

CAMBIUM LEARNING GROUP, INC.

Form 8-K

August 16, 2016

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): August 11, 2016

Cambium Learning Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware                      001-34575    27-0587428  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) Identification No.)

17855 Dallas Parkway, Suite

400, Dallas, Texas                      75287  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (888) 399-1995

Not Applicable

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))
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Item 2.02 Results of Operations and Financial Condition.

On August 11, 2016, Cambium Learning Group, Inc. (the "Company") issued a press release and hosted a conference call announcing its financial results for the three and six months ended June 30, 2016. A copy of the press release and a transcript of the conference call are attached hereto as Exhibit 99.1 and 99.2, respectively.

The information in this current report on Form 8-K and the exhibits attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 — Press Release, dated August 11, 2016

99.2 — Transcript of Cambium Learning Group, Inc.'s earnings conference call held on August 11, 2016

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.

Cambium Learning Group,  
Inc.

August 16, 2016 /s/ Barbara Benson  
Name: Barbara Benson  
Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit Description  
No.

99.1 — Press  
Release,  
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99.2 —  
Transcript  
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