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: May 23, 2016

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

Item 7.01 Regulation FD Disclosure

On May 23, 2016, Cengage Learning, Inc. issued a press release announcing its offer to sell, through a private offering (the “Notes Offering”), $740 million aggregate principal amount of senior notes due 2024 (the “Notes”), subject to market and other conditions. The notes will only be offered and sold to qualified institutional buyers in accordance with Rule 144A under the Securities Act and in offshore transactions in accordance with Regulation S under the Securities Act. A copy of the press release related to the Notes is attached as Exhibit 99.1 and is incorporated herein by reference.

Additional Information

This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there by any sale of securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Cautionary Information Regarding Forward-Looking Statements

This Current Report on 8-K contains forward-looking statements including statements about the proposed Senior Debt and the use of proceeds thereof. The Company assumes no obligation to update the information contained herein. These forward-looking statements involved known and unknown risks, uncertainties and other factors, some of which are beyond the Company’s control that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially are described in the Company’s Quarterly and Annual Reports.

About Cengage Learning

Cengage Learning is a leading educational content, technology, and services company for the higher education and K-12, professional, library and workforce training 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.

Item 9.01 Financial Statements and Exhibits.

(d) - Exhibits
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Cengage Learning, Inc. Announces Proposed Notes Offering

Boston, MA, May 23, 2016 – Cengage Learning, Inc. (“Cengage”) announced today that it is proposing to issue $740 million aggregate principal amount of senior notes due 2024 (the “Notes”), which will be sold in a marketed private offering (the “Offering”) that will be exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). Cengage expects to use the proceeds from the Offering, together with proceeds from its previously announced proposed $1,590 million term loan, to (i) refinance its existing senior secured credit facility, comprised of a $2,010 million senior secured term loan, (ii) fund a distribution to Cengage Learning Holdings II, Inc. (“Holdings”), its indirect parent, a portion of which will be used to repurchase shares of common stock of Holdings with any remaining amounts to be used to fund a dividend to the stockholders of Holdings and (iii) for general corporate purposes, including the payment of financing costs and other expenses in connection with the proposed transactions. Simultaneously with the consummation of the proposed transactions, the Company expects to enter into an amended $250 million asset-based revolving credit facility (the “ABL Facility”). It is expected that the ABL Facility will be undrawn as of the closing date. The proposed offering and the related transactions are subject to market and other conditions.

In the Offering, the Notes are being offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States, only to non-U.S. investors pursuant to Regulation S under the Securities Act. The Notes will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

About Cengage Learning

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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.

**Cautionary Information Regarding Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of applicable federal securities laws, including statements about the proposed Senior Debt and the use of proceeds thereof. Cengage assumes no obligation to update the information contained herein. These forward-looking statements involved known and unknown risks, uncertainties and other factors, some of which are beyond the Cengage’s control that may cause the actual results to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements. Important factors that could cause actual results to differ materially are described in Cengage’s Quarterly and Annual Reports.

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