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: February 27, 2018

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

Item 5.02 – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

As of February 26, 2018, the shareholders of Cengage Learning Holdings II, Inc. (the “Company”) voted to reelect John D. Dionne, Richard Sarnoff, and Wade Davis to serve on the Company’s Board of Directors. Mr. Dionne, Mr. Sarnoff, and Mr. Davis each will continue to serve as a director until the third succeeding annual election by the Company’s shareholders, and until his successor has been appointed and qualified, or until the earlier of his resignation, removal, death, or incapacity.

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.