Weiner Neil
Form 4
September 14, 2011

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Weiner Neil

(Last) (First) (Middle)

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

(Street)

DALLAS, TX 75287

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, $0.001 par value per share	09/12/2011		J(1)		400,000	D	$ 2.67	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)] [(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							14,771	D	

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

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SEC 1474 (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. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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).

(1) 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 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.

(2) 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 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.
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