

Weiner Neil
Form 4
June 14, 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

(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)
06/12/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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)			
			Code	V	Amount		Price
Common Stock, \$0.001 par value per share	06/12/2012		P	7,000	A	\$ 1.16	2,564,798 (1) (2)
						24,030	D
							I
							By Foxhill Opportunity Fund, L.P. and other partnerships

Common Stock, \$0.001 par value per share	06/13/2012	P	10,504	A	\$ 1.1385	2,575,302 (1) (2)	I	and investment accounts (1) (2) By Foxhill Opportunity Fund, L.P. and other partnerships and investment accounts (1) (2)
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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 Reported 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

06/14/2012

__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 purchases 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 Kellner Catalyst Master Fund, Ltd. ("Kellner Fund"). Neil Weiner (the "Reporting Person"), as Chief Investment Officer ("CIO") of Kellner Fund, may be deemed to beneficially own the shares of Common Stock beneficially owned by 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 Kellner Fund.

(2) As the managing member of Foxhill Capital (which is the investment manager of Foxhill Master Fund and 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, the Reporting Person may be deemed to beneficially own the aggregate of 2,575,302 shares of Common Stock beneficially owned by the Foxhill Funds, KDC Fund and Kellner Fund for purposes of Rule 13d-3 under the Exchange Act. 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 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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