the 12 months ended August 31 of the specified year.

Basis of Presentation

The accompanying consolidated financial statements include the accounts of the Company and our wholly-owned subsidiaries, which consist of Franklin Development Corp., and our offices in Japan, the United Kingdom, and Australia. Intercompany balances and transactions are eliminated in consolidation.

Reclassifications

Certain reclassifications have been made to prior period financial statements to conform to the current period presentation. These reclassifications did not impact our results of operations or net cash flows in the periods presented.

Pervasiveness of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the dates of the financial statements, and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates.

Cash and Cash Equivalents

Some of our cash is deposited with financial institutions located throughout the United States of America and at times may exceed federally insured limits. We consider all highly liquid debt instruments with a maturity date of three months or less to be cash

equivalents. We did not hold a significant amount of investments that would be considered cash equivalent instruments at August 31, 2011 or 2010.

Inventories

Inventories are stated at the lower of cost or market, cost being determined using the first-in, first-out method. Elements of cost in inventories generally include raw materials, direct labor, and overhead. Cash flows from the sales of inventory are included in cash flows provided by operating activities in our consolidated cash flows statements. Our inventories are comprised primarily of training materials, books, and related accessories, and consisted of the following (in thousands):

AUGUST 31,	2011	2010
Finished goods	$ 4,158	$ 4,366
Raw materials	143	104
	$ 4,301	$ 4,470

Provision is made to reduce excess and obsolete inventories to their estimated net realizable value. In assessing the realization of inventories, we make judgments regarding future demand requirements and compare these estimates with current and committed inventory levels. Inventory requirements may change based on projected customer demand, training curriculum life-cycle changes, longer- or shorter-than-expected usage periods, and other factors that could affect the valuation of our inventories.

Property and Equipment

Property and equipment are recorded at cost. Depreciation expense, which includes depreciation on our corporate campus that is accounted for as a financing obligation (Note 7), and the amortization of assets recorded under capital lease obligations, is calculated using the straight-line method over the lesser of the expected useful life of the asset or the contracted lease period. We generally use the following depreciable lives for our major classifications of property and equipment:

Description	Useful Lives
Buildings	20 years
Machinery and equipment	3-7 years
Computer hardware and software	3-5 years
Furniture, fixtures, and leasehold improvements	5-8 years

Leasehold improvements are amortized over the lesser of the useful economic life of the asset or the contracted lease period. We expense costs for repairs and maintenance as incurred. Gains and losses resulting from the sale of property and equipment are recorded in current operations.

Impairment of Long-Lived Assets

Long-lived tangible assets and definite-lived intangible assets are reviewed for possible impairment whenever events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable. We use an estimate of undiscounted future net cash flows of the assets over the remaining useful lives in determining whether the carrying value of the assets is recoverable. If the carrying values of the assets exceed the anticipated future cash flows of the assets, we recognize an impairment loss equal to the difference between the carrying values of the assets and their estimated fair values. Impairment of long-lived assets is assessed at the lowest levels for which there are identifiable cash flows that are independent from other groups of assets. The evaluation of long-lived assets requires us to use estimates of future cash flows. If forecasts and assumptions used to support the realizability of our long-lived tangible and definite-lived intangible assets change in the future, significant impairment charges could result that would adversely affect our results of operations and financial condition.

Indefinite-Lived Intangible Assets and Goodwill

Intangible assets that are deemed to have an indefinite life and acquired goodwill are not amortized, but rather are tested for impairment on an annual basis or more often if events or circumstances indicate that a potential impairment exists. The Covey trade name intangible asset (Note 5) has been deemed to have an indefinite life. This intangible asset is tested for impairment using the present value of estimated royalties on trade name related revenues, which consist primarily of training seminars and work sessions, international licensee sales, and related products. Based on this valuation methodology, we believe the fair value of the Covey trade name substantially exceeds its carrying value and no impairment charges were recorded against the Covey trade name during the fiscal years ended August 31, 2011, 2010, or 2009.

Our reported goodwill resulted from the fiscal 2009 acquisition of CoveyLink Worldwide, LLC (Note 14) and the payment of the first two of five annual potential contingent earnout payments. Based on our evaluation, we believe the fair value of the reporting unit, which was defined as our consolidated operations, substantially exceeded its carrying value and no impairment charges to the CoveyLink Worldwide, LLC acquisition goodwill were recorded during the fiscal years ended August 31, 2011, 2010, or 2009.

Capitalized Curriculum Development Costs and Impairment of Assets

During the normal course of business, we develop training courses and related materials that we sell to our clients. Capitalized curriculum development costs include certain expenditures to develop course materials such as video segments, course manuals, and other related materials. Generally, curriculum costs are capitalized when there is a major revision to an existing course that requires a significant re-write of the course materials or curriculum. Costs incurred to maintain existing offerings are expensed when incurred. In addition, development costs incurred in the research and development of new curriculum and software products to be sold, leased, or otherwise marketed are expensed as incurred until economic feasibility has been established.

During fiscal 2011, we capitalized costs incurred for the development of our new productivity offering, as well as for various other courses. Capitalized development costs are generally amortized over a five-year life, which is based on numerous factors, including expected cycles of major changes to curriculum. Capitalized curriculum development costs are reported as a component of other long-term assets in our consolidated balance sheets and totaled $6.4 million and $5.0 million at August 31, 2011 and 2010. Amortization of capitalized curriculum development costs is reported as a component of cost of sales.

Accrued Liabilities

Significant components of our accrued liabilities were as follows (in thousands):

AUGUST 31,	2011	2010
Accrued compensation	$ 7,854	$ 7,445
Unearned revenue	4,710	4,884
Customer credits	2,341	2,373
Outsourcing contract costs payable	1,217	3,879
Other accrued liabilities	6,691	8,162
	$ 22,813	$26,743

Restructuring Costs

Following the sale of our consumer solutions business unit (CSBU) to FC Organizational Products (FCOP and formerly Franklin Covey Products) in the fourth quarter of fiscal 2008, we initiated a restructuring plan that reduced the number of our domestic regional sales offices, decentralized certain sales support functions, closed our Canadian office, and made other changes to our operations in Canada. The restructuring plan was intended to strengthen the remaining domestic sales offices and reduce our overall operating costs. During fiscal 2009 we expensed $2.0 million for anticipated severance costs necessary to complete the restructuring plan, which was completed in fiscal 2010. The composition and utilization of the accrued restructuring charges were as follows at August 31, 2010 (in thousands):

Description	Accrued Restructuring Costs
Balance at August 31, 2008	$ 2,055
Restructuring charges	2,047
Amounts paid - employee severance	(2,803)
Balance at August 31, 2009	$ 1,299
Restructuring charges	-
Amounts paid - employee severance	(1,299)
Balance at August 31, 2010	$ -

Foreign Currency Translation and Transactions

The functional currencies of our foreign operations are the reported local currencies. Translation adjustments result from translating our foreign subsidiaries' financial statements into United States dollars. The balance sheet accounts of our foreign subsidiaries are translated into United States dollars using the exchange rate in effect at the balance sheet date. Revenues and expenses are translated using average exchange rates for each month during the fiscal year. The resulting translation gains or losses were recorded as a component of accumulated other

comprehensive income in shareholders' equity. Foreign currency transaction gains and losses totaled a gain of $14,000, a loss of $0.5 million, and a loss of $0.2 million during the fiscal years ended August 31, 2011, 2010, and 2009, and were reported as a component of our selling, general, and administrative expenses.

Derivative Instruments

During the normal course of business, we are exposed to risks associated with foreign currency exchange rate and interest rate fluctuations. Foreign currency exchange rate exposures result from the Company's operating results, assets, and liabilities that are denominated in currencies other than the United States dollar. In order to limit our exposure to these elements, we have made limited use of derivative instruments. Each derivative instrument that is designated as a hedge instrument is recorded on the balance sheet at its fair value. Changes in the fair value of derivative instruments that qualify for hedge accounting are recorded in accumulated other comprehensive income, which is a component of shareholders' equity. Changes in the fair value of derivative instruments that are not designated as hedge instruments are immediately recognized as a component of selling, general, and administrative expense in our consolidated statements of operations.

Sales Taxes

We collect sales tax on qualifying transactions with customers based upon applicable sales tax rates in various jurisdictions. We account for sales taxes collected using the net method; accordingly, we do not include sales taxes in net sales reported in our consolidated financial statements.

Revenue Recognition

We recognize revenue when: 1) persuasive evidence of an agreement exists, 2) delivery of product has occurred or services have been rendered, 3) the price to the customer is fixed or determinable, and 4) collectability is reasonably assured. For training and service sales, these conditions are generally met upon presentation of the training seminar or delivery of the consulting services. For product sales, these conditions are generally met upon shipment of the product to the customer.

Some of our training and consulting contracts contain multiple deliverable elements that include training along with other products and services. For transactions that contain more than one element, we recognize revenue in accordance with the guidance for multiple element arrangements. On September 1, 2010, we adopted the provisions of FASC 650-25 (formerly EITF 08-1, *Revenue Recognition – Multiple Element Arrangements*). This guidance amends existing guidance on multiple element revenue arrangements to improve the ability of entities to recognize revenue from the sale of delivered items that are part of a multiple-element arrangement when other items have not yet been delivered. One of the previous requirements was that there must be objective and reliable evidence of the standalone selling price of the undelivered items, which must be supported by vendor-specific objective evidence (VSOE) or third-party evidence (TPE). The provisions of the new guidance eliminate the requirements that all undelivered elements have VSOE or TPE before an entity can recognize the portion of an overall arrangement that is attributable to items that have already been delivered. The "residual method" of allocating revenue is thereby eliminated, and entities are required to allocate the arrangement consideration at the inception of the arrangement to all deliverables using the relative selling price method. The adoption of this guidance did not have a material impact on our financial statements during the fiscal year ended August 31, 2011.

Our international strategy includes the use of licensees in countries where we do not have a wholly-owned operation. Licensee companies are unrelated entities that have been granted a license to translate our content and curriculum, adapt the content and curriculum to the local culture, and sell our training seminars and products in a specific country or region. Licensees are required to pay us royalties based upon a percentage of their sales to clients. We recognize royalty income each period based upon the sales information reported to us from our licensees. Licensee royalty revenues are included as a component of training sales and totaled $10.6 million, $9.2 million, and $8.6 million for the fiscal years ended August 31, 2011, 2010, and 2009.

Revenue is recognized as the net amount to be received after deducting estimated amounts for discounts and product returns.

Share-Based Compensation

We record the compensation expense for all share based-payments to employees and non-employees,

including grants of stock options and the compensatory elements of our employee stock purchase plan, in our consolidated statements of operations based upon their fair values over the requisite service period. For more information on our share-based compensation plans, refer to Note 13.

Shipping and Handling Fees and Costs

All shipping and handling fees billed to customers are recorded as a component of net sales. All costs incurred related to the shipping and handling of products are recorded in cost of sales.

Advertising Costs

Costs for newspaper, television, radio, and other advertising are expensed as incurred or recognized over the period of expected benefit for direct response and catalog advertising. Direct response advertising costs, which consist primarily of printing and mailing costs for seminar mailers, are charged to expense over the period of projected benefit, which ranges from three to 12 months. Advertising costs included in selling, general, and administrative expenses totaled $3.1 million, $3.3 million, and $5.5 million for the fiscal years ended August 31, 2011, 2010, and 2009. Our direct response advertising costs reported in other current assets totaled $0.2 million at August 31, 2011 and 2010.

Income Taxes

Our income tax provision has been determined using the asset and liability approach of accounting for income taxes. Under this approach, deferred income taxes represent the future tax consequences expected to occur when the reported amounts of assets and liabilities are recovered or paid. The income tax provision represents income taxes paid or payable for the current year plus the change in deferred taxes during the year. Deferred income taxes result from differences between the financial and tax bases of our assets and liabilities and are adjusted for tax rates and tax laws when changes are enacted. A valuation allowance is provided against deferred income tax assets when it is more likely than not that all or some portion of the deferred income tax assets will not be realized. Interest and penalties related to uncertain tax positions are recognized as components of income tax expense in our consolidated statements of operations.

We may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained on examination by the taxing authorities based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position are measured based on the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement.

We provide for income taxes, net of applicable foreign tax credits, on temporary differences in our investment in foreign subsidiaries, which consist primarily of unrepatriated earnings.

Comprehensive Income (Loss)

Comprehensive income (loss) includes changes to equity accounts that were not the result of transactions with shareholders. Comprehensive income (loss) is comprised of net income or loss and other comprehensive income and loss items. Our other comprehensive income and losses generally consist of changes in the cumulative foreign currency translation adjustment.

Accounting Pronouncements Issued Not Yet Adopted

In September 2011, the Financial Accounting Standards Board (FASB) issued accounting standards update (ASU) 2011-08, *Testing Goodwill for Impairment*. The objective of ASU 2011-08 is to simplify how entities, both public and nonpublic, test goodwill for impairment. These amendments permit an entity to first assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount as a basis for determining whether it is necessary to perform the two-step goodwill impairment test. Previous guidance required an entity to test goodwill for impairment, on at least an annual basis, by comparing the fair value of a reporting unit with its carrying amount, including goodwill (step one). If the fair value of a reporting unit is less than its carrying amount, then the second step of the test must be performed to measure the amount of the impairment loss, if any. Under the amendments in ASU 2011-08, an entity is not required to calculate the fair value of a reporting unit unless the entity determines that it is more likely than not that its fair value is less than its

carrying amount. The guidance in ASU 2011-08 is effective for annual and interim goodwill assessments performed for fiscal years beginning after December 15, 2011 and early adoption is permitted. We did not early adopt the provisions of this guidance and have not yet completed our assessment of the impacts on our financial statements.

2. Sale Of Japan Product Sales Operation

During fiscal 2010, we sold the product sales component of our wholly owned subsidiary in Japan to Nakabayashi Co. Ltd., an unrelated Japan-based paper products company. The sale included the disposition of inventories, certain intangibles assets (including customer lists), and other current assets, which had an aggregate carrying value of $2.0 million. The sale closed on June 1, 2010 and the total sale price was JPY 305.0 million, or approximately $3.4 million. We recognized a pre-tax gain from the sale totaling $1.1 million after normal transaction costs. In addition, the sale agreement provides for a three percent passive royalty on annual sales, which is insignificant to our operations. The sale of this division was designed to further align our Japanese operations with our overall strategic focus on training and consulting sales. The Japan products sales component was previously reported as a part of our international operations.

We determined that the operating results of the Japan product sales component qualify for discontinued operations presentation and we have presented the operating results of the Japan product sales component as discontinued operations for all periods presented in this report. The income recognized from discontinued operations was comprised of the following for the periods presented (in thousands):

AUGUST 31,	2010	2009
Sales	$ 5,097	$ 6,984
Gross profit	2,230	2,531
Income before income taxes	988	401
Income tax provision	(440)	(185)
Income from discontinued operations, net of tax	548	216

3. Trade Accounts Receivable

Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts represents our best estimate of the amount of probable credit losses in the existing accounts receivable balance. We determine the allowance for doubtful accounts based upon historical write-off experience and current economic conditions, and we review the adequacy of the allowance for doubtful accounts on a regular basis. Receivable balances past due over 90 days, which exceed a specified dollar amount, are reviewed individually for collectibility. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. We do not have any off-balance sheet credit exposure related to our customers.

Activity in our allowance for doubtful accounts was comprised of the following for the periods indicated (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Beginning Balance	$ 718	$ 879	$ 1,066
Charged to costs and expenses	188	402	81
Deductions	(108)	(563)	(268)
Ending Balance	$ 798	$ 718	$ 879

Deductions on the foregoing table represent the write-off of amounts deemed uncollectible during the fiscal year. Recoveries of amounts previously written off were insignificant for the periods presented.

4. Property And Equipment

Our property and equipment were comprised of the following (in thousands):

AUGUST 31,	2011	2010
Land and improvements	$ 1,312	$ 1,312
Buildings	31,556	32,406
Machinery and equipment	2,184	2,387
Computer hardware and software	18,747	17,465
Furniture, fixtures, and leasehold improvements	11,408	9,861
	65,207	63,431
Less accumulated depreciation	(46,064)	(43,101)
	$ 19,143	$ 20,330

In the fourth quarter of fiscal 2009, we completed the sale of our administrative office and distribution facility located in Ontario, Canada to an unrelated entity. The sale price was $2.0 million and the carrying value of the

building at the date of the sale was $1.9 million. After deducting customary closing costs and other costs necessary to complete the sale of the building, we recorded a $0.1 million loss, which was recorded as a component of depreciation expense in our consolidated statement of operations for the year ended August 31, 2009. The transaction involving the Canadian property was accounted for as a sale, and we will have no further obligations or responsibilities related to the property that was sold. A portion of the proceeds from the sale of the building was used to repay the mortgage obligation associated with the property.

5. Intangible Assets And Goodwill

Our intangible assets were comprised of the following (in thousands):

AUGUST 31, 2011	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Definite-lived intangible assets:			
License rights	$ 27,000	$(12,103)	$14,897
Acquired curriculum	58,285	(34,524)	23,761
Customer lists	15,111	(15,066)	45
Trade names	377	(377)	-
	100,773	(62,070)	38,703
Indefinite-lived intangible asset:			
Covey trade name	23,000	-	23,000
	$123,773	$(62,070)	$61,703

AUGUST 31, 2010			
Definite-lived intangible assets:			
License rights	$ 27,000	$(11,166)	$15,834
Acquired curriculum	58,271	(32,981)	25,290
Customer lists	15,111	(13,995)	1,116
Trade names	377	(377)	-
	100,759	(58,519)	42,240
Indefinite-lived intangible asset:			
Covey trade name	23,000	-	23,000
	$123,759	$(58,519)	$65,240

Our intangible assets are amortized over the estimated useful life of the asset. The range of remaining estimated useful lives and weighted-average amortization period over which we are amortizing the major categories of definite-lived intangible assets at August 31, 2011 were as follows:

Category of Intangible Asset	Range of Remaining Estimated Useful Lives	Weighted Average Amortization Period
License rights	15 years	30 years
Curriculum	3 to 15 years	26 years
Customer lists	1 year	14 years

During fiscal 2009 we acquired the assets of CoveyLink Worldwide, LLC (CoveyLink, Note 14). Based upon the purchase price allocation and an evaluation of the assets acquired and liabilities assumed, we recorded a $0.4 million increase in our intangible assets for the fair value of customer relationships and the practice leader agreement, and $0.5 million of goodwill. The intangible assets were aggregated with our customer list intangibles and are amortized on an accelerated basis that is based on their expected cash flows over the estimated useful lives of the assets, which is approximately three years. In addition, the previous owners of CoveyLink, which includes a son of the Vice-Chairman of our Board of Directors, are also entitled to earn annual contingent payments based upon earnings growth over the next five years. During the fiscal years ended August 31 2011 and 2010, we paid $5.4 million and $3.3 million, respectively, in cash to the former owners of CoveyLink for the first two contingent payments. These contingent payments were classified as goodwill on our consolidated balance sheets. Our consolidated goodwill changed as follows during fiscal 2011 and 2010 (in thousands):

Balance at August 31, 2009	$ 505
Contingent earnout payment from CoveyLink acquisition	3,256
Impairments	-
Balance at August 31, 2010	$ 3,761
Contingent earnout payment from CoveyLink acquisition	5,411
Impairments	-
Balance at August 31, 2011	$ 9,172

Our aggregate amortization expense from definite-lived intangible assets totaled $3.5 million, $3.8 million, and $3.8 million, for fiscal years 2011, 2010, and 2009. Amortization expense for our intangible assets over the next five years is expected to be as follows (in thousands):

YEAR ENDING AUGUST 31,	
2012	$ 2,497
2013	2,471
2014	2,447
2015	2,443
2016	2,443

6. Line Of Credit And Notes Payable

On March 14, 2011, we entered into an amended and restated secured credit agreement (the Restated Credit Agreement) with our existing lender. The Restated Credit Agreement provides a revolving line of credit facility (the Revolving Line of Credit) with a maximum borrowing amount of $10.0 million and a term loan (the Term Loan) with maximum available borrowing of up to $5.0 million. Both credit facilities may be used for general business purposes.

Revolving Line of Credit

The key terms and conditions of the Revolving Line of Credit are as follows:

- **Loan Amount –** The Revolving Line of Credit has a maximum borrowing amount of $10.0 million, which remains unchanged from the expiration of the previously existing line of credit.
- **Maturity Date –** The maturity date of the Revolving Line of Credit is March 14, 2012, which is one year from the inception date of the agreement.
- **Interest Rate –** The effective interest rate is LIBOR plus 2.50 percent per annum. The new interest rate is an improvement over our previous effective interest rate, which ranged from LIBOR plus 2.60 percent to LIBOR plus 3.50 percent, depending upon the calculation of specified ratios.
- **Financial Covenants –** The Revolving Line of Credit requires us to be in compliance with specified financial covenants, including (a) a funded debt to EBITDAR (earnings before interest, taxes, depreciation, amortization, and rental expense) ratio of less than 3.00 to 1.00; (b) a fixed charge coverage ratio greater than 1.5 to 1.0; (c) an annual limit on capital expenditures (not including capitalized curriculum development) of $8.0 million; and (d) a minimum net worth of $67.0 million. These financial covenants remain substantially unchanged from the previous line of credit amendment financial covenants. In the event of noncompliance with these financial covenants and other defined events of default, the lender is entitled to certain remedies, including acceleration of the repayment of amounts outstanding on the Revolving Loan and Term Loan. At August 31, 2011, we believe that we were in compliance with the terms and covenants applicable to our Restated Credit Agreement.

The effective interest rate on our Revolving Line of Credit was 2.7 percent and 3.8 percent at August 31, 2011 and 2010, respectively.

In connection with the Restated Credit Agreement, we entered into a promissory note, a security agreement, repayment guaranty agreements, and a pledge and security agreement. These agreements pledge substantially all of our assets located in the United States to the lender as collateral for borrowings under the Restated Credit Agreement. We had no outstanding borrowings under the line of credit at August 31, 2011.

Term Loan Payable

The Term Loan allowed us to borrow up to $5.0 million through September 1, 2011 (the Draw Period). Following the close of the Draw Period, the amount borrowed on the Term Loan will be repaid in 24 equal monthly installments, commencing on October 1, 2011 and concluding on September 1, 2013. The effective interest rate on the term loan is LIBOR plus 2.65 percent per annum and was 2.9 percent at August 31, 2011. As of August 31, 2011, we had drawn $5.0 million on the Term Loan, of which $2.3 million was included in current liabilities on our consolidated balance sheet.

Short-Term Note Payable

On December 1, 2009, we obtained an unsecured short-term loan from a bank in Japan for JPY 100.0 million. The loan was due on May 31, 2010 and bore interest at 2.5 percent for the duration of the loan. The note payable was paid in full on the due date; however, at the inception of the loan, the United States dollar equivalent of the loan exceeded the allowable $1.0 million, which resulted

in an instance of non-compliance with our line of credit agreement. This instance of non-compliance was cured and did not increase our outstanding obligation on the line of credit agreement.

7. Financing Obligation

The financing obligation on our corporate campus was comprised of the following (in thousands):

AUGUST 31,	2011	2010
Financing obligation payable in monthly installments of $264 at August 31, 2011, including principal and interest, with two percent annual increases (imputed interest at 7.7%), through June 2025	$30,364	$31,098
Less current portion	(857)	(734)
Total long-term debt and financing obligation, less current portion	$29,507	$30,364

Future principal maturities of our financing obligation were as follows at August 31, 2011 (in thousands):

YEAR ENDING AUGUST 31,	
2012	$ 857
2013	992
2014	1,139
2015	1,298
2016	1,473
Thereafter	24,605
	$ 30,364

In connection with the sale and leaseback of our corporate headquarters facility located in Salt Lake City, Utah, we entered into a 20-year master lease agreement with the purchaser, an unrelated private investment group. The 20-year master lease agreement also contains six five-year renewal options that will allow us to maintain our operations at the current location for up to 50 years. Although the corporate headquarters facility was sold and the Company has no legal ownership of the property, we were prohibited from recording the transaction as a sale since we have subleased a significant portion of the property that was sold. Accordingly, we accounted for the sale as a financing transaction, which required us to continue reporting the corporate headquarters facility as an asset and to record a financing obligation for the sale price. Our remaining future minimum payments under the financing obligation in the initial 20 year lease term are as follows (in thousands):

YEAR ENDING AUGUST 31,	
2012	$ 3,178
2013	3,242
2014	3,307
2015	3,373
2016	3,440
Thereafter	33,418
Total future minimum financing obligation payments	49,958
Less interest	(20,906)
Present value of future minimum financing obligation payments	$ 29,052

The difference between the carrying value of the financing obligation and the present value of the future minimum financing obligation payments represents the carrying value of the land sold in the financing transaction, which is not depreciated. At the conclusion of the master lease agreement, the remaining financing obligation and carrying value of the land will be written off of our financial statements.

8. Operating Leases

Lease Expense

In the normal course of business, we lease office space and warehouse and distribution facilities under non-cancelable operating lease agreements. We rent office space, primarily for international and domestic regional sales administration offices, in commercial office complexes that are conducive to sales and administrative operations. We also rent warehousing and distribution facilities that are designed to provide secure storage and efficient distribution of our training products and accessories. These operating lease agreements generally contain renewal options that may be exercised at our discretion after the completion of the base rental term. In addition, many of the rental agreements provide for regular increases to the base rental rate at specified intervals, which usually occur on an annual basis. At August 31, 2011, we had operating leases that have remaining terms ranging from

approximately one year to approximately five years. Following the sale of our CSBU assets, FC Organizational Products is contractually obligated to pay a portion of our minimum rental payments on certain warehouse and distribution facilities that they are using. The following table summarizes our future minimum lease payments under operating lease agreements and the lease amounts receivable from FC Organizational Products at August 31, 2011 (in thousands):

YEAR ENDING AUGUST 31,	Required Minimum Lease Payments	Receivable from FC Organizational Products	Net Required Minimum Lease Payments
2012	$2,013	$(475)	$1,538
2013	1,571	(529)	1,042
2014	1,227	(584)	643
2015	1,183	(632)	551
2016	962	(535)	427
Thereafter	70	-	70
	$7,026	$(2,755)	$4,271

We recognize lease expense on a straight-line basis over the life of the lease agreement. Contingent rent expense is recognized as it is incurred and was insignificant for the periods presented. Total rent expense recorded in selling, general, and administrative expense from operating lease agreements was $2.7 million, $3.0 million, and $3.2 million for the fiscal years ended August 31, 2011, 2010, and 2009.

Lease Income

We have subleased a significant portion of our corporate headquarters office space located in Salt Lake City, Utah to multiple, unrelated tenants as well as to FC Organizational Products. We recognize sublease income on a straight-line basis over the life of the agreement. The cost basis of the office space available for lease was $33.5 million, which had a carrying value of $13.6 million at August 31, 2011. Future minimum lease payments due to us from our sublease agreements at August 31, 2011 were as follows (in thousands):

YEAR ENDING AUGUST 31,	
2012	$ 2,657
2013	2,611
2014	2,443
2015	2,288
2016	1,815
Thereafter	7,448
	$ 19,262

Sublease payments made to the Company totaled $2.4 million, $3.2 million, and $3.6 million during the fiscal years ended August 31, 2011, 2010, and 2009.

9. Commitments And Contingencies

Outsourcing Contract

The Company has an outsourcing contract with HP Enterprise Services (HP and formerly Electronic Data Services) to provide information technology system support and product warehousing and distribution services. During fiscal 2009, we amended the terms of the outsourcing contract with HP. Under terms of the amended outsourcing contract with HP: 1) the outsourcing contract and its addendums will continue to expire on June 30, 2016; 2) Franklin Covey and FC Organizational Products will have separate information systems services support contracts; 3) we will no longer be required to purchase specified levels of computer hardware technology; and 4) our warehouse and distribution costs will consist of an annual fixed charge, which is partially reimbursable by FC Organizational Products, plus variable charges for actual activity levels. The warehouse and distribution fixed charge contains an annual escalation clause based upon changes in the Employment Cost Index. The following schedule summarizes our estimated minimum information systems support and fixed warehouse and distribution charges, without the effect of estimated escalation charges, to HP for services over the remaining life of the outsourcing contract (in thousands):

YEAR ENDING AUGUST 31,	Estimated Gross Minimum and Fixed Charges	Receivable from FC Organizational Products	Estimated Net Minimum and Fixed Charges
2012	$ 4,366	$ (2,195)	$ 2,171
2013	4,366	(2,195)	2,171
2014	4,366	(2,195)	2,171
2015	4,366	(2,195)	2,171
2016	3,159	(1,827)	1,332
	$ 20,623	$ (10,607)	$ 10,016

Our actual payments to HP include a variable charge for certain warehousing and distribution activities and may fluctuate in future periods based upon actual sales and activity levels.

During late fiscal 2011, we entered into an agreement with HP to modify the minimum fixed warehouse charges. Under the terms of this agreement, we moved our primary warehouse to a HP distribution facility in Des Moines, Iowa and HP agreed to list the vacated warehouse space in Salt Lake City, Utah for lease. As the warehouse space in Salt Lake City is leased, HP will proportionally reduce our fixed warehouse charge. If the warehouse becomes more than 75 percent leased, the warehouse minimum is contractually reduced to approximately $0.2 million from approximately $2.9 million per year. At August 31, 2011, the Salt Lake City warehouse was approximately 50 percent leased to an unrelated party and our warehouse minimum charge is reduced accordingly. Because the agreement does not relieve us from our obligation for the warehouse minimums, the table above has not been reduced to give effect to the leased warehouse space.

During fiscal years 2011, 2010, and 2009, we expensed $6.6 million, $6.2 million, and $7.1 million for services provided under the terms of the HP outsourcing contract. The total amount expensed each year under the HP contract includes freight charges, which are billed to the Company based upon activity. Freight charges included in our total HP costs totaled $1.6 million, $1.5 million, and $1.8 million during the years ended August 31, 2011, 2010, and 2009, respectively.

The outsourcing contracts contain early termination provisions that we may exercise under certain conditions. However, in order to exercise the early termination provisions, we would have to pay specified penalties to HP depending upon the circumstances of the contract termination.

Purchase Commitments

During the normal course of business, we issue purchase orders to various external vendors for products and services. At August 31, 2011, we had purchase commitments totaling $4.1 million for products and services to be delivered primarily in fiscal 2012. Other purchase commitments for materials, supplies, and other items incidental to the ordinary conduct of business were immaterial, both individually and in aggregate, to the Company's operations at August 31, 2011.

Legal Matters

On April 20, 2010, Moore Wallace North America, Inc. doing business as TOPS filed a complaint against FC Organizational Products in the Circuit Court of Cook County, Illinois, for breach of contract. The complaint also named us as a defendant and alleged that we should be liable for FC Organizational Products' debts under the doctrine of alter ego or fraudulent transfer. We are still in the early stages of this litigation and any potential liability is not currently estimable. We believe that we have meritorious defenses against this action, and we will continue to vigorously defend it.

We are also the subject of certain other legal actions, which we consider routine to our business activities. At August 31, 2011, we believe that, after consultation with legal counsel, any potential liability to us under these other actions will not materially affect our financial position, liquidity, or results of operations.

FC Organizational Products Store Leases

According to the terms of the agreements associated with the sale of our CSBU assets that closed in the fourth quarter of fiscal 2008, we assigned the benefits and obligations relating to the leases of most of our retail stores to FC Organizational Products. However, we remain secondarily liable to fulfill the obligations contained in the lease agreements, including making lease payments, if FCOP is unable to fulfill its obligations pursuant to the terms of the lease agreements. Any default by FCOP in its lease

payment obligations could provide us with certain remedies against FCOP, including potentially allowing us to terminate the master license agreement. If FCOP is unable to satisfy the obligations contained in the lease agreements and we are unable to obtain adequate remedies, our results of operations and cash flows may be adversely affected.

10. Shareholder's Equity

Preferred Stock

We have 14.0 million shares of preferred stock authorized for issuance. However, at August 31, 2011, no shares of preferred stock were issued or outstanding.

Common Stock Warrants

Pursuant to the terms of the preferred stock recapitalization plan, in fiscal 2005 we completed a one-to-four forward split of the existing Series A preferred stock and then bifurcated each share of Series A preferred stock into a new share of Series A preferred stock that is no longer convertible into common stock, and a warrant to purchase shares of common stock. Accordingly, we issued 6.2 million common stock warrants with an exercise price of $8.00 per share (subject to customary anti-dilution and exercise features), which will be exercisable over an eight-year term that expires in March 2013. These common stock warrants were recorded in shareholders' equity at fair value on the date of the recapitalization, as determined by a Black-Scholes valuation methodology, which totaled $7.6 million.

During the fourth quarter of fiscal 2011, Knowledge Capital Investment Group (Knowledge Capital), the holder of a warrant to purchase 5,913,402 shares of common stock, exercised its warrant with respect to 1,913,402 shares on a net settlement basis. As a result of this transaction, we issued 596,116 shares of our common stock to Knowledge Capital from shares held in treasury. In connection with this warrant exercise, we entered into an agreement with Knowledge Capital regarding its remaining warrant to purchase shares of common stock and the shares of common stock currently held by them. Knowledge Capital agreed to the following:

1. To exercise its warrant with respect to the remaining 4.0 million shares only on a net settlement basis.

2. Not to exercise its right to cause the Company to file a registration statement with respect to the resale of any of the shares owned by Knowledge Capital (including the 1,015,000 shares already owned by Knowledge Capital) prior to the earlier of (i) March 8, 2013 (the expiration of the warrant) and (ii) one year after the date on which the warrant has been exercised in full (the Stand-Off Period).

3. If Knowledge Capital intends to sell any of our common shares (including shares previously owned by Knowledge Capital) in the market during the Stand-Off Period on an unregistered basis, Knowledge Capital will notify us in writing of such intent, including the details surrounding such sale, at least five trading days before commencing such sales, and, if requested by us, will refrain from selling shares of our common stock for up to 120 days after the date Knowledge Capital intended to begin such sales in order to permit us to arrange for an underwritten or other organized sale of these shares. This action includes filing with the Securities and Exchange Commission, if applicable and required, an effective registration statement covering the sale of the shares in the manner proposed by Knowledge Capital or as otherwise agreed to by Knowledge Capital and us.

4. To discuss with us any proposal by us to purchase such shares during the 120-day period.

In exchange for these considerations, we agreed to waive our right to pay cash in lieu of shares upon exercises of the warrant. Two members of our Board of Directors, including our Chief Executive Officer, have an equity interest in Knowledge Capital. This transaction and agreement was approved by members of our Board of Directors who are not affiliated with Knowledge Capital and have no economic interest in the warrant.

Common stock warrant activity was insignificant during fiscal 2010 and fiscal 2009.

Treasury Stock

During fiscal 2006, our Board of Directors authorized the purchase of up to $10.0 million of our currently outstanding common stock and canceled all previously approved common stock purchase plans. Common stock purchases under this approved plan are made at our discretion based on prevailing market prices and are subject to customary regulatory requirements and considerations. The Company does not have a timetable for the purchase of these common shares, and the authorization by the Board of Directors does not have an expiration date. Through August 31, 2011, we have purchased 1,009,300 shares of our common stock under the terms of the fiscal 2006 plan for $7.6 million. We did not purchase any shares of our common stock under this purchase plan during the fiscal years ended August 31, 2011, 2010, or 2009. At August 31, 2011, we had $2.4 million remaining for future purchases under the terms of this approved plan.

11. Management Common Stock Loan Program

During fiscal 2000, certain of our management personnel borrowed funds from an external lender, on a full-recourse basis, to acquire shares of our common stock. The loan program closed during fiscal 2001 with 3.825 million shares of common stock purchased by the loan participants for a total cost of $33.6 million, which was the market value of the shares acquired and distributed to loan participants. The Company initially participated on these management common stock loans as a guarantor to the lending institution. However, in connection with a new credit facility obtained during fiscal 2001, we acquired the loans from the external lender at fair value and are now the creditor for these loans. The loans in the management stock loan program initially accrued interest at 9.4 percent (compounded quarterly), are full-recourse to the participants, and were originally due in March 2005. Although interest continues to accrue on the outstanding balance over the life of the loans to the participants, the Company ceased recording interest receivable (and related interest income) related to these loans in fiscal 2002.

In May 2004, our Board of Directors approved modifications to the terms of the management stock loans. While these changes had significant implications for most management stock loan program participants, the Company did not formally amend or modify the stock loan program notes. Rather, the Company chose to forego certain of its rights under the terms of the loans and granted participants the modifications described below in order to potentially improve their ability to pay, and the Company's ability to collect, the outstanding balances of the loans. These modifications to the management stock loan terms applied to all current and former employees whose loans do not fall under the provisions of the Sarbanes-Oxley Act of 2002. Loans to our officers and directors (as defined by the Sarbanes-Oxley Act of 2002) were not affected by the approved modifications and loans held by those persons, which totaled $0.8 million, were repaid on the original due date of March 30, 2005.

The May 2004 modifications to the management stock loan terms included the following:

Waiver of Right to Collect – The Company waived its right to collect the outstanding balance of the loans prior to the earlier of (a) March 30, 2008, or (b) the date after March 30, 2005 on which the closing price of the Company's stock multiplied by the number of shares purchased equals the outstanding principal and accrued interest on the management stock loans (the Breakeven Date).

Lower Interest Rate – Effective May 7, 2004, the Company prospectively waived collection of all interest on the loans in excess of 3.16 percent per annum, which was the "Mid-Term Applicable Federal Rate" for May 2004.

Use of the Company's Common Stock to Pay Loan Balances – The Company may consider receiving shares of our common stock as payment on the loans, which were previously only payable in cash.

Elimination of the Prepayment Penalty – The Company waived its right to charge or collect any prepayment penalty on the management common stock loans.

These modifications, including the reduction of the loan program interest rate, were not applied

retroactively and participants remain obligated to pay interest previously accrued using the original interest rate. Also during fiscal 2005, our Board of Directors approved loan modifications for a former executive officer and a former director substantially similar to loan modifications previously granted to other loan participants in the management stock loan program as described above.

Prior to the May 2004 modifications, we accounted for the loans and the corresponding shares using a loan-based accounting model. However, due to the nature of the May 2004 modifications, we reevaluated the accounting for the management stock loan program. Based upon relevant accounting guidance, we determined that the management common stock loans should be accounted for as non-recourse stock compensation instruments. While this accounting treatment does not alter the legal rights associated with the loans to the employees as described above, the modifications to the terms of the loans were deemed significant enough to adopt the non-recourse accounting model. Accordingly, the remaining carrying value of the notes and interest receivable related to financing common stock purchases by related parties, which totaled $7.6 million prior to the loan term modifications, was reduced to zero with a corresponding reduction in additional paid-in capital. Since the Company was unable to exercise control over the underlying management common stock loan shares, the loan program shares continued to be included in basic earnings per share (EPS) following the May 2004 modifications.

We currently account for the management common stock loans as equity-classified stock option arrangements. According to share-based accounting rules, additional compensation expense will be recognized only if the Company takes action that constitutes a modification which increases the fair value of the arrangements. This accounting treatment also precludes us from reversing the amounts expensed as additions to the loan loss reserve, totaling $29.7 million, which were recorded in prior periods.

During fiscal 2006, the Company offered participants in the management common stock loan program the opportunity to formally modify the terms of their loans in exchange for placing their shares of common stock purchased through the loan program in an escrow account that allows the Company to have a security interest in the loan program shares. The key modifications to the management common stock loans for the participants accepting the fiscal 2006 offer were as follows:

Modification of Promissory Note – The management stock loan due date was changed to be the earlier of (a) March 30, 2013, or (b) the Breakeven Date as defined by the May 2004 modifications. The interest rate on the loans increased from 3.16 percent compounded annually to 4.72 percent compounded annually.

Redemption of Management Loan Program Shares – The Company has the right to redeem the shares on the due date in satisfaction of the promissory notes as follows:

- On the Breakeven Date, the Company has the right to purchase and redeem from the loan participants the number of loan program shares necessary to satisfy the participant's obligation under the promissory note. The redemption price for each such loan program share will be equal to the closing price of our common stock on the Breakeven Date.

- If our common stock has not closed at or above the breakeven price on or before March 30, 2013, the Company has the right to purchase and redeem from the participants all of their loan program shares at the closing price on that date as partial payment on the participant's obligation.

The fiscal 2006 modifications were intended to give the Company a measure of control over the outstanding loan program shares and to facilitate payment of the loans should the market value of our common stock equal the principal and accrued interest on the management stock loans. If a loan participant declined the offer to modify their management stock loan, their loan will continue to have the same terms and conditions that were previously approved in May 2004 by our Board of Directors, and their loans will be due at the earlier of March 30, 2008 or the Breakeven Date. Consistent with the May 2004 modifications, stock loan participants will be unable to realize a gain on the loan program shares unless they pay cash to satisfy the

promissory note obligation prior to the due date. As of the closing date of the extension offer, which was substantially completed in June 2006, management stock loan participants holding approximately 3.5 million shares, or 94 percent of the remaining loan shares, elected to accept the extension offer and placed their management stock loan shares into the escrow account. The Company is currently in the process of collecting amounts due from participants that declined to place their shares in the escrow account during fiscal 2006.

As a result of this modification, we reevaluated the accounting treatment regarding the loan shares and their inclusion in Basic EPS. Since the management stock loan shares held in the escrow account continue to have the same income participation rights as other common shareholders, we determined that the escrowed loan shares are participating securities. As a result, the management loan shares are included in the calculation of basic EPS in periods of net income and excluded from basic EPS in periods of net loss.

During fiscal 2009, the effective interest rate on the management stock loans was reduced to 1.65 percent, compounded annually, which was the "Mid-Term Applicable Federal Rate" on the date of the interest rate change.

M. Sean Covey, David M.R. Covey, and C. Todd Davis were among the approximately 147 participants in our management stock loan program since March 2000 and, under that program, these individuals owed the Company $759,417 (51,970 shares), $270,597 (18,518 shares), and $192,037 (13,142 shares), respectively, in December 2009. To settle the loans, they each surrendered their loan shares, which were valued at market on the date of surrender, to the Company in partial payment of their loans and we collected or forgave the remaining loan balances. David M.R. Covey paid the remaining balance owing on his management loan in cash during the quarter ended February 27, 2010. To the extent necessary, we also paid the listed persons a bonus to cover the related taxes that were incurred as a result of this action.

Shawn D. Moon was also a participant in our management stock loan program, and under that plan owed the Company $1,126,595 (for 75,865 shares) at November 30, 2010. To settle the loan, he surrendered his loan shares (valued at market) to the Company in partial payment of the loan and we forgave the remaining loan balance.

The inability of the Company to collect all, or a portion, of the management stock loans could have an adverse impact upon our financial position and cash flows compared to full collection of the loans.

12. Financial Instruments

Fair Value of Financial Instruments

The book value of our financial instruments at August 31, 2011 and 2010 approximated their fair values. The assessment of the fair values of our financial instruments is based on a variety of factors and assumptions. Accordingly, the fair values may not represent the actual values of the financial instruments that could have been realized at August 31, 2011 or 2010, or that will be realized in the future, and do not include expenses that could be incurred in an actual sale or settlement. The following methods and assumptions were used to determine the fair values of our financial instruments, none of which were held for trading or speculative purposes:

Cash, Cash Equivalents, and Accounts Receivable – The carrying amounts of cash, cash equivalents, and accounts receivable approximate their fair values due to the liquidity and short-term maturity of these instruments.

Other Assets – Our other assets, including notes receivable, were recorded at the net realizable value of estimated future cash flows from these instruments.

Debt Obligations – At August 31, 2011, our debt obligations consisted of a variable-rate line of credit and a variable term loan with a two year maturity. The interest rate on these obligations is variable and is adjusted to reflect current market interest rates that would be available to us for a similar instrument. In addition, the line of credit agreement is renewed on an annual basis and the terms are reflective of current market conditions. As a result, the carrying value of the obligations on the line of credit and term loan approximate their fair value.

Derivative Instruments

During the normal course of business, we are exposed to fluctuations in foreign currency exchange rates due to our international operations and interest rates. To manage risks associated with foreign currency exchange and interest rates, we make limited use of derivative financial instruments. Derivatives are financial instruments that derive their value from one or more underlying financial instruments. As a matter of policy, our derivative instruments are entered into for periods that do not exceed the related underlying exposures and do not constitute positions that are independent of those exposures. In addition, we do not enter into derivative contracts for trading or speculative purposes, nor were we party to any leveraged derivative instrument. The notional amounts of derivatives do not represent actual amounts exchanged by the parties to the instrument and thus, are not a measure of exposure to the Company through its use of derivatives. Additionally, we enter into derivative agreements only with highly rated counterparties.

Foreign Currency Exposure – Due to the global nature of our operations, we are subject to risks associated with transactions that are denominated in currencies other than the United States dollar, as well as the effects of translating amounts denominated in foreign currencies to United States dollars as a normal part of the reporting process. The objective of our foreign currency risk management activities is to reduce foreign currency risk in the consolidated financial statements. In order to manage foreign currency risks, we may make limited use of foreign currency forward contracts and other foreign currency related derivative instruments in the normal course of business. Although we cannot eliminate all aspects of our foreign currency risk, we believe that our strategy, which may include the use of derivative instruments, can reduce the impacts of foreign currency related issues on our consolidated financial statements.

During the fiscal years ended August 31, 2010 and 2009, we utilized foreign currency forward contracts to manage the volatility of certain intercompany financing transactions and other transactions that are denominated in foreign currencies. Because these contracts did not meet specific hedge accounting requirements, gains and losses on these contracts, which expire on a quarterly basis, are recognized in selling, general, and administrative expense, and are used to offset a portion of the gains or losses of the related accounts. The gains and losses on these contracts had the following impact on the periods indicated (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Losses on foreign exchange contracts	$ -	$ (240)	$ (321)
Gains on foreign exchange contracts	-	-	105
Net losses on foreign exchange contracts	$ -	$ (240)	$ (216)

Interest Rate Risk Management – Due to the limited nature of our interest rate risk, we do not make regular use of interest rate derivatives, and we were not a party to any interest rate derivative instruments during the fiscal years ended August 31, 2011, 2010, or 2009.

13. Share-Based Compensation Plans

Overview

We utilize various share-based compensation plans as integral components of our overall compensation and associate retention strategy. Our shareholders have approved various stock incentive plans that permit us to grant performance awards, unvested share awards, stock options, and employee stock purchase plan (ESPP) shares. In addition, our Board of Directors and shareholders may, from time to time, approve fully vested share awards. Our share-based compensation plans are overseen and approved by the Organization and Compensation Committee of the Board of Directors (the Compensation Committee). At August 31, 2011, our stock option incentive plan, which permits the granting of performance awards, unvested stock awards to non-employee members of the Board of Directors and employees, and incentive stock options had approximately 1,074,000 shares available for granting. Our 2004 ESPP plan had approximately 670,000 shares authorized for purchase by plan participants. The total cost of our share-based compensation plans for the fiscal years ended August 31, 2011, 2010, and 2009 were as follows (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Performance awards	$ 827	$ 327	$ -
Stock options	820	261	-
Fully vested share awards	669	-	-
Unvested share awards	411	458	427
Compensation cost of the ESPP	61	53	41
	$ 2,788	$ 1,099	$ 468

The compensation cost of our share-based compensation plans was included in selling, general, and administrative expenses in the accompanying consolidated statements of operations, and no share-based compensation was capitalized during fiscal years 2011, 2010, or 2009. We generally issue shares of common stock for our share-based compensation plans from shares held in treasury. The following is a description of our share-based compensation plans.

Performance Awards

Common Stock Price Performance Award – On July 15, 2011, the Compensation Committee approved a share-based compensation plan that will allow certain members of our management team to receive shares of the Company's common stock if the price of our common stock averages $17.00 per share or higher over a five-day period. If the price of our common stock achieves this level on or before July 15, 2014, 100 percent of the awarded shares will vest. If the price of our common stock reaches the target from July 16, 2014 through July 15, 2016, only 50 percent of the performance shares will vest. No shares will vest if the price target is met subsequent to July 16, 2016. We believe that this award program will increase shareholder value as shares will only be awarded to participants if the Company's share price significantly increases over a relatively short period of time.

Performance awards for 294,158 shares were granted in fiscal 2011 under this program and additional shares are expected to be granted in fiscal 2012 and 2013 as a part of this performance award.

Since this performance award has a market-based vesting condition, the fair value and expected term of this award was determined using a Monte Carlo simulation valuation model. The following assumptions were made in estimating the fair value of this market-based performance award:

Model Input	Value
Grant date share price per share	$ 11.34
Volatility	49.83%
Dividend yield	0.0%
Risk-free rate	1.48%

The fair value of this performance award was determined to be $2.6 million, which is being amortized over 0.9 years. At August 31, 2011, there was $2.2 million of unrecognized compensation cost associated with this performance award.

Long-Term Incentive Plan – Our shareholders have approved a performance based long-term incentive plan (the LTIP) that provides for grants of share-based performance awards to certain managerial personnel and executive management as directed by the Compensation Committee. The number of common shares that eventually vest and are issued to LTIP participants is variable and is based entirely upon the achievement of specified financial performance objectives during a defined performance period. Due to the variable number of common shares that may be issued under the LTIP, we reevaluate our LTIP grants on a quarterly basis and adjust the number of shares expected to be issued based upon actual and estimated financial results of the Company compared to the performance goals set for the award. Adjustments to the number of shares awarded, and to the corresponding compensation expense, are made on a cumulative basis at the adjustment date based upon the estimated probable number of common shares to be issued.

During fiscal 2010, the Compensation Committee approved the fiscal 2010 LTIP award, which includes the following key terms:

- Target Number of Shares Expected to Vest at August 31, 2012 – 232,576 shares
- Vesting Dates – August 31, 2012, February 28, 2013, and August 31, 2013
- Grant Date Fair Value of Common Stock – $5.28 per share

The fiscal 2010 LTIP has a four-year performance period, but has three vesting dates if certain financial

measures are achieved during the performance period. Therefore, we record compensation expense based on the estimated number of shares expected to be issued at each of the vesting dates. During fiscal 2011, the Compensation Committee determined to cancel the 2010 LTIP for some of the participants since the amount of the awards would have been additive to their total targeted compensation and these participants were included in the new common stock price performance award as described above. This action canceled 35,039 targeted shares and the cumulative adjustment to reverse previously recorded compensation expense totaled approximately $66,000. Combined with the departure of two executive team members in August 2010, the targeted number of shares to be awarded under the terms of the fiscal 2010 LTIP is now 182,385 shares. The reevaluation of the fiscal 2010 LTIP at August 31, 2011 resulted in an insignificant cumulative adjustment to compensation expense.

Stock Options

We have an incentive stock option plan whereby options to purchase shares of our common stock may be issued to key employees at an exercise price not less than the fair market value of the Company's common stock on the date of grant. The term, not to exceed ten years, and exercise period of each incentive stock option awarded under the plan are determined by the Compensation Committee.

Information related to our stock option activity during the fiscal year ended August 31, 2011 is presented below:

	Number of Stock Options	Weighted Avg. Exercise Price Per Share	Weighted Avg. Remaining Contractual Life (Years)	Aggregate Intrinsic Value (thousands)
Outstanding at August 31, 2010	482,000	$10.86		
Granted	250,000	11.25		
Exercised	(35,000)	8.00		
Forfeited	(22,000)	7.87		
Outstanding at August 31, 2011	675,000	$11.25	8.8	$ 88
Options vested and exercisable at August 31, 2011	-	$ -	-	$ -

During fiscal 2010, our Compensation Committee awarded the Chief Executive Officer (CEO) and Chief Financial Officer (CFO) options to purchase 500,000 shares and 175,000 shares of our common stock, respectively. However, subsequent to filing our annual report on Form 10-K, we determined that our existing stock incentive plan did not allow for option grants in excess of 250,000 shares in one year. Therefore, we regard the option grant in 2010 to be for 250,000 shares and the CEO was awarded an additional 250,000 options during fiscal 2011. The impact of this oversight was immaterial to the fiscal 2010 financial statements.

The stock options awarded in fiscal 2011 and fiscal 2010 each have a contractual life of 10 years and are divided into four equal tranches with exercise prices of $9.00 per share, $10.00 per share, $12.00 per share, and $14.00 per share. The options vest upon resolution of the management common stock loan program, subject to Board of Director approval of the resolution, which was determined to be a market vesting condition based upon our common stock price. Accordingly, the fair value of these stock options was determined using a Monte Carlo simulation with an embedded Black-Scholes valuation model. The following assumptions were used to estimate the stated fair value of the stock options awarded during the fiscal years ended August 31, 2011 and 2010 (fair value of the options is stated in thousands):

Model Input	Fiscal 2011 Stock Options	Fiscal 2010 Stock Options
Grant date share price per share	$ 8.43	$ 5.28
Volatility	59.02%	51.47%
Dividend yield	0.0%	0.0%
Risk-free rate	0.7%	1.57%
Fair value of award	$ 756	$ 493
Estimated time to vest (years)	0.9	1.8

At August 31, 2011, there was $0.2 million of unrecognized compensation expense related to these stock options. The following additional information applies to our stock options outstanding at August 31, 2011:

Exercise Prices	Number Outstanding at August 31, 2011	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Options Exercisable at August 31, 2011	Weighted Average Exercise Price
$9.00	168,750	8.8	$9.00	-	$ -
10.00	168,750	8.8	10.00	-	-
12.00	168,750	8.8	12.00	-	-
14.00	168,750	8.8	14.00	-	-
	675,000			-	

Stock options exercised during fiscal 2011 were settled using the net share method by issuing 4,061 shares of our common stock and we therefore did not receive any proceeds from these instruments. The Company received proceeds totaling approximately $7,000 in fiscal 2009 from the exercise of common stock options. No stock options were exercised during fiscal 2010. The intrinsic value of stock options exercised was $36,750 and $2,500 for the fiscal years ended August 31, 2011 and 2009. No stock options vested during the fiscal years ended August 31, 2011, 2010, or 2009.

Fully Vested Stock Awards

During fiscal 2011, the Compensation Committee approved two fully vested share awards. The fair value of these fully vested share awards was calculated by multiplying the number of shares awarded by the closing price of the Company's common share price on the date of grant.

Executive Leadership Award – During the fourth quarter of fiscal 2011, the Compensation Committee approved a share-based award for three members of our executive team for strong financial performance during the fiscal year. The target award totaled 72,134 shares of which 48,049 shares were approved and granted as fully vested shares (the remaining shares were issued as unvested awards—refer to the discussion below). The resulting share-based compensation expense of $0.5 million was recorded on the date of grant.

Client Partner and Consultant Award – During fiscal 2011 we implemented a new fully vested share-based award program that is designed to reward client partners and consultants for exceptional performance. The program grants 2,000 shares of common stock to each client partner or consultant who has sold or delivered over $20.0 million in cumulative sales over their career. In fiscal 2011, eight individuals qualified for the award and 16,000 shares in total were issued to these individuals. Accordingly, we expensed $0.1 million of share-based compensation cost for these awards during fiscal 2011. We anticipate that only a limited number of client partners or consultants may qualify for this award in future years. Due to the immateriality of expected awards in future periods, we have not recorded an obligation for future awards at August 31, 2011.

Unvested Stock Awards

The fair value of our unvested stock awards is calculated by multiplying the number of shares awarded by the closing market price of our common stock on the date of the grant. The corresponding compensation cost of unvested stock awards is amortized to selling, general, and administrative expense on a straight-line basis over the vesting period of the award. The following is a description of our unvested stock awards granted to non-employee members of our Board of Directors and to our employees.

Annual Board of Director Award – This award, which is administered under the terms of the Franklin Covey Co. Second Amended and Restated 1992 Stock Incentive Plan, is designed to provide our non-employee directors, who are not eligible to participate in our employee stock incentive plan, an opportunity to obtain an interest in the Company through the acquisition of shares of our common stock. For awards granted after fiscal 2008, each eligible director is entitled to receive a whole-share grant equal to $40,000 with a one-year vesting period, which is generally granted in January (following the Annual Shareholders' Meeting) of each year. Shares granted under the terms of this annual award subsequent to fiscal 2008 are ineligible to be voted or participate in any common stock dividends until they are vested.

Under the terms of this award, we issued 37,960 shares, 61,064 shares, and 66,112 shares of our common stock to eligible members of the Board of Directors during the fiscal years ended August 31, 2011, 2010, and 2009. The fair value of the shares awarded to the directors was $0.3 million for each fiscal year as calculated on the grant date of the award. The corresponding compensation cost is being recognized over the vesting period of the awards, which is one year for all awards granted after fiscal 2008. The cost of the common stock issued from treasury for these awards was $0.6 million, $0.9 million, and $0.9 million in fiscal years 2011, 2010, and 2009.

Executive Leadership Award – During the fourth quarter of fiscal 2011, the Compensation Committee approved a share-based award for three members of our executive team for strong financial performance during the fiscal year. The target award totaled 72,134 shares of which 24,085 shares were approved and granted as unvested shares (the remaining shares were issued as fully vested awards—refer to the discussion above). The unvested award has a specified earnings performance condition, which was achieved at August 31, 2011, and a one-year service condition that started once the earnings condition was met. If the executive team member leaves prior to the completion of the one-year service period, the award is forfeited. The compensation cost of this award totaled $0.3 million, which is being recognized over 1.2 years.

The following information applies to our unvested stock awards for the fiscal year ended August 31, 2011:

	Number of Shares	Weighted-Average Grant-Date Fair Value Per Share
Unvested stock awards at August 31, 2010	97,064	$ 6.08
Granted	62,005	9.56
Forfeited	-	-
Vested	(97,064)	6.08
Unvested stock awards at August 31, 2011	62,005	$ 9.56

At August 31, 2011, there was $0.3 million of unrecognized compensation cost related to unvested stock awards, which is expected to be recognized over the weighted-average vesting period of approximately seven months. The total recognized tax benefit from unvested stock awards totaled $0.1 million, $0.2 million, and $0.2 million for the fiscal years ended August 31, 2011, 2010, and 2009, respectively. The intrinsic value of our unvested stock awards at August 31, 2011 was $0.6 million.

Employee Stock Purchase Plan

The Company has an employee stock purchase plan (ESPP) that offers qualified employees the opportunity to purchase shares of our common stock at a price equal to 85 percent of the average fair market value of our common stock on the last trading day of each quarter. A total of 49,962 shares, 56,475 shares, and 55,448 shares were issued to ESPP participants during the fiscal years ended August 31, 2011, 2010, and 2009, which had a corresponding cost basis of $0.7 million, $0.8 million, and $0.7 million,

respectively. The Company received cash proceeds from the ESPP participants totaling $0.3 million in each of the fiscal years 2011, 2010, and 2009.

14. Acquisition Of Coveylink

Effective December 31, 2008, we acquired the assets of CoveyLink Worldwide, LLC (CoveyLink). CoveyLink conducts seminars and training courses and provides consulting based upon the book *The Speed of Trust* by Stephen M.R. Covey, who is the son of our Vice Chairman of the Board of Directors.

We determined that the CoveyLink operation constituted a business, and we accounted for the acquisition of CoveyLink using the guidance found in Statement of Financial Accounting Standards No. 141, *Business Combinations*. The purchase price was $1.0 million in cash plus or minus an adjustment for specified working capital and the costs necessary to complete the transaction, which resulted in a total initial purchase price of $1.2 million. The previous owners of CoveyLink, which includes Stephen M.R. Covey, are also entitled to earn annual contingent payments based upon earnings growth over the next five years. Based upon the purchase price allocation and evaluation of the assets acquired and liabilities assumed, we recorded a $0.4 million increase in our intangible assets, for the fair value of customer relationships and the practice leader agreement, and $0.5 million of goodwill (Note 5). The entire amount of the acquired goodwill is expected to be deductible for income tax purposes. We also acquired $0.6 million of net accounts receivable, $0.2 million of other assets, and $0.5 million of accounts payable and current accrued liabilities on the acquisition date.

During the fiscal years ended August 31, 2011 and August 31, 2010, we paid $5.4 million and $3.3 million in cash to the former owners of CoveyLink for the first two of five potential annual contingent payments. The annual contingent payments are based on earnings growth over the specified earnings period and were classified as goodwill in our consolidated balance sheets.

Prior to the acquisition date, CoveyLink had granted a non-exclusive license to the Company related to *The Speed of Trust* book and related training courses for which we paid CoveyLink specified royalties. As part of the CoveyLink acquisition, an amended and restated license of intellectual property was signed that granted us an exclusive, perpetual, worldwide, transferable, royalty-bearing license to use, reproduce, display, distribute, sell, prepare derivative works of, and perform the licensed material in any format or medium and through any market or distribution channel.

15. Employee Benefit Plans

Profit Sharing Plans

We have defined contribution profit sharing plans for our employees that qualify under Section 401(k) of the Internal Revenue Code. These plans provide retirement benefits for employees meeting minimum age and service requirements. Qualified participants may contribute up to 75 percent of their gross wages, subject to certain limitations. These plans also provide for matching contributions to the participants that are paid by the Company. The matching contributions, which were expensed as incurred, totaled $1.2 million, $0.9 million, and $0.9 million during the fiscal years ended August 31, 2011, 2010, and 2009. We do not sponsor or participate in any defined benefit pension plans.

Deferred Compensation Plan

We have a non-qualified deferred compensation (NQDC) plan that provided certain key officers and employees the ability to defer a portion of their compensation until a later date. Deferred compensation amounts used to pay benefits were held in a "rabbi trust," which invested in insurance contracts, various mutual funds, and shares of our common stock as directed by the plan participants. However, due to legal changes resulting from the American Jobs Creation Act of 2004, we determined to cease compensation deferrals to the NQDC plan after December 31, 2004. Following the cessation of deferrals to the NQDC plan, the number of participants remaining in the plan declined steadily,

and during the fourth quarter of fiscal 2009 our Board of Directors decided to partially terminate the NQDC plan. Following this decision, all of the plan's assets were liquidated, the plan's liabilities were paid, and the only remaining items in the NQDC plan are shares of our common stock owned by the remaining plan participants. At August 31, 2011 and 2010, the cost basis of the shares of our common stock held by the rabbi trust was $0.4 million.

16. Income Taxes

The (provision) benefit for income taxes from continuing operations consisted of the following (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Current:			
Federal	$ -	$ 454	$ 33
State	(204)	(16)	35
Foreign	(1,643)	(1,555)	(1,812)
	(1,847)	(1,117)	(1,744)
Deferred:			
Federal	430	(1,254)	1,402
State	149	43	53
Foreign	(45)	488	91
Generation of foreign tax credit carryforwards	3,788	-	-
Generation (utilization) of net loss carryforwards	(6,012)	(468)	4,012
Benefit (provision) resulting from the allocation of certain tax items directly to contributed capital	(102)	(176)	-
	(1,792)	(1,367)	5,558
	$ (3,639)	$ (2,484)	$ 3,814

The allocation of total income tax benefit (provision) is as follows (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Continuing operations	$ (3,639)	$ (2,484)	$ 3,814
Other comprehensive income	(310)	229	123
Discontinued operations	-	(440)	(185)
Gain on sale of discontinued operations	-	(854)	-
	$ (3,949)	$ (3,549)	$ 3,752

Income from continuing operations before income taxes consisted of the following (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
United States	$ 7,438	$ 1,127	$(15,229)
Foreign	1,008	53	367
	$ 8,446	$ 1,180	$(14,862)

The differences between income taxes at the statutory federal income tax rate and income taxes from continuing operations reported in our consolidated statements of operations were as follows:

YEAR ENDED AUGUST 31,	2011	2010	2009
Federal statutory income tax rate	35.0%	35.0%	35.0%
State income taxes, net of federal effect	3.7	1.2	2.3
Foreign jurisdictions tax differential	0.3	(4.2)	(1.5)
Tax differential on income subject to both U.S. and foreign taxes	(5.7)	140.6	(5.4)
Uncertain tax positions	3.7	(21.2)	-
Tax on management stock loan interest	3.6	25.9	(2.7)
Non-deductible executive compensation	1.3	26.8	(0.5)
Non-deductible meals and entertainment	1.5	7.4	(0.6)
Other	(0.3)	(0.9)	(0.9)
	43.1%	210.6%	25.7%

We paid significant amounts of withholding tax on foreign royalties during fiscal years 2011, 2010, and 2009. We also recognized taxable income on repatriated earnings from foreign income that are taxed in both foreign and domestic jurisdictions. During fiscal 2011, we concluded that domestic foreign tax credits will be available to offset our fiscal 2011 foreign withholding taxes and U.S. taxes on foreign dividends. However, for fiscal 2010 and fiscal 2009 we concluded that no domestic foreign tax credits were available to offset the foreign withholding taxes and the U.S. taxes on foreign dividends.

We accrue taxable interest income on outstanding management common stock loans (Note 11). Consistent with the accounting treatment for these loans, we are not recognizing interest income for book purposes, thus resulting in a permanent book versus tax difference.

The significant components of our deferred tax assets and liabilities were comprised of the following (in thousands):

YEAR ENDED AUGUST 31,	2011	2010
Deferred income tax assets:		
Sale and financing of corporate headquarters	$ 11,171	$ 11,439
Foreign income tax credit carryforward	5,946	2,159
Net operating loss carryforward	4,128	10,795
Impairment of FC Organizational Products note receivable	1,653	1,504
Investment in FC Organizational Products	1,466	1,747
Bonus and other accruals	1,403	821
Deferred compensation	1,003	293
Unearned revenue	784	783
Inventory and bad debt reserves	639	603
Alternative minimum tax carryforward	393	421
Sales returns and contingencies	248	286
Impairment of investment in Franklin Covey Coaching, LLC	46	595
Other	151	146
Total deferred income tax assets	29,031	31,592
Less: valuation allowance	(2,159)	(2,159)
Net deferred income tax assets	26,872	29,433
Deferred income tax liabilities:		
Intangibles step-ups - definite lived	(8,866)	(9,812)
Intangibles step-ups - indefinite lived	(8,597)	(8,606)
Property and equipment depreciation	(5,430)	(6,098)
Intangible asset impairment and amortization	(4,319)	(3,454)
Unremitted earnings of foreign subsidiaries	(609)	(386)
Other	(114)	(129)
Total deferred income tax liabilities	(27,935)	(28,485)
Net deferred income taxes	$ (1,063)	$ 948

Deferred income tax amounts are recorded as follows in our consolidated balance sheets (in thousands):

YEAR ENDED AUGUST 31,	2011	2010
Current assets	$ 3,005	$ 2,543
Long-term assets	16	42
Long-term liabilities	(4,084)	(1,637)
Net deferred income taxes	$ (1,063)	$ 948

A federal net operating loss of $33.3 million was generated in fiscal 2003, all of which has been utilized. The federal net operating loss carryforward generated in fiscal 2004 totaled $21.2 million. During fiscal 2011, a total of $16.1 million of the fiscal 2004 loss carryforward was utilized, leaving a remaining loss carryforward from fiscal 2004 of $5.1 million, which expires on August 31, 2024. In fiscal 2009, a federal net operating loss of $9.7 million was generated, which expires on August 31, 2029. The total loss carryforward of $14.8 million includes $2.0 million of deductions applicable to additional paid-in capital that will be credited once all loss carryforward amounts are utilized.

We also have state net operating loss carryforwards generated in various state jurisdictions that expire primarily between August 31, 2012 and August 31, 2024.

Our U.S. foreign income tax credit carryforward of $2.2 million that was generated during fiscal 2002 expires on August 31, 2012. Our U.S. foreign income tax credit carryforward of $3.8 million that was generated during fiscal 2011 expires on August 31, 2021.

Valuation Allowance on Deferred Tax Assets

We have determined that projected future taxable income is adequate to allow for realization of all domestic deferred tax assets, except for the foreign tax credit of $2.2 million generated in fiscal 2002, which expires at August 31, 2012. We considered sources of taxable income, including future reversals of taxable temporary differences, future taxable income exclusive of reversing temporary differences and carryforwards, and reasonable, practical tax-planning strategies to generate additional taxable income. Based on the factors described above, we concluded that realization of our domestic deferred tax assets, except for $2.2 million in foreign tax credit carryforwards, is more likely than not at August 31, 2011.

The table below presents the pre-tax book income, significant book versus tax differences, and taxable income for the years ended August 31, 2011, 2010, and 2009 (in thousands).

YEAR ENDED AUGUST 31,	2011	2010	2009
Domestic pre-tax book income (loss)	$ 7,438	$ 1,745	$(14,593)
Actual and deemed foreign dividends	5,409	2,502	593
Property and equipment depreciation and dispositions	1,766	1,482	1,599
Share-based compensation	1,700	359	227
Changes in accrued liabilities	1,091	(724)	(931)
Disallowed executive compensation	537	755	198
Impairment of note receivable from FC Organizational Products	390	315	3,706
Interest on management common stock loans	376	313	1,133
Unearned revenue	37	1,534	400
Taxable earnings (losses) from FC Organizational Products	(748)	(3,073)	623
Amortization/write-off of intangible assets	(1,274)	(617)	(1,022)
Deduction for foreign income taxes	-	(1,272)	(1,410)
Sale of corporate headquarters campus	(683)	(585)	(530)
Other book versus tax differences	281	232	(152)
	$ 16,320	$ 2,966	$(10,159)

Uncertain Tax Positions

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Beginning balance	$ 3,940	$ 4,225	$ 4,232
Additions based on tax positions related to the current year	6	46	434
Additions for tax positions in prior years	384	173	51
Reductions for tax positions of prior years resulting from the lapse of applicable statute of limitations	-	(425)	(271)
Other reductions for tax positions of prior years	(627)	(79)	(221)
Ending balance	$ 3,703	$ 3,940	$ 4,225

The total amount of unrecognized tax benefits that, if recognized, would affect the effective tax rate is $2.8 million at August 31, 2011 and 2010. Included in the ending balance of gross unrecognized tax benefits is $2.6 million related to individual states' net operating loss carryforwards. Interest and penalties related to uncertain tax positions are recognized as components of income tax expense. The net accruals and reversals of interest and penalties increased income tax expense by an insignificant amount in fiscal 2011, decreased income tax expense by $0.1 million in fiscal 2010, and increased income tax expense by an insignificant amount in fiscal 2009. The balance of interest and penalties included on our consolidated balance sheets at August 31, 2011 and 2010 was $0.1 million. We do not expect significant changes in our unrecognized tax benefits over the next twelve months.

We file United States federal income tax returns as well as income tax returns in various states and foreign jurisdictions. The tax years that remain subject to examinations for our major tax jurisdictions are shown below. Additionally, any net operating losses that were generated in prior years and utilized in these years may be subject to examination.

2004-2011 Canada

2005-2011 Australia

2006-2011 Japan, United Kingdom

2007-2011 United States – state and local income tax

2008-2011 United States – federal income tax

17. Earnings Per Share

Basic earnings per common share (EPS) is calculated by dividing net income or loss by the weighted-average number of common shares outstanding for the period. Diluted EPS is calculated by dividing net income or loss by the weighted-average number of common shares outstanding plus the assumed exercise of all dilutive securities using the treasury stock method or the "if converted" method, as appropriate. Due to modifications to our management stock loan program in prior periods, we determined that the shares of management stock loan participants that were placed in the escrow account are participating securities because they continue to have equivalent common stock dividend rights. Accordingly, these management stock loan shares are included in our basic EPS calculation during periods of net income and excluded from the basic EPS calculation in periods of net loss. Our unvested share awards granted prior to fiscal 2010 also participate in common stock dividends on the same basis as outstanding shares of common stock. However, the impact of the unvested share awards was immaterial to our EPS calculations for the periods presented. The following table presents the computation of our EPS for the periods indicated (in thousands, except per share amounts):

YEAR ENDED AUGUST 31,	2011	2010	2009
Numerator for basic and diluted earnings per share:			
Income (loss) from continuing operations	$ 4,807	$ (1,304)	$ (11,048)
Income from discontinued operations, net of tax	-	548	216
Gain on sale of discontinued operations, net of tax	-	238	-
Net income (loss)	$ 4,807	$ (518)	$ (10,832)
Denominator for basic and diluted earnings per share:			
Basic weighted average shares outstanding[1]	17,106	13,525	13,406
Effect of dilutive securities:			
Stock options and other share-based awards	42	-	-
Common stock warrants[2]	399	-	-
Diluted weighted average shares outstanding	17,547	13,525	13,406
EPS Calculations:			
Income (loss) from continuing operations per share:			
Basic	$ .28	$ (.10)	$ (.82)
Diluted	.27	(.10)	(.82)
Income from discontinued operations, net of tax, per share:			
Basic and diluted	-	.04	.01
Gain on sale of discontinued operations, net of tax, per share:			
Basic and diluted	-	.02	-
Net income (loss) per share:			
Basic	.28	(.04)	(.81)
Diluted	.27	(.04)	(.81)

(1) Since we recognized net income for the fiscal year ended August 31, 2011, basic weighted average shares for that period includes 3.3 million shares of common stock held by management stock loan participants that were placed in escrow. These shares were excluded from basic weighted-average shares for the fiscal years ended August 31, 2010 and 2009.

(2) For the fiscal years ended August 31, 2010 and 2009, the conversion of 6.2 million common stock warrants is not assumed because such conversion would be anti-dilutive.

At August 31, 2011, 2010, and 2009, we had 0.7 million, 0.5 million, and 1.7 million stock options outstanding (Note 13) that were not included in the calculation of diluted weighted average shares outstanding for those periods because the options' exercise prices were greater than the average market price of our common stock or the options were otherwise unexerciseable. We also have 4.3 million common stock warrants outstanding at August 31, 2011 that have an exercise price of $8.00 per share (Note 10). These warrants, which expire in March 2013, and unexercisable stock options described above will have a more pronounced dilutive impact on our EPS calculation in future periods if the market price of our common stock increases.

18. Segment Information

Operating Segment Information

Our sales are primarily comprised of training and consulting sales and related products. Based on the consistent nature of our services and products and the types of customers for these services, we function as a single operating segment. However, to improve comparability with previous periods, operating information for our U.S./Canada, international, and corporate services operations is presented below. Our U.S./Canada operations are responsible for the sale and delivery of our training and consulting services in the United States and Canada. Our international sales group includes the financial results of our foreign offices and royalty revenues from licensees. Our corporate services information includes leasing income and certain corporate operating expenses.

The Company's chief operating decision maker is the CEO, and the primary measurement tool used in business unit performance analysis is earnings before interest, taxes, depreciation, and amortization (EBITDA), which may not be calculated as similarly titled amounts calculated by other companies. For segment reporting purposes, our consolidated EBITDA can be calculated as our income or loss from operations excluding depreciation and amortization charges.

The fiscal 2009 restructuring charge totaled $2.0 million, of which $1.9 million was allocated to the U.S./Canada division and $0.1 million was allocated to the international division. The fiscal 2009 asset impairment charge of $3.6 million was expensed through our corporate operations.

In the normal course of business, we may make structural and cost allocation revisions to our segment information to reflect new reporting responsibilities within the organization. During the fourth quarter of fiscal 2010, we sold the products division of our wholly owned subsidiary in Japan (Note 2). We determined that the operating results of the Japan products division should be presented as discontinued operations and we have excluded the operating results of this discontinued operation from the following table. All prior period segment information has been revised to conform to the most recent classifications and organizational changes. We account for our segment information on the same basis as the accompanying consolidated financial statements.

Enterprise Information
(in thousands)

Fiscal Year Ended August 31, 2011	Sales to External Customers	Gross Profit	EBITDA	Depreciation	Amortization	Segment Assets	Capital Expenditures
U.S./Canada	$ 118,420	$ 71,782	$ 12,947	$ 1,722	$ 3,525	$ 76,152	$ 4,020
International	40,011	31,037	15,068	436	15	10,902	938
Total	158,431	102,819	28,015	2,158	3,540	87,054	4,958
Corporate and eliminations	2,373	655	(9,796)	1,409	-	64,373	507
Consolidated	$ 160,804	$ 103,474	$ 18,219	$ 3,567	$ 3,540	$ 151,427	$ 5,465
Fiscal Year Ended August 31, 2010							
U.S./Canada	$ 98,344	$ 60,367	$ 7,956	$ 1,825	$ 3,746	$ 74,527	$ 1,966
International	35,309	27,148	10,456	352	14	13,205	86
Total	133,653	87,515	18,412	2,177	3,760	87,732	2,052
Corporate and eliminations	3,221	1,556	(6,945)	1,492	-	61,273	60
Consolidated	$ 136,874	$ 89,071	$ 11,467	$ 3,669	$ 3,760	$ 149,005	$ 2,112
Fiscal Year Ended August 31, 2009							
U.S./Canada	$ 83,193	$ 48,808	$ (5,212)	$ 2,304	$ 3,748	$ 75,743	$ 3,397
International	36,385	27,352	11,040	377	13	13,766	343
Total	119,578	76,160	5,828	2,681	3,761	89,509	3,740
Corporate and eliminations	3,556	1,722	(9,375)	1,851	-	54,369	94
Consolidated	$ 123,134	$ 77,882	$ (3,547)	$ 4,532	$ 3,761	$ 143,878	$ 3,834

Capital expenditures in the U.S./Canada segment include $3.1 million, $0.7 million, and $1.8 million of spending on capitalized curriculum during the fiscal years ended August 31, 2011, 2010 and 2009, respectively.

A reconciliation of enterprise EBITDA to consolidated income (loss) from continuing operations before taxes is provided below (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Enterprise EBITDA	$ 28,015	$ 18,412	$ 5,828
Corporate expenses	(9,796)	(6,945)	(9,375)
Consolidated EBITDA	18,219	11,467	(3,547)
Depreciation	(3,567)	(3,669)	(4,532)
Amortization	(3,540)	(3,760)	(3,761)
Consolidated income (loss) from operations	11,112	4,038	(11,840)
Interest income	21	34	27
Interest expense	(2,687)	(2,892)	(3,049)
Income (loss) from continuing operations before income taxes	$ 8,446	$ 1,180	$ (14,862)

Interest expense and interest income are primarily generated at the corporate level and are not allocated. Income taxes are likewise calculated and paid on a corporate level (except for entities that operate in foreign jurisdictions) and are not allocated for analysis purposes.

Corporate assets, such as cash, accounts receivable, and other assets are not generally allocated for business analysis purposes. However, inventories, intangible assets, goodwill, identifiable fixed assets, and certain other assets are allocated for analysis purposes. A reconciliation of enterprise assets to consolidated assets is as follows (in thousands):

AUGUST 31,	2011	2010	2009
Reportable unit assets	$ 87,054	$ 87,732	$ 89,509
Corporate assets	64,421	61,323	54,513
Intercompany accounts receivable	(48)	(50)	(144)
	$ 151,427	$ 149,005	$ 143,878

Enterprise-Wide Information

Our revenues are derived primarily from the United States. However, we also operate wholly-owned offices or contract with licensees to provide products and services in various countries throughout the world. Our consolidated revenues from continuing operations were derived from the following countries (in thousands):

YEAR ENDED AUGUST 31,	2011	2010	2009
Net sales:			
United States	$ 115,709	$ 97,286	$ 82,437
Japan	17,263	13,935	16,955
Canada	7,080	6,157	6,555
United Kingdom	5,143	5,751	5,235
Australia	5,058	4,545	3,314
China	2,185	1,900	1,652
Brazil/South America	1,122	1,229	1,039
Korea	861	1,028	917
Indonesia	610	461	378
Malaysia	429	361	328
Mexico	395	261	138
Others	4,949	3,960	4,186
	$ 160,804	$ 136,874	$ 123,134

During fiscal 2011, we recognized $16.8 million in sales from our contracts with a division of the United States federal government, which is more than ten percent of our consolidated revenues for the year.

At August 31, 2011, we had sales offices in Australia, Japan, and the United Kingdom. Our long-lived assets were held in the following locations for the periods indicated (in thousands):

AUGUST 31,	2011	2010	2009
United States/ Canada	$ 97,455	$ 96,512	$ 101,335
Japan	1,690	1,962	1,835
United Kingdom	100	145	410
Australia	126	108	156
	$ 99,371	$ 98,727	$ 103,736

Inter-segment sales were immaterial and are eliminated in consolidation.

19. Related Party Transactions

FC Organizational Products

During the fourth quarter of fiscal 2008, we joined with Peterson Partners to create a new company, FC Organizational Products, LLC. This new company purchased substantially all of the assets of our consumer solutions business unit with the objective of expanding the worldwide sales of FC Organizational Products as governed by a comprehensive license agreement between us and FCOP. On the date of the sale closing, we invested approximately $1.8 million to purchase a 19.5 percent voting interest in FCOP, and made a $1.0 million priority capital contribution with a 10 percent return.

We receive reimbursement for certain operating costs, such as warehousing and distribution costs, which are billed to us by third party providers. We also make payments to FCOP for products that we use for our training and consulting services. At August 31, 2011 and 2010, we had $5.7 million and $5.0 million receivable from FCOP, which have been classified in current assets on our consolidated balance sheets. We also owed FCOP $1.2 million and $1.7 million at August 31, 2011 and 2010 for items purchased in the ordinary course of business. These liabilities were classified in accounts payable in the accompanying consolidated balance sheets. Although FCOP is past due on a portion of its receivables, we believe that we will obtain payment from FCOP for these charges. However, the failure of FCOP to make payment on these reimbursable costs may have an adverse impact on our financial position and cash flows.

Based on the terms of the sale transaction, we were entitled to receive a $1.2 million adjustment for working capital delivered on the closing date of the sale and to receive $2.3 million as reimbursement for specified costs necessary to complete the transaction. Payment for these costs was originally due in January 2009, but we extended the due date of the payment at FC Organizational Products' request and obtained a promissory note from FCOP for the amount owed, plus accrued interest. The promissory note includes accrued interest through the date of the note, matures on September 30, 2013, and bears interest at 10 percent per year. At the time we received the promissory note from FCOP, we believed that we could obtain payment for the amount owed, based on prior year performance and forecasted financial performance in 2009. However, the financial position of FCOP deteriorated significantly late in fiscal 2009, and the deterioration continued subsequent to August 31, 2009. As a result of this deterioration, the Company reassessed the collectibility of the promissory note. Based on revised expected cash flows and other operational issues, we determined that the promissory note should be impaired at August 31, 2009. Accordingly, we recorded a $3.6 million impaired asset charge and reversed $0.1 million of interest income that was recorded during fiscal 2009 from the working capital settlement and reimbursable transaction cost receivables.

Other Related Party Transactions

The Company pays the Vice-Chairman of the Board of Directors a percentage of the proceeds received for seminars that he presents. During the fiscal years ended August 31, 2011, 2010, and 2009, we expensed charges totaling $0.9 million, $1.4 million, and $1.3 million to the Vice-Chairman for his seminar presentations. We also pay the Vice-Chairman a percentage of the royalty proceeds received from the sale of certain books that were authored by him. During fiscal 2011, 2010, and 2009, we expensed approximately $0.3 million, $50,000, and $0.2 million for royalties to the Vice-Chairman under these agreements. At August 31, 2011 and 2010, we had accrued $1.7 million and $1.2 million payable to the Vice-Chairman under the forgoing agreements. These amounts were included as a component of accrued liabilities in our consolidated balance sheets.

We pay a son of the Vice-Chairman of the Board of Directors, who is also an employee of the Company, a percentage of the royalty proceeds received from the sales of certain books authored by him. During the fiscal years ended August 31, 2011, 2010, and 2009, we expensed $0.1 million, $0.2 million, and $0.1 million to the son of the Vice-Chairman for these royalties and had $0.1 million accrued at August 31, 2011 and 2010 as payable under the terms of this arrangement. These amounts are included in accrued liabilities in our consolidated balance sheets.

During fiscal 2006, we signed a non-exclusive license agreement for certain intellectual property with a son of the Vice-Chairman of the Board of Directors, who was previously an officer of the Company and a member of our Board of Directors. We are required to pay the son of the Vice-Chairman royalties for the use of certain intellectual property developed by the son of the Vice-Chairman. The amount expensed for these royalties due to the son of the Vice-Chairman totaled $1.1 million, $1.1 million, and $0.5 million during the fiscal years ended August 31, 2011, 2010, and 2009, respectively. During fiscal 2009, we acquired CoveyLink (Note 14), which was owned by this son of the Vice-Chairman, and signed an amended license agreement as well as a speaker services agreement. Based on the provisions of the speakers' services agreement, we pay the son of the Vice-Chairman a portion of the speaking revenues received for his presentations. We expensed $1.0 million, $0.8 million, and $0.8 million for payment from these presentations during each fiscal years 2011, 2010 and 2009, which are based upon the concepts found in *The Speed of Trust*, which was authored by this son of the Vice-Chairman. We had $0.3 million and $0.1 million accrued for these fees at August 31, 2011 and 2010. These amounts are included in accrued liabilities in our consolidated balance sheets.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

An evaluation was conducted under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, as of the end of the period covered by this report.

Based on this evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Management's Report on Internal Control Over Financial Reporting

The management of Franklin Covey Co. is responsible for establishing and maintaining adequate internal control over financial reporting for the Company (including its consolidated subsidiaries) and all related information appearing in the Company's annual report on Form 10-K. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
2. provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with the authorization of management and/or of our Board of Directors; and
3. provide reasonable assurance regarding the prevention or timely detection of any unauthorized acquisition, use or disposition of our assets that could have a material effect on our 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 in 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.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting using the criteria set forth in *Internal Control-Integrated Framework* as issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon this evaluation, our management concluded that our internal control over financial reporting was effective as of the end of the period covered by this annual report on Form 10-K.

Our independent registered public accounting firm, Ernst & Young LLP, has audited the consolidated financial statements included in this annual report on Form 10-K and, as part of their audit, has issued an audit report, included herein, on the effectiveness of our internal control over financial reporting. Their report is included in Item 8 of this Report on Form 10-K.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) or 15d-15(f)) during the fourth quarter ended August 31, 2011 that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

ITEM 9B. OTHER INFORMATION

There was no information to be disclosed in a current Report on Form 8-K during fourth quarter of fiscal 2011 that was not previously reported.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Certain information required by this Item is incorporated by reference to the sections entitled "Nominees for Election to the Board of Directors," "Executive Officers," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance," and "Board of Director Meetings and Committees" in our definitive Proxy Statement for the annual meeting of shareholders, which is scheduled to be held on January 27, 2012. The definitive Proxy Statement will be filed with the Securities and Exchange Commission pursuant to Regulation 14A of the Securities Exchange Act of 1934, as amended.

The Board of Directors has determined that one of the Audit Committee members, Robert Daines, is a "financial expert" as defined in Regulation S-K 407(d)(5) adopted under the Securities Exchange Act of 1934, as amended. Our Board of Directors has determined that Mr. Daines is an "independent director" as defined by the New York Stock Exchange (NYSE).

We have adopted a code of ethics for our senior financial officers that include the Chief Executive Officer, the Chief Financial Officer, and other members of our financial leadership team. This code of ethics is available on our website at www.franklincovey.com. We intend to satisfy any disclosure requirements under Item 5.05 of Form 8-K regarding amendment to, or waiver from, a provision of this Code of Business Conduct and Ethics by posting such information on our web site at the address and location specified above.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item is incorporated by reference to the sections entitled "Compensation Discussion and Analysis," "Compensation Committee Interlocks and Insider Participation," and "Compensation Committee Report" in our definitive Proxy Statement for the annual meeting of shareholders, which is scheduled to be held on January 27, 2012.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Plan Category	[a] Number of securities to be issued upon exercise of outstanding options, warrants, and rights	[b] Weighted-average exercise price of outstanding options, warrants, and rights	[c] Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column [a])
	(in thousands)		*(in thousands)*
Equity compensation plans approved by security holders[1][4]	1,177[2]	$11.25	1,963[3]

(1) Excludes 62,005 shares of unvested (restricted) stock awards and stock units that are subject to forfeiture.

(2) Amount includes 501,892 performance share awards that are expected to be awarded under the terms of a Board of Director approved long-term incentive plans (LTIP). The number of shares eventually awarded to LTIP participants is variable and based upon the achievement of specified financial performance goals related to cumulative operating income. The weighted average exercise price of outstanding options, warrants, and rights does not take the LTIP awards into account. For further information on our share-based compensation plans, refer to the notes to our financial statements as presented in Item 8 of this report.

(3) Amount is based upon the number of LTIP shares expected to be awarded at August 31, 2011 and may change in future periods based upon the achievement of specified goals and revisions to estimates.

(4) At August 31, 2011, we had approximately 670,000 shares authorized for purchase by participants in our Employee Stock Purchase Plan.

The remaining information required by this Item is incorporated by reference to the section entitled "Principal Holders of Voting Securities" in our definitive Proxy Statement for the annual meeting of shareholders, which is scheduled to be held on January 27, 2012.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated by reference to the section entitled "Certain Relationships and Related Transactions" and "Corporate Governance" in our definitive Proxy Statement for the annual meeting of shareholders, which is scheduled to be held on January 27, 2012.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item is incorporated by reference to the section entitled "Principal Accountant Fees" in our definitive Proxy Statement for the annual meeting of shareholders, which is scheduled to be held on January 27, 2012.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) List of documents filed as part of this report:

1. *Financial Statements.* The consolidated financial statements of the Company and Report of Independent Registered Public Accounting Firm thereon included in the Annual Report to Shareholders on Form 10-K for the year ended August 31, 2011, are as follows:

   Report of Independent Registered Public Accounting Firm

   Consolidated Balance Sheets at August 31, 2011 and 2010

   Consolidated Statements of Operations and Statements of Comprehensive Income (Loss) for the years ended August 31, 2011, 2010, and 2009

   Consolidated Statements of Shareholders' Equity for the years ended August 31, 2011, 2010, and 2009

   Consolidated Statements of Cash Flows for the years ended August 31, 2011, 2010, and 2009

   Notes to Consolidated Financial Statements

2. *Financial Statement Schedules.*

   Other financial statement schedules are omitted because they are not required or applicable, or the required information is shown in the financial statements or notes thereto, or contained in this report.

3. *Exhibit List.*

Exhibit No.	Exhibit	Incorporated By Reference	Filed Herewith
2.1	Master Asset Purchase Agreement between Franklin Covey Products, LLC and Franklin Covey Co. dated May 22, 2008	(11)	
2.2	Amendment to Master Asset Purchase Agreement between Franklin Covey Products, LLC and Franklin Covey Co. dated May 22, 2008	(12)	
3.1	Articles of Restatement dated March 4, 2005 amending and restating the Company's Articles of Incorporation	(4)	
3.2	Amendment to Amended and Restated Articles of Incorporation of Franklin Covey (Appendix C)	(7)	
3.3	Amended and Restated Bylaws of the Registrant	(1)	
4.1	Specimen Certificate of the Registrant's Common Stock, par value $.05 per share	(2)	
4.2	Stockholder Agreements, dated May 11, 1999 and June 2, 1999	(3)	

4.3	Registration Rights Agreement, dated June 2, 1999	(3)
4.4	Restated Shareholders Agreement, dated as of March 8, 2005, between the Company and Knowledge Capital Investment Group	(4)
4.5	Restated Registration Rights Agreement, dated as of March 8, 2005, between the Company and Knowledge Capital Investment Group	(4)
10.1*	Amended and Restated 2004 Employee Stock Purchase Plan	(10)
10.2*	Forms of Nonstatutory Stock Options	(1)
10.3	Warrant, dated March 8, 2005, to purchase 5,913,402 shares of Common Stock issued by the Company to Knowledge Capital Investment Group	(4)
10.4	Form of Warrant to purchase shares of Common Stock to be issued by the Company to holders of Series A Preferred Stock other than Knowledge Capital Investment Group	(4)
10.5	Master Lease Agreement between Franklin SaltLake LLC (Landlord) and Franklin Development Corporation (Tenant)	(5)
10.6	Purchase and Sale Agreement and Escrow Instructions between Levy Affiliated Holdings, LLC (Buyer) and Franklin Development Corporation (Seller) and Amendments	(5)
10.7	Redemption Extension Voting Agreement between Franklin Covey Co. and Knowledge Capital Investment Group, dated October 20, 2005	(6)
10.8	Agreement for Information Technology Services between each of Franklin Covey Co., Electronic Data Systems Corporation, and EDS Information Services LLC, dated April 1, 2001	(8)
10.9	Additional Services Addendum No. 1 to Agreement for Information Technology Services between each of Franklin Covey Co., Electronic Data Systems Corporation, and EDS Information Services LLC, dated June 30, 2001	(8)
10.10	Amendment No. 2 to Agreement for Information Technology Services between each of Franklin Covey Co., Electronic Data Systems Corporation, and EDS Information Services LLC, dated June 30, 2001	(8)
10.11	Amendment No. 6 to the Agreement for Information Technology Services between each of Franklin Covey Co., Electronic Data Systems Corporation, and EDS Information Services L.L.C. dated April 1, 2006	(9)
10.12	Master License Agreement between Franklin Covey Co. and Franklin Covey Products, LLC	(13)

10.13	Supply Agreement between Franklin Covey Products, LLC and Franklin Covey Product Sales, Inc.	(13)
10.14	Master Shared Services Agreement between The Franklin Covey Products Companies and the Shared Services Companies	(13)
10.15	Amended and Restated Operating Agreement of Franklin Covey Products, LLC	(13)
10.16	Sublease Agreement between Franklin Development Corporation and Franklin Covey Products, LLC	(13)
10.17	Sub-Sublease Agreement between Franklin Covey Co. and Franklin Covey Products, LLC	(13)
10.18	General Services Agreement between Franklin Covey Co. and Electronic Data Systems (EDS) dated October 27, 2008	(14)
10.19	Asset Purchase Agreement by and Among Covey/Link LLC, CoveyLink Worldwide LLC, Franklin Covey Co., and Franklin Covey Client Sales, Inc. dated December 31, 2008	(15)
10.20	Amended and Restated License of Intellectual Property by and Among Franklin Covey Co. and Covey/Link LLC, dated December 31, 2008	(15)
10.21*	Franklin Covey Co. Second Amended and Restated 1992 Stock Incentive Plan	(16)
10.22	Amended and Restated Credit Agreement by and between JPMorgan Chase Bank, N.A. and Franklin Covey Co., dated March 14, 2011	(17)
10.23	Amended and Restated Security Agreement by and among Franklin Covey Co., Franklin Development Corporation, Franklin Covey Travel Inc., Franklin Covey Client Sales, Inc., and JPMorgan Chase Bank, N.A., dated March 14, 2011	(17)
10.24	Amended and Restated Repayment Guaranty by and among Franklin Development Corporation, Franklin Covey Travel Inc., Franklin Covey Client Sales, Inc., and JPMorgan Chase Bank, N.A., dated March 14, 2011	(17)
10.25	Amended and Restated Secured Promissory Note between Franklin Covey Co. and JPMorgan Chase Bank, N.A. for $10.0 million revolving loan, dated March 14, 2011	(17)
10.26	Amended and Restated Secured Promissory Note between Franklin Covey Co. and JPMorgan Chase Bank, N.A. for $5.0 million term loan, dated March 14, 2011	(17)
10.27	Agreement dated July 26, 2011, between Franklin Covey Co., and Knowledge Capital Investment Group	(18)

21	Subsidiaries of the Registrant	★★
23.1	Consent of Independent Registered Public Accounting Firm	★★
23.2	Consent of Independent Registered Public Accounting Firm	★★
31.1	Rule 13a-14(a) Certification of the Chief Executive Officer	★★
31.2	Rule 13a-14(a) Certification of the Chief Financial Officer	★★
32	Section 1350 Certifications	★★

(1) Incorporated by reference to Registration Statement on Form S-1 filed with the Commission on April 17, 1992, Registration No. 33-47283.
(2) Incorporated by reference to Amendment No. 1 to Registration Statement on Form S-1 filed with the Commission on May 26, 1992, Registration No. 33-47283.
(3) Incorporated by reference to Schedule 13D (CUSIP No. 534691090 as filed with the Commission on June 14, 1999). Registration No. 005-43123.
(4) Incorporated by reference to Report on Form 8-K filed with the Commission on March 10, 2005.**
(5) Incorporated by reference to Report on Form 8-K filed with the Commission on June 27, 2005.**
(6) Incorporated by reference to Report on Form 8-K filed with the Commission on October 24, 2005.**
(7) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A filed with the Commission on December 12, 2005.**
(8) Incorporated by reference to Report on Form 10-Q filed July 10, 2001, for the quarter ended May 26, 2001.**
(9) Incorporated by reference to Report on Form 8-K filed with the Commission on April 5, 2006.**
(10) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A filed with the Commission on February 1, 2005.**
(11) Incorporated by reference to Report on Form 8-K/A filed with the Commission on May 29, 2008.**
(12) Incorporated by reference to Report on Form 10-Q filed July 10, 2008, for the Quarter ended May 31, 2008.**
(13) Incorporated by reference to Report on Form 8-K filed with the Commission on July 11, 2008.**
(14) Incorporated by reference to Report on Form 10-K filed with the Commission on November 14, 2008.**
(15) Incorporated by reference to Report on Form 10-Q filed with the Commission on April 9, 2009.**
(16) Incorporated by reference to Definitive Proxy Statement on Form DEF 14A (Appendix A) filed with the Commission on December 15, 2010.**
(17) Incorporated by reference to Report on Form 8-K filed with the Commission on March 17, 2011.**
(18) Incorporated by reference to Report on Form 8-K filed with the Commission on July 28, 2011.**
★★ Filed herewith and attached to this report.
* Indicates a management contract or compensatory plan or agreement.
** Registration No. 001-11107.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on November 14, 2011.

FRANKLIN COVEY CO.

By: /s/ ROBERT A. WHITMAN
Robert A. Whitman Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ ROBERT A. WHITMAN Robert A. Whitman	Chairman of the Board and Chief Executive Officer	November 14, 2011
/s/ STEPHEN R. COVEY Stephen R. Covey	Vice-Chairman of the Board	November 14, 2011
/s/ CLAYTON M. CHRISTENSEN Clayton M. Christensen	Director	November 14, 2011
/s/ ROBERT H. DAINES Robert H. Daines	Director	November 14, 2011
/s/ E.J. “JAKE” GARN E.J. “Jake” Garn	Director	November 14, 2011
/s/ DENNIS G. HEINER Dennis G. Heiner	Director	November 14, 2011
/s/ DONALD J. MCNAMARA Donald J. McNamara	Director	November 14, 2011
/s/ JOEL C. PETERSON Joel C. Peterson	Director	November 14, 2011
/s/ E. KAY STEPP E. Kay Stepp	Director	November 14, 2011

Section 302 Certification

I, Robert A. Whitman, certify that:

1. I have reviewed this annual report on Form 10-K of Franklin Covey Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2011

/s/ ROBERT A. WHITMAN

Robert A. Whitman
Chief Executive Officer

Section 302 Certification

I, Stephen D. Young, certify that:

1. I have reviewed this annual report on Form 10-K of Franklin Covey Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 14, 2011

/s/ STEPHEN D. YOUNG

Stephen D. Young
Chief Financial Officer

Certification

In connection with the annual report of Franklin Covey Co. (the "Company") on Form 10-K for the annual period ended August 31, 2011 as filed with the Securities and Exchange Commission (the "Report"), we, Robert A. Whitman, President and Chief Executive Officer of the Company, and Stephen D. Young, Chief Financial Officer of the Company, hereby certify as of the date hereof, solely for purposes of Title 18, Chapter 63, Section 1350 of the United States Code, that to the best of our knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d), as applicable, of the Securities Exchange Act of 1934, and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company at the dates and for the periods indicated.

This Certification has not been, and shall not be deemed, "filed" with the Securities and Exchange Commission.

/s/ ROBERT A. WHITMAN

Robert A. Whitman
Chief Executive Officer
Date: November 14, 2011

/s/ STEPHEN D. YOUNG

Stephen D. Young
Chief Financial Officer
Date: November 14, 2011

Executive Team

Robert A. Whitman
Chairman of the Board of Directors and Chief Executive Officer

Stephen D. Young
Chief Financial Officer and Corporate Secretary

M. Sean Covey
Executive Vice President Global Solutions and Partnership, Education Practice Leader

C. Todd Davis
Executive Vice President Chief People Officer

Shawn D. Moon
Executive Vice President Global Sales and Delivery

Board of Directors

Robert A. Whitman
Chairman of the Board of Directors

Clayton M. Christensen
Director

Robert H. Daines
Director

E.J. "Jake" Garn
Director

Dennis G. Heiner
Director

Donald J. McNamara
Director

Joel C. Peterson
Director

E. Kay Stepp
Director

Shareholder Information

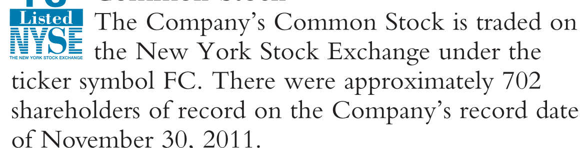
Annual Meeting
We invite shareholders to attend our Annual Meeting of Shareholders at 8:30 a.m. on Friday, January 27, 2012, at the Hyrum W. Smith Auditorium on the Franklin Covey Co. headquarters campus, 2200 West Parkway Boulevard, Salt Lake City, Utah 84119.

Independent Registered Public Accountants
Ernst & Young LLP
178 South Rio Grande Street, Ste 400
Salt Lake City, Utah 84101

Counsel
Dorsey & Whitney LLP
170 South Main Street
Salt Lake City, Utah 84111

Jones Day Reavis & Pogue
222 East 41st Street
New York, New York 10017-6702

Registrar and Transfer Agent
Zions First National Bank, N.A.
Stock Transfer Department
One South Main Street
Salt Lake City, Utah 84111



Common Stock
The Company's Common Stock is traded on the New York Stock Exchange under the ticker symbol FC. There were approximately 702 shareholders of record on the Company's record date of November 30, 2011.

Certifications
The certifications required by Section 302 of the Sarbanes-Oxely Act have been filed as exhibits to the Company's SEC Form 10-K. The most recent certification required by Section 303A.12(a) of the New York Stock Exchange Listed Company Manual has been filed with the New York Stock Exchange without qualification.

Dividend
No dividends have been paid or declared on the Company's common stock.

Requests for Additional Information
Additional financial information is available to shareholders. Requests should be directed to the attention of Investor Relations, Franklin Covey Co., 2200 West Parkway Boulevard, Salt Lake City, Utah 84119-2331, or call at 801-817-1776. Additional information on the Company is available on the Internet at http://www.franklincovey.com.

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FranklinCovey has impacted millions of lives and thousands of organizations around the world. We have direct and licensee offices worldwide.

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India
Indonesia
Ireland
Israel
Italy
Japan
Kenya
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Lithuania
Luxembourg
Malaysia
Mexico
Nepal
Netherlands
New Zealand
Nicaragua
Nigeria
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