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: March 13, 2015

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

Section 8 – Other Events
Item 8.01 – Other Events

On March 11, 2015, Cengage Learning Holdings II, Inc. announced the appointment of former U.S. Representative George Miller (D-CA) as senior education advisor. In this new role, Miller will provide strategic counsel to Cengage executives on a wide range of issues, including public policy and business strategy.

A copy of the press release issued by the Company on March 11, 2015 announcing Congressman Miller’s appointment is attached as Exhibit 9.1.

Section 9 – Financial Statements and Exhibits
Item 9.01 – Financial Statements and Exhibits

(d) Exhibits.

Former U.S. Representative George Miller Joins Cengage Learning as Senior Education Advisor

Retired Chairman, Ranking Member of House Education and the Workforce Committee Brings More than 40 Years of Education Expertise to Growing Company

SAN FRANCISCO, CA and WASHINGTON D.C., March 11, 2015—Cengage Learning CEO Michael Hansen today announced the appointment of former U.S. Representative George Miller (D-CA) as senior education advisor. In this role, Miller will provide strategic counsel to company executives on a wide range of issues, including public policy and business strategy. Miller will have offices in Cengage Learning’s West Coast hub in San Francisco and in Washington.

“George Miller has been a powerful advocate for students and educational equity his entire career, and we were fortunate to meet and discover we share this passion,” said Michael Hansen. “George is highly respected across all sectors of education and he brings solid leadership and a unique perspective to our company. His expertise in education, partnered with Cengage Learning’s product development capabilities and our reach, will advance learning.”

Hansen added that this new role represents an evolutionary step in Cengage Learning’s journey from publisher to digital ed tech innovator: “George understands the challenges and opportunities in education. We share a deep desire to drive positive change, and his counsel will directly impact our approach.”

“During my time in the Congress, I was dedicated to all students having access, opportunity and success. In my years on the Education and the Workforce Committee, I visited with people across the nation and saw firsthand how technology levels the playing field for learning,” said George Miller. “At Cengage Learning, it has been very heartening for me to discover leaders who share my sense of urgency about the need for products and services that will help students successfully engage and complete their education.”

“At a time of national focus on the completion rate of students who are seeking certificates, credentials and degrees for jobs that will contribute to American competitiveness and a growing economy, I believe this company is committed to continue developing remarkable resources and tools to support students. This is an exciting time for me to take the next step in my career by joining Cengage Learning, and I am looking forward to contributing to their efforts,” continued Miller.

A longtime champion of issues impacting education, working families and the environment, Miller represented California’s 11th Congressional district from 1975-2014, which encompasses the East Bay of San Francisco and the majority of Contra Costa County. He was one of the
longest-serving members of Congress in history and helped create landmark legislation, including the No Child Left Behind Act, the Individuals with Disabilities Education Act, the Higher Education Opportunity Act, the Workforce Innovation and Opportunity Act and the Affordable Care Act. During his time in Congress, Miller was chairman of three committees: the Select Committee on Children, Youth and Families (1983-1992), the Committee on Natural Resources (1992-1994) and the Committee on Education and Labor (2007-2010). At the time of his retirement, Miller was the ranking member of the Committee on Education and the Workforce and co-chair of the Democratic Steering and Policy Committee, a leadership position.

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.