

CAMBIUM LEARNING GROUP, INC.

Form 4

August 15, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VSS-Cambium Holdings III, LLC

2. Issuer Name and Ticker or Trading Symbol
CAMBIUM LEARNING GROUP, INC. [ABCD]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/11/2011

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O VERONIS SUHLER
STEVENSON, 55 EAST 52ND
STREET, 33RD FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

NEW YORK, NY 10055

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.001 per share | 08/11/2011 | | X | | 7,246,376 <u>(1)</u> <u>(2)</u> | A | \$ 2.76 <u>(1)</u> <u>(2)</u> |
| | | | | | 31,584,400 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Subscription Rights (right to buy) | \$ 2.76 ⁽¹⁾ / ₍₂₎ | 08/11/2011 | | X ⁽¹⁾⁽²⁾ | 7,246,376 ⁽¹⁾ / ₍₂₎ | 12/08/2009 | 12/08/2011 | Common stock, par value \$0.001 per share |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VSS-Cambium Holdings III, LLC C/O VERONIS SUHLER STEVENSON 55 EAST 52ND STREET, 33RD FLOOR NEW YORK, NY 10055 | | X | | |

Signatures

/s/ VSS-Cambium Holdings III, LLC By: Steven E. Siesser, Esq.,
Attorney-in-Fact

08/15/2011

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On August 11, 2011, VSS-Cambium Holdings III, LLC, a Delaware limited liability company (the "Reporting Person"), exercised its subscription rights to purchase 7,246,376 shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc., a Delaware corporation (the "Company"), at a purchase price of \$2.76 per share, or an aggregate purchase price of

(1) \$19,999,997.76. The subscription rights were granted to the Reporting Person under the Stockholders Agreement, dated as of December 8, 2009, and amended on April 12, 2011 (the "Stockholders Agreement"), by and among the Company, the Reporting Person and Vowel Representative, LLC, as Stockholders' Representative, entered into in connection with the mergers of Voyager Learning Company and VSS-Cambium Holdings II Corp. completed on December 8, 2009.

(2) In accordance with the Stockholders Agreement, the number of shares of Common Stock subject to the subscription rights was equal to the lesser of (i) 7,500,000 shares of Common Stock and (ii) the number of shares of Common Stock that may be purchased for an aggregate purchase price of \$20,000,000 based upon a per-share purchase price equal to 90% of the volume-weighted average price of the Common Stock measured over the ten-trading-day period immediately preceding the issuance and sale of the shares of Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.