

Campbell John F
 Form 3
 February 08, 2010

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * Campbell John F (Last) (First) (Middle) C/O CAMBIUM LEARNING GROUP, INC., 1800 VALLEY VIEW LANE, SUITE 400 (Street) DALLAS, TX 75234 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/27/2010	3. Issuer Name and Ticker or Trading Symbol CAMBIUM LEARNING GROUP, INC. [ABCD]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP & Pres-Cambium Learn Tech	5. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value per share	2,704 ⁽¹⁾ ⁽²⁾	D	^

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Options (right to buy)	Â (5)	12/08/2019	Common Stock, par value \$0.001 per value per share	225,000	\$ 4.5 ⁽³⁾ ₍₄₎	D	Â
Stock Options (right to buy)	Â (6)	12/08/2019	Common Stock, par value \$0.001 per value per share	75,000	\$ 6.5	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Campbell John F C/O CAMBIUM LEARNING GROUP, INC. 1800 VALLEY VIEW LANE, SUITE 400 DALLAS, TX 75234	Â	Â	Â SVP & Pres-Cambium Learn Tech	Â

Signatures

/s/ John F. Campbell, Todd W. Buchardt, Esq.,
Attorney-in-Fact

02/08/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Cambium Learning Group, Inc. (the "Company") acquired Voyager Learning Company ("Voyager") pursuant to an Agreement and Plan of Mergers, dated June 20, 2009 (the "Merger Agreement"), by and among the Company, Voyager, VSS-Cambium Holdings II Corp., Vowel Acquisition Corp., Consonant Acquisition Corp. and Vowel Representative, LLC (the "Merger"). In connection with the Merger, John F. Campbell (the "Reporting Person"), as a Voyager stockholder, was entitled to elect to receive, for each share of Voyager held, either (i) \$6.50 in cash, without interest, OR (ii) one share of common stock, par value \$0.001 per share, of the Company ("Company Common Stock") (subject to a pro-rata cutback to the extent that cash elections made by Voyager stockholders exceeded \$67.5 million), plus, regardless of the election made, additional consideration consisting of cash and a contingent value right as described in the Merger Agreement.

(2) In connection with the Reporting Person's election and, after the applying the pro-rata cutback in accordance with the terms of the Merger Agreement, the Reporting Person received a total of 2,704 shares of Company Common Stock plus additional cash consideration and a contingent value right in exchange for 3,256 shares of common stock of Voyager owned by the Reporting Person prior to the Merger.

(3) On December 8, 2009 (the "Grant Date"), the Reporting Person was granted an option (the "Floating Price Option") to purchase 225,000 shares of Company Common Stock in consideration of his services as an executive officer of the Company. The Floating Price Option was granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Incentive Plan (the "2009 Plan"). The per-share exercise price of the Floating Price Option is equal to the greater of (a) \$4.50 per share and (b) the Weighted Average Stock Price (as hereinafter defined).

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As used in Note 3 above, the "Weighted Average Stock Price" means the ten (10) day volume weighted average price ("VWAP") of, as applicable, the Company Common Stock or the common stock, par value \$0.001 per share, of Voyager ("Voyager Common Stock") for the ten (10) trading days ending on the fifth (5th) trading day following the Grant Date. Specifically, the Weighted Average Stock Price

- (4) shall consist of (x) for the five (5) trading days ending on the Grant Date, the VWAP of the Voyager Common Stock, as reported by the Pink Sheets Electronic Quotation Service, and (y) for the five (5) trading days immediately following the Grant Date and ending on the fifth (5th) trading day following the Grant Date, the VWAP of the Company Common Stock, as reported by the NASDAQ Global Market.

The Floating Price Option vests in equal increments of twenty-five percent (25%) per year beginning on the one-year anniversary of the

- (5) Grant Date, such that the Floating Price Option will vest as to 56,250 shares on each of the first, second, third and fourth anniversaries of the Grant Date.

On the Grant Date, the Reporting Person was also granted an option (the "Fixed Price Option") to purchase 75,000 shares of Company Common Stock in consideration of his services as an executive officer of the Company. The Fixed Price Option was granted to the

- (6) Reporting Person pursuant and subject to the 2009 Plan. The Fixed Price Option vests in equal increments of twenty-five percent (25%) per year beginning on the one-year anniversary of the Grant Date, such that the Fixed Price Option will vest as to 18,750 shares on each of the first, second, third and fourth anniversaries of the Grant Date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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