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

Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. completed its fifth program to repurchase shares of the Company’s outstanding common stock, par value $0.01 per share, for an aggregate purchase price of $25,000,000. This program was publicly announced on November 11, 2015. The Company purchased 1,009,000 shares for an average price per share of $24.77. All shares of the Company’s common stock repurchased pursuant to this program are returned to the status of authorized but unissued shares, leaving approximately 73 million shares of the Company’s common stock issued and outstanding.

Since March of this year, the Company has repurchased nearly five million shares of common stock pursuant to five separate share repurchase programs.

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.