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: December 22, 2015

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

On December 17, 2015, Christian Stahl submitted his resignation from the board of directors of Cengage Learning Holdings II, Inc. (the “Company”), effective as of December 31, 2015. Mr. Stahl stated that his resignation is not the result of any disagreement with the Company, its management or its board of directors.

In accordance with its rights under the Company’s Shareholder Agreement, Apax Partners (“Apax”) proposed that one of its partners and long-time Company board observer, Marcelo Gigliani, replace Mr. Stahl for the remainder of his term as a director of the Company. Subsequent to receiving notice of Mr. Stahl’s resignation and Apax’s proposed replacement director, the Company’s board of directors appointed Mr. Gigliani to serve as a director as of January 1, 2016.

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.