

Campbell John F  
Form 4  
December 18, 2018

**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 \*  
Campbell John F

2. Issuer Name and Ticker or Trading Symbol  
CAMBIUM LEARNING GROUP, INC. [ABCD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
17855 DALLAS PARKWAY,  
SUITE 400  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/18/2018

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

DALLAS, TX 75287

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

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

(City) (State) (Zip)

**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)
			Code	V	Amount (D) Price		
Common Stock, par value \$0.001 per share	12/18/2018		D		2,704 (1)	D	
					\$ 14.5		
					0		
						D	

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

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SEC 1474 (9-02)

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**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 1.3	12/18/2018		D	250,000	<u>(2)</u>	12/08/2019	Common Stock, par value \$0.001 per share	250,000
Stock Options (right to buy)	\$ 2.14	12/18/2018		D	100,000	<u>(2)</u>	03/13/2024	Common Stock, par value \$0.001 per share	100,000
Stock Options (right to buy)	\$ 4.5	12/18/2018		D	35,000	<u>(2)</u>	03/08/2026	Common Stock, par value \$0.001 per share	35,000
Stock Options (right to buy)	\$ 5	12/18/2018		D	25,000	<u>(2)</u>	03/20/2027	Common Stock, par value \$0.001 per share	25,000
Stock Options (right to buy)	\$ 6.31	12/18/2018		D	100,000	<u>(2)</u>	11/02/2027	Common Stock, par value \$0.001 per share	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell John F 17855 DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287	X		CEO	

## Signatures

/s/ John Campbell By: J. Scott McWhorter, Esq.,  
Attorney-in-Fact

12/18/2018

\_\_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).  

Disposed of pursuant to the Agreement and Plan of Merger, by and among Cambium Holding Corp. (formerly Campus Holding Corp.), Campus Merger Sub, Inc. and Cambium Learning Group, Inc. (the "Issuer"), dated October 12, 2018 (the "Merger Agreement"), whereby

(1) each outstanding share of the Issuer's common stock was cancelled at the effective time (the "Effective Time") of the merger and converted into the right to receive a cash payment of \$14.50 per share.

Disposed of pursuant to the Merger Agreement, whereby such options were cancelled at the Effective Time and converted into the right

(2) to receive a total amount in cash, equal to the product of (x) excess of \$14.50 over the exercise price per share of each stock option and (y) the number of shares underlying such stock option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.