

CAMBIUM LEARNING GROUP, INC.

Form 4

July 31, 2013

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gettridge Carolyn

(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
SymbolCAMBIUM LEARNING GROUP,
INC. [ABCD]3. Date of Earliest Transaction
(Month/Day/Year)
07/30/20134. 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) SVP6. 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. 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, par value \$0.001 per share			Code V	Amount (D) Price	1,439	D	

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

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information contained in this form are not
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(9-02)

number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Stock Options (right to buy)	\$ 4.5	07/30/2013		D			75,000	<u>(1)</u>	01/27/2020	Common Stock, par value \$0.001 per share	75,
Stock Options (right to buy)	\$ 6.5	07/30/2013		D			25,000	<u>(1)</u>	01/27/2020	Common Stock, par value \$0.001 per share	25,
Stock Options (right to buy)	\$ 1.3	07/30/2013		A		100,000		<u>(2)</u>	01/27/2020	Common Stock, par value \$0.001 par value per share	100

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Getridge Carolyn C/O CAMBIUM LEARNING GROUP, INC. 17855 N. DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287	SVP

Signatures

/s/ Carolyn Getridge By: Todd W. Buchardt, Esq.,
Attorney-in-Fact

07/31/2013

**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).

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- (1) The Options vest ratably on a daily basis over a four-year period beginning on December 8, 2009.

On July 30, 2013, Cambium Learning Group, Inc. (the "Company") cancelled, pursuant to the Company's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options based on a conversion ratio determined by

- (2) the Compensation Committee of the Company's Board of Directors. Each of the replacement options has an exercise price of \$1.30 and vests in equal monthly installments on the last day of each month of the four year period commencing on January 1, 2013. The replacement options continue to expire on the scheduled expiration date applicable to the cancelled options.

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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