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 14, 2016

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

March 14, 2016

Cengage Learning Announces its Eighth 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 $50 million of the Company’s outstanding common stock, par value $0.01 per share. Completion of the previous share repurchase program was announced on March 11, 2016. 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.

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