CURRENT REPORT

Pursuant to Section 4.02(a)(iii) of the Indenture dated June 7, 2016, governing the 9.500% Senior Notes due 2024 of CENGAGE LEARNING, INC.

Date of report: June 11, 2018

CENGAGE LEARNING, INC.

Cengage Learning, Inc.
20 Channel Center Street
Boston, Massachusetts 02210
Attention: General Counsel
Fax: (617) 289-7844

(617) 289-7700
(Telephone number, including area code)
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: June 11, 2018

CENGAGE LEARNING HOLDINGS II, INC.
20 Channel Center Street
Boston, Massachusetts 02210
ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Chief Accounting Officer

On June 6, 2018, Cengage Learning, Inc. (the “Company”) and Stephen J. Nee agreed that Mr. Nee will depart as Senior Vice President, Controller and Chief Accounting Officer of the Company, effective as of June 30, 2018, after helping to ensure a smooth transition of his responsibilities to his successor. Mr. Nee will continue to serve as the Company’s Chief Accounting Officer until his departure.

Appointment of Interim Chief Accounting Officer

On June 6, 2018, Kelli M. Morrison was appointed Interim Chief Accounting Officer of the Company, effective as of June 30, 2018, immediately upon Mr. Nee’s departure. Ms. Morrison will serve as Interim Chief Accounting Officer until a permanent successor is named.

Ms. Morrison, 44, has served as the Company’s Assistant Controller and Vice President, External Reporting since September 2016. She served as the Company’s Vice President, External Reporting & Technical Accounting from May 2015 through September 2016. Prior to joining the Company and since January 2008, Ms. Morrison served as Senior Director of SEC Reporting and SOX Compliance for Pegasystems Inc. Ms. Morrison has a BS in Mathematics from Trinity College, located in Hartford, CT, as well as an MBA from Boston University’s Questrom School of Business. Ms. Morrison is a Certified Public Accountant and serves on the board of MEDIAGIRLS, a Boston based non-profit that teaches middle school girls and young women how to discover their self-worth and harness the power of media for positive change.

There are no family relationships between Ms. Morrison and any of the Company’s executive officers or directors. Other than the employment agreement entered into in connection with her appointment, since March 31, 2017, there have been no transactions, and there are no currently proposed transactions, to which the Company was or is a participant and in which Ms. Morrison had or is to have a direct or indirect material interest that would require disclosure pursuant to Item 404(a) of Regulation S-K.
Appointment of Interim Chief Financial Officer

On June 6, 2018, Rebecca L. McNamara was appointed Interim Chief Financial Officer of the Company, effective immediately. The appointment of Ms. McNamara follows the Company’s March 30, 2018 announcement of the departure of Michael A. Pickrum. Ms. McNamara will serve as Interim Chief Financial Officer until a permanent successor is named.

Ms. McNamara, 44, has served as the Company’s Senior Vice President, Finance since March 2016. She served as the Company’s Vice President, Corporate Finance from June 2015 through March 2016 and as Vice President, Finance, Corporate Development from July 2010 through June 2015. Ms. McNamara has a BA in Economics from Lehigh University and an MBA from Columbia Business School. Ms. McNamara serves on the Board of Trustees for the Hingham Education Foundation in Hingham, MA.

There are no family relationships between Ms. McNamara and any of the Company’s executive officers or directors. Other than the employment agreement entered into in connection with her appointment, since March 31, 2017, there have been no transactions, and there are no currently proposed transactions, to which the Company was or is a participant and in which Ms. McNamara had or is to have a direct or indirect material interest that would require disclosure pursuant to Item 404(a) of Regulation S-K.

About Cengage Learning

Cengage is the education and technology company built for learners. As the largest US-based provider of teaching and learning materials for higher ed, 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.