

Weiner Neil
Form 4
December 13, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(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)
12/11/2012

☒ 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$0.001 par value per share				(A) or (D)	Price		
			Code	V	Amount		
Common Stock, \$0.001 par value per share	12/11/2012		D		1,042,979	D	\$ 1.01
					1,557,599	I (1) (2)	By Foxhill Opportunity Fund, L.P. and other partnerships

and
investment
accounts (1)
(2)

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. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				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

12/13/2012

 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) The sale of shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc. (the "Company") reported in Table I were made by Foxhill Opportunity Fund, L.P. ("Foxhill Domestic Fund") and Kellner Catalyst Master Fund, Ltd.

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("Kellner Fund"). Of the 1,042,979 shares sold, 500,000 shares were sold by Foxhill Domestic Fund and 542,979 shares were sold by Kellner Fund. Following the transaction reported herein, Foxhill Domestic Fund beneficially owns 1,557,599 shares of Common Stock and Kellner Fund no longer beneficially owns any shares of Common Stock.

- (2) Neil Weiner (the "Reporting Person"), as the managing member of Foxhill Capital Partners, LLC (which is the investment manager of Foxhill Domestic Fund), the managing member of Foxhill Capital (GP), LLC (which is the general partner of Foxhill Domestic Fund), and the Chief Investment Officer of Kellner Fund, may be deemed to beneficially own the shares of Common Stock held by Foxhill Domestic Fund and previously held Kellner Fund for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Reporting Person's interest in the shares of Common Stock held by Kellner Fund is limited to the extent of his respective pecuniary interest, if any, in Foxhill Domestic Fund and Kellner 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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