Weiner Neil Form 4 September 14, 2011

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Weiner Neil

Symbol

(Check all applicable)

(Middle)

(Zip)

CAMBIUM LEARNING GROUP. INC. [ABCD]

3. Date of Earliest Transaction

C/O CAMBIUM LEARNING

(First)

(Month/Day/Year) 09/12/2011

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

GROUP, INC., 17855 N. DALLAS PARKWAY, SUITE 400

> (Street) 4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

Code V

X Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75287

(City)

(Instr. 3)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year)

(State)

4. Securities Acquired Transaction(A) or Disposed of (D) Execution Date, if

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 7. Nature of Indirect Securities Ownership

(Month/Day/Year)

Code (Instr. 3, 4 and 5) (Instr. 8)

Beneficially Form: Beneficial Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I)

(A) or Amount (D)

Price

Transaction(s) (Instr. 4)

(Instr. 3 and 4)

Common Stock,

\$0.001 par 09/12/2011

 $\mathbf{J}_{\underline{1}}$ 400,000 D $2,521,172 \stackrel{(1)}{\underline{}}_{1} \stackrel{(1)}{\underline{}}_{2}$

Master Fund, L.P. and other partnerships

By Foxhill Opportunity

and investment accounts (1)

(2)

value per

share

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Common Stock, \$0.001 par 09/12/2011 value per share	J <u>(1)</u>	400,000 A	\$ 2.67	2,921,172 <u>(1</u>	<u>)</u> I <u>(1) (2)</u>	By Foxhill Opportunity Master Fund, L.P. and other partnerships and investment accounts (1) (2)
Common Stock, \$0.001 par value per share				14,771	D	

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

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SEC 1474

(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.		5.	6. Date Exerc	cisable and	7. Tit.	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transa	ctio	rNumber	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code		of	(Month/Day/	Year)	Unde	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr.	8)	Derivative	e		Secur	rities	(Instr. 5)
	Derivative					Securities			(Instr	. 3 and 4)	
	Security					Acquired					
						(A) or					
						Disposed					
						of (D)					
						(Instr. 3,					
						4, and 5)					
										Amount	
							Date	Expiration	TP: 41	or	
							Exercisable	Date	Title	Number	
				G 1		(A) (D)				of	
				Code	V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships					
Reporting Owner Numer Numers	Director	10% Owner	Officer	Other		
Weiner Neil C/O CAMBIUM LEARNING GROUP, INC. 17855 N. DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287	X					

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Signatures

/s/ Neil Weiner By: Todd W. Buchardt, Esq., Attorney-in-Fact

09/14/2011

**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 September 12, 2011, Foxhill Opportunity Offshore Fund, Ltd. ("Foxhill Offshore Fund"), a Cayman Islands exempted limited partnership, transferred 400,000 shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc., to KDC Distressed & High Income Master Fund, C.V. ("KDC Fund"), a fund to which Foxhill Capital Partners, LLC ("Foxhill
- (1) Capital") serves as a sub-adviser. Following the transactions reported herein, Foxhill Offshore Fund and certain affiliated funds, including Foxhill Opportunity Master Fund, L.P. ("Foxhill Master Fund" and, collectively with Foxhill Offshore Fund and the other Foxhill funds, the "Foxhill Funds"), beneficially own an aggregate of 2,521,172 shares of Common Stock, and KDC Fund beneficially owns an aggregate of 400,000 shares of Common Stock.
 - As the managing member of Foxhill Capital, which is the investment manager of Foxhill Offshore Fund and Foxhill Master Fund and a sub-adviser to KDC Fund, and the managing member of Foxhill Capital (GP), LLC, which is the general partner of one of Foxhill Master
- Fund's general partners, Neil Weiner (the "Reporting Person") may be deemed to beneficially own the shares of Common Stock beneficially owned by the Foxhill Funds and KDC Fund for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The Reporting Person's interest in the shares of Common Stock reported herein is limited to the extent of his respective pecuniary interest, if any, in the Foxhill Funds and KDC Fund.

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.

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