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

Date of Report: December 23, 2019

CENGAGE LEARNING HOLDINGS II, INC.
200 Pier Four Boulevard
Boston, Massachusetts 02210

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

Richard Sarnoff resigned from the Board of Directors and as a member of the Audit Committee and Compensation Committee of Cengage Learning Holdings II, Inc., effective December 23, 2019.

About Cengage

Cengage is the education and technology company built for learners. As the largest US-based provider of teaching and learning materials for higher education, we offer valuable options at affordable price points. Our industry-leading initiatives include Cengage Unlimited, the first-of-its-kind all-access digital subscription service. We embrace innovation to create learning experiences that build confidence and momentum toward the future students want. Headquartered in Boston, Cengage also serves K-12, library and workforce training markets around the world. Visit us at www.cengage.com or find us on Facebook or Twitter.