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 11, 2016

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

Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. (the Company) completed its seventh 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 February 11, 2016. Under this program, the Company purchased 1,331,912 shares for an average price per share of $18.77. All shares of the Company’s common stock repurchased pursuant to this program are returned to the status of authorized but unissued shares, leaving fewer than 71 million shares of the Company’s common stock issued and outstanding.

Since December 2014, the Company has repurchased a total of more than seven million shares of its common stock for $175 million in the aggregate.

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.