CURRENT REPORT

Pursuant to Section 4.02(a)(iii) of the Indenture dated June 7, 2016, governing the 9.500% Senior Notes due 2024 of CENGAGE LEARNING, INC.

Date of report: February 6, 2019

CENGAGE LEARNING, INC.

Cengage Learning, Inc.
20 Channel Center Street
Boston, Massachusetts 02210
Attention: General Counsel
Fax: (617) 289-7844
(617) 289-7700
(Telephone number, including area code)
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: February 6, 2019

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 February 14, 2019, Cengage Learning, Inc. (the “Company”) announced that Bob Munro was appointed Chief Financial Officer of the Company effective as of April 1, 2019. Effective as of April 1, 2019, Rebecca McNamara will step down from her role as the Company’s Interim Chief Financial Officer and thereafter will work closely with Mr. Munro to ensure a smooth transition of her responsibilities.

Prior to joining the Company and since April 2015, Mr. Munro, 53, served as Chief Financial Officer of Callcredit Information Group, a credit reference agency and risk information solutions provider, which was acquired by TransUnion in June 2018. Prior to TransUnion, Mr. Munro served in a variety of senior management and financial roles at RELX (formerly Reed Elsevier plc) from July 1995 through April 2015, including Chief Financial Officer of Elsevier Health Sciences.

Mr. Munro began his career at Price Waterhouse and is a Chartered Accountant and a member of the Institute of Chartered Accountants in England and Wales. Mr. Munro has a BSc in physics and microelectronics from the University of Essex.

There are no family relationships between Mr. Munro and any of the Company’s executive officers or directors. Other than an offer letter, since April 1, 2017, there have been no transactions, and there are no currently proposed transactions, to which the Company was or is a participant and in which Mr. Munro had or is to have a direct or indirect material interest that would require disclosure pursuant to Item 404(a) of Regulation S-K.