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: August 11, 2015

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

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 7, 2015, the shareholders of Cengage Learning Holdings II, Inc. (the “Company”) voted by proxy as contemplated by the Company’s Shareholder Agreement to reelect Michael Hansen (54 years old) to serve on the Company’s board of directors. Mr. Hansen will continue to serve as a director for the next three years.

Also on August 7, 2015, the Company’s board reappointed Mr. Hansen as the Company’s Chief Executive Officer and John Leahy (57 years old) was reappointed as Chief Financial Officer. In addition, the Company’s board appointed Stephen Nee (43 years old) as Chief Accounting Officer and Controller, effective as of June 19, 2015.

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.