CENGAGE LEARNING HOLDINGS II, L.P.

CURRENT REPORT

July 16, 2012

As of the date of this report, Cengage Learning Holdings II, L.P. was not subject to the reporting requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended. Consequently, this report has not and will not be filed with the Securities and Exchange Commission.

Cengage Learning Acquisitions, Inc. (“Cengage Learning”), a Delaware corporation and an indirect, wholly owned subsidiary of Cengage Learning Holdings II, L.P. (the “Company”), under the Indenture (the “Senior Subordinated Discount Notes Indenture”) governing its 13.25% Senior Subordinated Discount Notes due 2015 (the “Senior Subordinated Discount Notes”), is required to mandatorily redeem for cash a portion of its Senior Subordinated Discount Notes at the end of the first accrual period ending after the fifth anniversary of the issuance of the Senior Subordinated Discount Notes, or July 16, 2012, if the Senior Subordinated Discount Notes would otherwise constitute “applicable high yield discount obligations” within the meaning of Section 163(i)(1) of the Internal Revenue Code of 1986.

In connection with this obligation, Cengage Learning delivered a redemption notice to The Bank of New York Mellon, in its capacity as trustee under the Senior Subordinated Discount Notes Indenture, which redemption notice was mailed to the holders of the Senior Subordinated Discount Notes on July 11, 2012 and is irrevocable. Pursuant to the redemption notice and in accordance with the terms of the Senior Subordinated Discount Notes Indenture, the aggregate principal amount at maturity of the Senior Subordinated Discount Notes to be redeemed is $29,649,000 at a redemption price of 100% of the principal amount at maturity thereof, plus accrued but unpaid interest to, but excluding, the redemption date.

Cengage Learning Holdco, Inc. (“Holdings”), a Delaware corporation and a direct, wholly owned subsidiary of the Company, under the Indenture (the “Senior PIK Notes Indenture”) governing its 13.75% Senior PIK Notes due 2015 (the “Senior PIK Notes”), is required to mandatorily redeem for cash a portion of its Senior PIK Notes at the end of the first accrual period ending after the fifth anniversary of the issuance of the Senior PIK Notes, or July 16, 2012, if the Senior PIK Notes would otherwise constitute “applicable high yield discount obligations” within the meaning of Section 163(i)(1) of the Internal Revenue Code of 1986.

In connection with this obligation, Holdings delivered a redemption notice to Wells Fargo Bank, National Association, in its capacity as trustee under the Senior PIK Notes Indenture, which redemption notice was mailed to the holders of the Senior PIK Notes on July 11, 2012 and is irrevocable. Pursuant to the redemption notice and in accordance with the terms of the Senior PIK Notes Indenture, the aggregate principal amount of the Senior PIK Notes to be redeemed is $42,488,000 at a redemption price of 100% of the principal amount thereof, plus accrued but unpaid interest to, but excluding, the redemption date.
This Current Report contains both historical and forward-looking statements. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. These forward-looking statements are not based on historical facts, but rather reflect our current expectations concerning future results and events. Statements that describe our objectives, plans or goals are, or may be, forward-looking statements. Our actual results, performance or achievements may be different from any future results, performance and anticipated achievements expressed or implied by forward-looking statements because of known and unknown risks, uncertainties and factors including those factors described in publically available reports of the Company, including the Company’s Third Quarter Report for the three and nine months ended March 31, 2012, as amended. The Company disclaims any intention or obligation to update or revise any forward-looking statements to reflect subsequent events and circumstances, except to the extent required by law.