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: August 9, 2016

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 August 5, 2016, the shareholders of Cengage Learning Holdings II, Inc. (the “Company”) voted by proxy as contemplated by the Company’s Shareholder Agreement to reelect Marcelo Gigliani (41 years old), Jamison C. Ely (34 years old), and Eric Sondag (40 years old) to serve on the Company’s board of directors. Mr. Gigliani, Mr. Ely, and Mr. Sondag will continue to serve as directors for the next three years.

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.