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: January 17, 2020

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.

On January 17, 2020, the Board of Directors (the “Board”) of Cengage Learning Holdings II, Inc. (the “Company”) appointed Nat Zilkha as a director, to serve until the 2020 annual meeting of the Company’s shareholders or until his earlier death, resignation, or removal. Mr. Zilkha is a Member of KKR and KKR’s Head of Alternative Credit and previously spent time as a member of KKR’s Private Equity Team. Mr. Zilkha graduated cum laude from Princeton University. There are no arrangements or understandings between Mr. Zilkha and any other person pursuant to which he was appointed to the director role described above and no family relationships among any of the Company’s directors and officers and Mr. Zilkha. Mr. Zilkha does not have any direct or indirect interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On January 17, 2020, the Board also appointed Kermit Cook to serve as a member of the Audit Committee of the Board.

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.