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: October 5, 2015

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

Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. completed its fourth 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 September 24, 2015. The Company purchased 933,881 shares for an average price per share of $26.77. 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 74.1 million shares of the Company’s common stock issued and outstanding.

All told, since March of this year, the Company repurchased 3,904,558 shares of common stock pursuant to four separate share repurchase programs.

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.