

CAMBIUM LEARNING GROUP, INC.

Form 8-K

February 11, 2011

**UNITED STATES  
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 11, 2011**

**Cambium Learning Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of  
Incorporation)

**001-34575**

(Commission File Number)

**27-0587428**

(IRS Employer Identification No.)

**17855 N. Dallas Parkway, Suite 400, Dallas, TX**

(Address of Principal Executive Offices)

**75287**

(Zip Code)

Registrant's telephone number, including area code: **(214) 932-9500**

(Former name or former address if changed since last report.)

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 240.13e-4(c))

**Item 8.01. Other Events.**

On February 11, 2011, the Company issued a press release announcing its intention to offer \$175 million aggregate principal amount of senior secured notes due 2017 ( the Notes ) in an offering pursuant to Rule 144A and Regulation S under the Securities Act and enter into a new asset-based revolving credit facility. Pursuant to Rule 135c under the Securities Act, a copy of such press release is attached as Exhibit 99.3 hereto and is incorporated herein by reference.

The press release attached hereto as Exhibit 99.1 shall not constitute an offer to sell, or the solicitation of an offer to buy, any of the Notes, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state. The Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements of the Securities Act and applicable state securities laws. The Notes will be offered inside the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to persons outside the United States in reliance on Regulation S under the Securities Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.**

**Description**

|      |  |
|------|--|
| 99.1 | Press Release, dated February 11, 2011 |
|------|--|

**SIGNATURES**

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

Date: February 11, 2011

CAMBIUM LEARNING GROUP, INC.

By: /s/ Bradley C. Almond  
Bradley C. Almond  
Senior Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

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