

Fonte Paul  
Form 3  
March 28, 2013

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## INITIAL STATEMENT OF 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 \*

Â Fonte Paul

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/19/2013

3. Issuer Name **and** Ticker or Trading Symbol

CAMBIUM LEARNING GROUP, INC. [ABCD]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other

(give title below) (specify below)

Chief Technology Officer

C/O CAMBIUM LEARNING  
GROUP, INC.,Â 3767  
RANCHERO DRIVE, SUITE  
200

(Street)

ANN ARBOR,Â MIÂ 48108

(City)

(State)

(Zip)

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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities  
Beneficially Owned  
(Instr. 4)

3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)

4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

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

SEC 1473 (7-02)

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information contained in this form are not  
required to respond unless the form displays a  
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### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security  
(Instr. 4)

2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

4. Conversion  
or Exercise  
Price of  
Derivative

5. Ownership  
Form of  
Derivative  
Security:

6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

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|                              | Date<br>Exercisable | Expiration<br>Date | Title                                     | Amount or<br>Number of<br>Shares | Security | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|------------------------------|---------------------|--------------------|-------------------------------------------|----------------------------------|----------|------------------------------------------------|---|
| Stock Options (right to buy) | Â (1)               | 01/27/2020         | Common Stock, par value \$0.001 per share | 22,500                           | \$ 4.5   | D                                              | Â |
| Stock Options (right to buy) | Â (1)               | 01/27/2020         | Common Stock, par value \$0.001 per share | 7,500                            | \$ 6.5   | D                                              | Â |
| Stock Options (right to buy) | Â (2)               | 02/01/2021         | Common Stock, par value \$0.001 per share | 7,500                            | \$ 4.5   | D                                              | Â |
| Stock Options (right to buy) | Â (2)               | 02/01/2021         | Common Stock, par value \$0.001 per share | 2,500                            | \$ 6.5   | D                                              | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                          | Relationships |           |                            |  | Other |
|---------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|--|-------|
|                                                                                                         | Director      | 10% Owner | Officer                    |  |       |
| Fonte Paul<br>C/O CAMBIUM LEARNING GROUP, INC.<br>3767 RANCHERO DRIVE, SUITE 200<br>ANN ARBOR, MI 48108 | Â             | Â         | Â Chief Technology Officer |  | Â     |

## Signatures

/s/ Paul Fonte, By: Todd W. Buchardt, Esq.,  
Attorney-in-Fact

03/28/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 January 27, 2010, Paul Fonte (the "Reporting Person") was granted options to purchase a total of 30,000 shares of common stock, par value \$0.001 ("Common Stock"), of Cambium Learning Group, Inc. (the "Company"), in consideration of his services as an employee of the Company. These options were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Incentive Plan. All of these options vest in equal increments of twenty-five percent (25%) per year beginning on December 8, 2010.

(2)

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On February 1, 2011 (the "Grant Date"), the Reporting Person was granted options to purchase a total of 10,000 shares of Common Stock, in consideration of his services as an employee of the Company. These options were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Incentive Plan. All of these options vest in equal increments of twenty-five percent (25%) per year beginning on the one-year anniversary of the Grant Date.

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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