

Weiner Neil
Form 4
September 14, 2011

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Weiner Neil

2. Issuer Name and Ticker or Trading Symbol
CAMBIUM LEARNING GROUP, INC. [ABCD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
09/12/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O CAMBIUM LEARNING GROUP, INC., 17855 N. DALLAS PARKWAY, SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75287

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Common Stock, \$0.001 par value per share

J⁽¹⁾ 400,000 D \$ 2,521,172 ⁽¹⁾/₍₂₎ I ⁽¹⁾/₍₂₎

By Foxhill Opportunity Master Fund, L.P. and other partnerships and investment accounts ⁽¹⁾/₍₂₎

Common Stock, \$0.001 par value per share	09/12/2011	J ⁽¹⁾	400,000	A	\$ 2.67	2,921,172 ⁽¹⁾ <u>(2)</u>	I ⁽¹⁾ <u>(2)</u>	By Foxhill Opportunity Master Fund, L.P. and other partnerships and investment accounts ⁽¹⁾ <u>(2)</u>
Common Stock, \$0.001 par value per share						14,771	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Weiner Neil C/O CAMBIUM LEARNING GROUP, INC. 17855 N. DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287	X			

Signatures

/s/ Neil Weiner By: Todd W. Buchardt, Esq.,
Attorney-in-Fact

09/14/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On September 12, 2011, Foxhill Opportunity Offshore Fund, Ltd. ("Foxhill Offshore Fund"), a Cayman Islands exempted limited partnership, transferred 400,000 shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc., to KDC Distressed & High Income Master Fund, C.V. ("KDC Fund"), a fund to which Foxhill Capital Partners, LLC ("Foxhill Capital") serves as a sub-adviser. Following the transactions reported herein, Foxhill Offshore Fund and certain affiliated funds, including (1) Foxhill Opportunity Master Fund, L.P. ("Foxhill Master Fund" and, collectively with Foxhill Offshore Fund and the other Foxhill funds, the "Foxhill Funds"), beneficially own an aggregate of 2,521,172 shares of Common Stock, and KDC Fund beneficially owns an aggregate of 400,000 shares of Common Stock.

As the managing member of Foxhill Capital, which is the investment manager of Foxhill Offshore Fund and Foxhill Master Fund and a sub-adviser to KDC Fund, and the managing member of Foxhill Capital (GP), LLC, which is the general partner of one of Foxhill Master Fund's general partners, Neil Weiner (the "Reporting Person") may be deemed to beneficially own the shares of Common Stock (2) beneficially owned by the Foxhill Funds and KDC Fund for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The Reporting Person's interest in the shares of Common Stock reported herein is limited to the extent of his respective pecuniary interest, if any, in the Foxhill Funds and KDC Fund.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.