Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. (the “Company”) completed its $65 million program to repurchase shares of the Company’s outstanding common stock, par value $0.01 per share. This program was originally announced as a $265 million program on June 20, 2016. The Company subsequently announced an adjustment of the program to $65 million on September 14, 2016. Under this program, the Company purchased 7,259,913 shares for an average price per share of $8.95. 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 61 million shares of the Company’s common stock issued and outstanding.

Since December 2014, the Company has repurchased a total of approximately 17 million shares of its common stock for approximately $290 million in the aggregate.

About Cengage Learning

Cengage is the education and technology company built for learners. The company serves the higher education, K-12, professional, library and workforce training markets worldwide. Cengage creates learning experiences that build confidence and momentum toward the future students want. The company is headquartered in Boston, MA with an office hub in San Francisco. Employees reside in nearly 40 countries with sales in more than 125 countries around the world. Visit us at www.cengage.com or find us on Facebook or Twitter.