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

Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. has completed its 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 June 8, 2015. The Company had previously reported in its financial report on the first quarter of FY 2016 that 455,759 shares were purchased for approximately $12.8 million under the repurchase program. Since then, the balance of the funds available under the repurchase program were used to purchase an additional 461,123 shares. All shares of the Company’s common stock repurchased pursuant to this program are returned to the status of authorized but unissued shares, 75,971,988 shares of the Company’s common stock issued and outstanding.

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.