

Weiner Neil  
Form 4  
August 23, 2010

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Weiner Neil

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)  
08/19/2010

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

C/O CAMBIUM LEARNING GROUP, INC., 1800 VALLEY VIEW LANE, SUITE 400

(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

DALLAS, TX 75234

(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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock, \$0.001 par value per share |                                      |  |                                | (A) or (D)  |   |  |  |
| Common Stock, \$0.001 par value per share | 08/19/2010                           |  | P                              | 10,000 A  | \$ 2,9632   | 2,898,839 I  |  |

6,000 (1) D

By Foxhill Opportunity Master Fund, L.P. (2)

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|   |            |   |       |   |              |           |   |   |
|---|------------|---|-------|---|--------------|-----------|---|---|
| Common<br>Stock,<br>\$0.001<br>par value<br>per share | 08/20/2010 | P | 5,700 | A | \$<br>3.0105 | 2,904,539 | I | By Foxhill<br>Opportunity<br>Master<br>Fund, L.P.<br><u>(2)</u> |
|---|------------|---|-------|---|--------------|-----------|---|---|

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

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(9-02)

**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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Weiner Neil<br>C/O CAMBIUM LEARNING GROUP, INC.<br>1800 VALLEY VIEW LANE, SUITE 400<br>DALLAS, TX 75234 | X             |           |         |       |

## Signatures

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

08/23/2010

\*\*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).

(1)

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On January 27, 2010 (the "Grant Date"), Neil Weiner (the "Reporting Person") was awarded 6,000 restricted shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc. (the "Company") in consideration of his services as a director of the Company. These restricted shares were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Compensation Plan. All of these 6,000 restricted shares vest one year from the Grant Date.

The Reporting Person, as the general partner of Foxhill Opportunity Fund, L.P., the general partner of Foxhill Opportunity Master Fund, L.P. ("Foxhill Master Fund"), may be deemed to beneficially own the shares of Common Stock beneficially owned by Foxhill Master Fund.

- (2) The Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by Foxhill Master Fund except to the extent of his pecuniary interest therein.

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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