CURRENT REPORT

Pursuant to the Company Shareholder Agreement, dated as of March 31, 2014 and consistent with Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: December 7, 2015

CENGAGE LEARNING HOLDINGS II, INC.
20 Channel Center Street
Boston, Massachusetts 02210

Cengage Learning Holdings II, Inc. is not subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended. Consequently, this report has not and will not be filed with the Securities and Exchange Commission.

Item 8.01 – Other Events.

December 7, 2015

Cengage Learning Announces its Sixth Share Repurchase Program

The Board of Directors of Cengage Learning Holdings II, Inc. (“Cengage Learning” or the “Company”) has authorized the Company’s management to repurchase opportunistically up to $25 million of the Company’s outstanding common stock, par value $0.01 per share. Completion of the previous share repurchase program was announced on November 25, 2015.

Under this new and current repurchase program, the shares may be repurchased from time to time over the next twelve months in privately negotiated transactions, under Rule 10b5-1 or by other means in accordance with federal securities laws. The actual timing, number and value of shares repurchased will be determined by management and will depend on a number of factors, including the price at which Cengage Learning shares are available, assessment of alternative uses of cash, general market and economic conditions and compliance with applicable legal requirements as well as the terms of the Company’s credit facilities.

As of December 7, 2015, Cengage Learning has approximately 73 million shares of common stock outstanding. Repurchased shares will be returned to the status of unissued authorized shares. There is no guarantee as to the number of shares that will be repurchased and the Company may extend, suspend or discontinue purchasing its shares at any time without notice.

About Cengage Learning
Cengage Learning is a leading educational content, technology, and services company for the higher education and K-12, professional and library markets worldwide. The company provides superior content, personalized services and course-driven digital solutions that accelerate student engagement and transform the learning experience. Cengage Learning is headquartered in Boston, MA with an office hub located in San Francisco, CA. Cengage
Learning employees reside in nearly 40 different countries with company sales in more than 125 countries around the world. www.cengage.com.

**Forward-Looking Statements**
This report contains both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. A number of factors could cause actual results, performance or achievements to differ materially from the results expressed or implied in the forward-looking statements, including the factors described in this current report and those listed in the “Risk Factors” section and the “Special Note Regarding Forward-Looking Statements” section of the Company’s Annual Report for the fiscal year ended March 31, 2015. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements.