

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K**

CURRENT REPORT

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

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): FEBRUARY 22, 2006

**THE ARISTOTLE CORPORATION**  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

0-14669  
(COMMISSION FILE  
NUMBER)

06-1165854  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

96 CUMMINGS POINT ROAD, STAMFORD, CONNECTICUT  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

06902  
(ZIP CODE)

(203) 358-8000  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13a-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

(a)

- 1) On February 22, 2006, The Aristotle Corporation (the “Company”) entered into a Supplemental Employee Retirement Plan Agreement (“SERPA”) with W. Phillip Niemeyer, Vice President - Production Coordination of the Company, and President – Nasco Division. The SERPA, which is effective as of January 1, 2006, provides certain retirement benefits based upon Mr. Niemeyer’s average annual wages and years of service (as defined in the SERPA). Benefits under the SERPA generally accrue from the effective date thereof through the earlier to occur of Mr. Niemeyer’s retirement, disability or termination of employment with the Company. The benefits payable under the SERPA replace, on an equivalent basis, those which otherwise would have been payable under the Company’s defined benefit pension plan, the benefits under which for Mr. Niemeyer were frozen effective December 31, 2005.
- 2) On February 22, 2006, the Company entered into a Supplemental Employee Retirement Plan Agreement (“SERPA”) with Dean T. Johnson, Vice President and Chief Financial Officer of the Company. The SERPA, which is effective as of January 1, 2006, provides certain retirement benefits based upon Mr. Johnson’s average annual wages and years of service (as defined in the SERPA). Benefits under the SERPA generally accrue from the effective date thereof through the earlier to occur of Mr. Johnson’s retirement, disability or termination of employment with the Company. The benefits payable under the SERPA replace, on an equivalent basis, those which otherwise would have been payable under the Company’s defined benefit pension plan, the benefits under which for Mr. Johnson were frozen effective December 31, 2005.

SIGNATURES

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

THE ARISTOTLE CORPORATION  
(Registrant)

By: /s/ H. William Smith

Name: H. William Smith  
Title: Vice President, General Counsel  
and Secretary

Date: February 24, 2006