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: March 18, 2015

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

Section 8 - Other Events
Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. has completed its plan 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 plan was publicly announced on November 17, 2014. A total of
1,111,111 shares of the Company’s common stock were repurchased and will be returned to the
status of authorized but unissued. Currently, approximately 77 million shares of Company
common stock are issued and outstanding.

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

Forward-Looking Statements
This report may contain 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 quarterly report and those
listed in the “Risk Factors” section of the Company’s Transition Report for the nine months
ended March 31, 2014. These factors should be considered carefully and readers should not
place undue reliance on the forward-looking statements.