CAMBIUM LEARNING GROUP, INC.
Form 8-K/A
July 10, 2014

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

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): May 15, 2014

CAMBIUM LEARNING GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-34575	27-0587428
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
17855 North Dallas Parkway, Suite 400, Dallas, Texas		75287
(Address of principal executive offices)		(Zip Code)

Registrant s telephone number, including area code: 214-932-9500

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[ ] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[ ] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
[ ] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
[ ] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Explanatory Note

Cambium Learning Group, Inc. (the Company) is filing this Amendment to its Current Report on Form 8-K which was originally filed with the Securities and Exchange Commission on May 21, 2014 to disclose its Exhibit 10.1 Note Repurchase Agreement dated May 15, 2014 in its entirety. Previously, portions of this exhibit were omitted pursuant to a request for confidential treatment.

Item 8.01 Other Events.

On May 15, 2014, the Company entered into a note repurchase agreement with an investor. The transaction settled on May 20, 2014, with the Company repurchasing $3 million aggregate principal amount of its outstanding 9.75% senior secured notes for $3.1 million plus accrued and unpaid interest. This summary of the agreement is not intended to be complete and is qualified in its entirety by reference to the complete text of the note repurchase agreement attached hereto as exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.1 Note Repurchase Agreement, dated May 15, 2014.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAMBIUM LEARNING GROUP, INC.

July 10, 2014

By: /s/ Barbara Benson

Name: Barbara Benson
Title: Chief Financial Officer

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Exhibit Index

Exhibit No.	Description
10.1	Note Repurchase Agreement, dated May 15, 2014.