Item 8.01 – Other Events.

Cengage Learning Announces Declaration of $200,000,000 Dividend and Adjustment of Amount of Recently Announced Share Repurchase Program

On September 14, 2016, the Board of Directors of Cengage Learning Holdings II, Inc. ("Company") authorized a reduction of the aggregate amount of its recently announced share repurchase program from $265,000,000 to $65,000,000 and declared a cash dividend to the holders of the issued and outstanding shares of Common Stock of the Company of record as of September 16, 2016 in an aggregate amount not to exceed $200,000,000 to be paid on September 30, 2016.

Under the $65,000,000 share repurchase program, shares may be repurchased from time to time until June 2017 in privately negotiated transactions under Rule 10b5-1 or by other means in accordance with federal securities laws. The actual timing, number and value of shares repurchased will be determined by management and will depend on a number of factors, including the price at which Cengage Learning shares are available, assessment of alternative uses of cash, general market and economic conditions and compliance with applicable legal requirements as well as the terms of the Company’s credit facilities.

Repurchased shares will be returned to the status of unissued authorized shares. There is no guarantee as to the number of shares that will be repurchased and the Company may extend, suspend or discontinue purchasing its shares at any time without notice.

With respect to payment of the dividend, we strongly suggest that each shareholder promptly verify that the proper tax documentation for each shareholder’s accounts is on file with the Company’s transfer agent, Computershare, by calling Computershare Investor Services as soon as possible: toll free 800-736-3001 or outside the US at 781-575-3100 (contact information also provided at: www-us.computershare.com/investor/Contact).

Forward-Looking Statements

This report contains both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. A number of factors could cause actual results,
performance or achievements to differ materially from the results expressed or implied in the forward-looking statements, including the factors described in this current report and those listed in the “Risk Factors” section and the “Special Note Regarding Forward-Looking Statements” section of the Company’s Annual Report for the fiscal year ended March 31, 2016. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements.

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.