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: January 4, 2016

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

Item 8.01 – Other Events

Cengage Learning Holdings II, Inc. (the Company) completed its sixth program 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 program was publicly announced on December 7, 2015.
Under this program, the Company purchased 1,086,000 shares for an average price per share of
$23.02. All shares of the Company’s common stock repurchased pursuant to this program are
returned to the status of authorized but unissued shares, leaving approximately 72 million shares
of the Company’s common stock issued and outstanding.

During the past year, through six separate repurchase programs, the Company has repurchased a
total of approximately six million shares of its common stock for $150 million in the aggregate.

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