

CAMBIUM LEARNING GROUP, INC.

Form 4

June 02, 2014

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUCHARDT TODD

(Last) (First) (Middle)

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)

05/29/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)
SVP, Gen. Counsel & Secretary

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 Ownership (Instr. 4)
Common Stock, par value \$0.001 per share	05/29/2014		M	33,333	A \$ 1.3 39,514	D	
Common Stock, par value \$0.001 per share	05/30/2014		S	200	D \$ 2.24 39,314	D	
	06/02/2014		S	152	D 39,162	D	

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Common
Stock, par
value
\$0.001 per
share

\$
2.24

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

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(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. Amount or Number of Shares
Stock Options (right to buy)	\$ 1.3	05/29/2014		M	33,333	<u>(1)</u> 01/27/2020	Common Stock, par value \$0.001 per share	33,333

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUCHARDT TODD
17855 N. DALLAS PARKWAY, SUITE 400
DALLAS, TX 75287

SVP, Gen. Counsel & Secretary

Signatures

/s/ Todd
Buchardt 06/02/2014

**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) Each of the exercised options had an exercise price of \$1.30 and vested in equal monthly installments on the last day of each month of the four year period commencing on January 1, 2013.

Upon termination of the reporting person's employment with Cambium Learning Group, Inc. (the "Company"), unvested options with respect to 76,250 shares of the Company's common stock were cancelled. Unless exercised, the remaining outstanding options will be cancelled 90 days after the reporting person's termination 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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