

Voyager Learning CO
Form DEFM14A
November 17, 2009

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

VOYAGER LEARNING COMPANY
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
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-

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Dear Fellow Stockholders,

You are cordially invited to attend a special meeting of stockholders of Voyager Learning Company, a Delaware corporation (Voyager), to be held on December 8, 2009, at 8:00 a.m. local time, at Voyager 's corporate headquarters, 1800 Valley View Lane, Suite 400, Dallas, Texas. At the special meeting, you will be asked to consider and vote on a proposal to adopt the Agreement and Plan of Mergers, dated as of June 20, 2009 (the merger agreement), by and among Cambium Learning Group, Inc., a Delaware corporation (formerly known as Cambium-Voyager Holdings, Inc. and referred to in this document as Holdings), Voyager, Vowel Acquisition Corp., a Delaware corporation, VSS-Cambium Holdings II Corp., a Delaware corporation (Cambium), Consonant Acquisition Corp., a Delaware corporation, and Vowel Representative, LLC, a Delaware limited liability company (Stockholders Representative). Upon completion of the two mergers contemplated by the merger agreement:

Voyager and Cambium will become wholly owned subsidiaries of Holdings, a newly formed holding company;

each holder of Voyager common stock outstanding immediately prior to the effective time of the mergers will be entitled to receive, for each share of common stock of Voyager held, merger consideration equal to:

at the election of the stockholder, either:

one share of Holdings common stock, or

\$6.50 in cash, subject to proration rules described in the accompanying proxy statement/prospectus; plus, regardless of the election made,

an amount in cash equal to the amount of specified tax refunds received by Voyager prior to the closing of the mergers (reduced by the amount of the Voyager tax refunds contractually required to be placed in escrow at closing), divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers; plus

a contingent value right entitling the recipient to receive cash in an amount equal to the aggregate amount of specified Voyager tax refunds received after the closing of the mergers and various other amounts deposited in escrow on or after the closing date, as reduced by any payments to be made under an escrow agreement to be entered into in connection with the merger, with respect to agreed contingencies, a potential working capital adjustment and Stockholders Representative expenses, divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers; and

the sole stockholder of Cambium will receive 20,454,312 shares of Holdings common stock, based upon the ascribed value of \$6.50 per share, and a warrant to purchase a number of shares of Holdings common stock determined by a formula set forth in the merger agreement; upon completion of the mergers, the sole stockholder of Cambium will hold 24,300,466 shares of Holdings common stock, 3,846,154 of which shares will be purchased for \$25 million in cash immediately prior to the effective time of the mergers.

A copy of an election form, by which you have the right to make the election described above, is being mailed to you separately by Wells Fargo Shareowner Services. **You are encouraged to read carefully the accompanying proxy statement/prospectus in its entirety, including the section entitled Risk Factors beginning on page 32.**

No public market exists for Holdings common stock. Holdings has applied to have its common stock listed on the NASDAQ Global Market under the symbol ABCD.

After careful consideration, the Voyager board of directors has determined that the transactions contemplated by the merger agreement are in the best interests of the stockholders of Voyager. Accordingly, the board of directors has unanimously approved the merger agreement and recommends that all Voyager stockholders vote for the adoption of the merger agreement. In making that determination, the board of directors took into account, among other things, the written opinion, dated June 20, 2009, of Allen & Company, LLC and the written opinion, dated June 20, 2009, of Houlihan, Smith & Company, Inc., financial advisors to Voyager.

Whether or not you plan to attend the special meeting in person, please be sure to complete, sign and return the enclosed proxy card as soon as possible in the enclosed postage-paid envelope, or submit your proxy by telephone or the Internet prior to the special meeting, so that your shares are represented at the special meeting and voted in accordance with your wishes. If your shares are held in a stock brokerage account or by a bank or other nominee, please follow the instructions that you receive from your broker, bank or other nominee to vote your shares. You may, of course, attend the special meeting and vote in person, even if you have previously returned your proxy card.

Whether or not you return your election form, you must still complete, sign and return your proxy card in the envelope provided with it. Please do not return the proxy card and the election form in the same envelope.

The only securities covered by the accompanying proxy statement/prospectus are the shares of Holdings common stock to be issued to Voyager's stockholders pursuant to the merger agreement. For each share of Voyager common stock that is converted into Holdings common stock pursuant to the election and proration rules described in the accompanying proxy statement/prospectus, one share of Holdings common stock will be issued. The maximum number of shares of Holdings common stock which may be issued to Voyager's stockholders pursuant to the merger agreement is 30,008,655 shares.

Sincerely,

William E. Oberndorf
Chairman of the Board of Directors

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under the accompanying proxy statement/prospectus or determined that the accompanying proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

The accompanying proxy statement/prospectus is dated November 13, 2009 and is first being mailed to the stockholders of Voyager on or about November 16, 2009.

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1800 Valley View Lane, Suite 400
Dallas, Texas 75234
(214) 932-9500

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON DECEMBER 8, 2009**

To the Stockholders of Voyager Learning Company:

A special meeting of stockholders of Voyager Learning Company, a Delaware corporation (*Voyager*), will be held on December 8, 2009 at 8:00 a.m., at Voyager's corporate headquarters, 1800 Valley View Lane, Suite 400, Dallas, Texas. Only stockholders who hold shares of Voyager common stock at the close of business on November 4, 2009, the record date for the special meeting, are entitled to vote at the special meeting and any adjournments or postponements of the special meeting.

At the special meeting, you will be asked to consider and vote upon:

the adoption of the Agreement and Plan of Mergers, dated as of June 20, 2009 (the *merger agreement*), by and among Cambium Learning Group, Inc., a Delaware corporation (formerly known as Cambium-Voyager Holdings, Inc. and referred to in this document as *Holdings*), Voyager, Vowel Acquisition Corp., a Delaware corporation (*Voyager merger sub*), VSS-Cambium Holdings II Corp., a Delaware corporation (*Cambium*), Consonant Acquisition Corp., a Delaware corporation (*Cambium merger sub*), and Vowel Representative, LLC, a Delaware limited liability company; and

the adjournment of the Voyager special meeting, if necessary, to allow time for further solicitation of proxies if there are insufficient votes present at the meeting, in person or by proxy, to adopt the merger agreement.

No other business will be conducted at the special meeting. These proposals are described more fully in the accompanying proxy statement/prospectus.

Voyager's board of directors has unanimously approved the merger of Voyager merger sub with and into Voyager, the merger agreement and the transactions contemplated thereby and recommends that Voyager stockholders vote **FOR** the adoption of the merger agreement and **FOR** the proposal to adjourn the meeting if necessary to solicit additional proxies.

The accompanying proxy statement/prospectus contains detailed information about Voyager, Cambium, Holdings and the proposed mergers of Voyager merger sub with and into Voyager and of Cambium merger sub with and into Cambium. We urge you to read the proxy statement/prospectus carefully and in its entirety. For specific instructions on how to vote your shares, see *THE SPECIAL MEETING OF VOYAGER STOCKHOLDERS* on page 49 of the accompanying proxy statement/prospectus.

The adoption of the merger agreement requires the approval of the holders of a majority of the outstanding shares of Voyager's common stock entitled to vote thereon as of the record date for the special meeting. Even if you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy card in the envelope provided, or submit your proxy by telephone or the Internet prior to the special meeting, and thus ensure that your shares will be represented at the special meeting if you are unable to attend. If your shares are held in a stock brokerage account or by a bank or other nominee, please follow the instructions that you receive from your broker, bank or other nominee to vote your shares.

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If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be voted in favor of the adoption of the merger agreement and in favor of the proposal to adjourn the meeting if necessary to solicit additional proxies. If you fail to return your proxy card or fail to submit your proxy by telephone or the Internet, or fail to instruct your broker how to vote, and do not attend the special meeting in person, the effect will be that your shares will not be counted for purposes of determining whether a quorum is present at the special meeting and, if a quorum is present, will have the same effect as a vote against the

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adoption of the merger agreement. If you are a stockholder of record and you attend the special meeting and wish to vote in person, you may withdraw your proxy and vote in person.

By Order of the Board of Directors,

Todd W. Buchardt
*Senior Vice President, General Counsel
and Corporate Secretary*
Voyager Learning Company

November 13, 2009

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This proxy statement/prospectus forms a part of a registration statement on Form S-4 filed with the U.S. Securities and Exchange Commission by Cambium Learning Group, Inc., which was formerly known as Cambium-Voyager Holdings, Inc., and which we refer to as Holdings or the combined company in this proxy statement/prospectus. It constitutes a prospectus of Holdings under Section 5 of the Securities Act of 1933, as amended, and the rules thereunder, with respect to the securities of Holdings described below to be issued or issuable to the holders of securities of Voyager Learning Company, which we refer to as Voyager, in connection with the proposed mergers described in this proxy statement/prospectus. In addition, it constitutes a proxy statement under Section 14(a) of the Securities Exchange Act of 1934, as amended, and a notice of meeting with respect to the Voyager special meeting of stockholders, at which Voyager stockholders will consider and vote on the merger agreement described herein. In this proxy statement/prospectus, we generally refer to the U.S. Securities and Exchange Commission as the SEC, the Securities Act of 1933, as amended, as the Securities Act, the Securities Exchange Act of 1934, as amended, as the Exchange Act and the registration statement on Form S-4 of which this proxy statement/prospectus is a part as the registration statement.

The securities to be issued or issuable to the stockholders of Voyager in the mergers are registered hereunder and consist of up to 30,008,655 shares of Holdings common stock. This number is calculated on the assumption that none of the Voyager stockholders elect to receive cash pursuant to the cash election provisions of the merger agreement, and includes all shares of Voyager common stock subject to stock options that are exercisable prior to the expected closing of the mergers.

The securities to be issued or issuable in the mergers to the sole stockholder of VSS-Cambium Holdings II Corp., which we refer to as Cambium, are not being registered hereunder. These securities consist of: (i) 3,846,154 shares of Holdings common stock that will be purchased by the sole stockholder of Cambium immediately prior to the effective time of the proposed mergers at a price of \$6.50 per share (for an aggregate purchase price of \$25 million); (ii) 20,454,312 shares of Holdings common stock issuable upon completion of the Cambium merger; (iii) a warrant for the purchase of shares of Holdings common stock, having an exercise price of \$0.01 per share, which we sometimes refer to as the Holdings Warrant, to be issued to the sole stockholder of Cambium in connection with the Cambium merger; and (iv) the shares of Holdings common stock for which the Holdings Warrant may be exercised. We estimate that the number of shares of Holdings common stock that will be issuable pursuant to the Holdings Warrant will range between 492,268 and 894,460 shares, as more particularly described in this proxy statement/prospectus.

Cambium has supplied all information contained in this proxy statement/prospectus relating to Cambium and Holdings, and Voyager has supplied all information contained in this proxy statement/prospectus relating to Voyager. If you would like to request documents from Cambium or Voyager, please send a request in writing or by telephone to either Cambium or Voyager at the following address or telephone number, as applicable:

If you are requesting additional information regarding Holdings, Cambium or Cambium's subsidiaries:

**Cambium Learning, Inc.
313 Speen Street
Natick, Massachusetts 01760
Attn: David Cappellucci**

If you are requesting additional information regarding Voyager or Voyager's subsidiaries:

**Voyager Learning Company
1800 Valley View Lane, Suite 400
Dallas, Texas 75234
Attn: Todd W. Buchardt, Esq.**

Telephone: (508) 647-1340

Telephone: (214) 932-9500

See WHERE YOU CAN FIND MORE INFORMATION on page 289 for additional sources of information regarding Voyager.

Please note that copies of the documents provided to you will not include exhibits. **To obtain timely delivery of requested documents prior to the Voyager special meeting, you must request them no later than December 1, 2009.**

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Information contained on the websites of Voyager and Cambium is expressly not incorporated by reference into this proxy statement/prospectus.

Note regarding trademarks

Voyager Passporttm, Passport Reading Journeystm, Voyager Pasaportetm, Learning A-Ztm, Reading A-Ztm, Raz-Kidstm, Reading-tutorstm, Vocabulary A-Ztm, Writing A-Ztm, ExploreLearningtm, Science A-Ztm and LearningPagetm are trademarks of Voyager. The Voyager logo and Voyager Universal Literacy System[®], TimeWarp[®] Plus, Ticket to Read[®], Vmath[®], VmathLive[®] and VoyagerU[®] are registered trademarks of Voyager.

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This proxy statement/prospectus also may include trademarks and trade names owned by other parties, and all other such trademarks and trade names mentioned in this proxy statement/prospectus are the property of their respective owners.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This proxy statement/prospectus contains forward-looking statements that involve risks and uncertainties, as well as assumptions, that, if proven incorrect or do not materialize, could cause the results of Cambium, Voyager or the combined company following the mergers to differ materially from those expressed or implied by these forward-looking statements. Forward-looking statements generally are identified by the words intend, plan, may, should, will, project, estimate, anticipate, believe, expect, continue, potential, opportunity and similar terms or the opposites of those words or expressions. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. For example, forward-looking statements include projections of earnings, revenues, synergies, accretion or other financial items, such as the financial projections referred to in the description of the financial advisors' opinions beginning on page 81 of this proxy statement/prospectus; any statements of the plans, strategies and objectives of management for future operations, including the execution of integration and restructuring plans and the anticipated timing of filings and approvals related to the mergers or the closing of the mergers; any statements concerning proposed new products, services or developments; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing. The risks, uncertainties and assumptions referred to above include:

the risk that the transactions contemplated by the merger agreement will not be completed, including the risk that required stockholder approvals for the transaction may not be obtained;

the possibility that expected synergies and cost savings will not be realized;

the possibility that the costs of combining Cambium and Voyager are higher than expected;

the possibility that Holdings may not be able to integrate successfully the business, operations and employees of Cambium and Voyager;

the possibility that revenues following the mergers are lower than expected;

the possibility that competition will increase in the industries or markets in which Cambium and Voyager operate and in which the combined company will operate;

the possibility that capital market conditions, including the recent global economic crisis, interest rate volatility and other limitations on the availability of capital could have an adverse effect on the combined company's cost of capital and its ability to access the capital markets to support requirements for working capital and the repayment of maturing debt;

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the possibility of adverse changes in the political or educational environments;

the possibility that technological changes are more difficult or expensive to implement than anticipated;

the possibility of adverse changes in the securities markets;

the potential loss of key personnel following the mergers;

the possibility that Holdings securities may not be listed on the NASDAQ Global Market; and

other risks and uncertainties described in the section entitled RISK FACTORS on page 32.

If any of these risks or uncertainties materializes or any of these assumptions prove incorrect, results of Holdings, Cambium and Voyager could differ materially from the expectations in these statements. The forward-looking statements included in this proxy statement/prospectus are made only as of the date of this proxy statement/prospectus, and neither Holdings, Cambium nor Voyager is under any obligation to update its respective forward-looking statements and neither Holdings, Cambium nor Voyager intends, and expressly disclaims any obligation, to do so.

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**QUESTIONS AND ANSWERS ABOUT THE MERGERS
AND THE SPECIAL MEETING OF VOYAGER STOCKHOLDERS**

The following are some of the questions that you, as a stockholder of Voyager, may have regarding the proposed mergers and the special meeting of Voyager stockholders, which we refer to in this proxy statement/prospectus as the Voyager special meeting, and brief answers to those questions. Please note that the questions and answers set forth below highlight only selected information from this proxy statement/prospectus and do not contain all of the information that may be important to you. Before you decide how to vote on the adoption of the merger agreement, you are urged to read carefully the entirety of this proxy statement/prospectus, and the annexes attached to this proxy statement/prospectus, in order to understand the transaction, the voting procedures for the Voyager special meeting and the procedures for making cash and share elections.

Q: What is the proposed transaction upon which I am being asked to vote?

A: You, as a holder of Voyager common stock, are being asked to vote to adopt a merger agreement, to which Voyager is a party. Subject to the terms and conditions of the merger agreement, Cambium and Voyager will enter into contemporaneous mergers with newly formed subsidiaries of Holdings, and after the mergers Cambium and Voyager each will be a wholly owned subsidiary of Holdings.

Q: Why am I receiving this proxy statement/prospectus?

A: In order to complete the mergers, Voyager stockholders must adopt the merger agreement and all of the other conditions to the completion of the mergers under the merger agreement must be satisfied or waived. Voyager will hold the Voyager special meeting to obtain the required approval of the holders of its common stock. This proxy statement/prospectus contains important information about Holdings, Cambium and Voyager, the merger agreement, the Voyager special meeting, and the Voyager merger and the Cambium merger, which we refer to together as the mergers. You should read this proxy statement/prospectus carefully before deciding how to vote on the adoption of the merger agreement.

Q: How many votes do I have?

A: Each holder of Voyager common stock will be entitled to one vote for each share held as of the record date on all matters to be voted upon at the Voyager special meeting.

Q: What will I receive in the merger?

A: Each holder of Voyager common stock outstanding immediately prior to the effective time of the mergers will be entitled to receive, for each share of common stock of Voyager held, merger consideration equal to:

at the election of the stockholder, either:

one share of Holdings common stock, or

\$6.50 in cash, subject to proration rules referred to below; plus, regardless of the election made,

an amount in cash equal to the amount of specified tax refunds received by Voyager prior to the closing of the mergers (reduced by the amount of the Voyager tax refunds contractually required to be placed in escrow at

closing), divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers, which we estimate to be 29,874,145 shares; plus

a contingent value right, which we sometimes refer to as a CVR, which represents the right to receive cash in an amount equal to the aggregate amount of specified tax refunds received after the closing of the mergers and various other amounts deposited in escrow on or after the closing date, reduced by any payments to be made under an escrow agreement to be entered into in connection with the mergers, with respect to agreed contingencies, a potential working capital adjustment and Stockholders' Representative expenses, divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers. The maximum value of the CVR cannot be determined at this time. However, the total amount of the CVR is expected to be not more than \$11 million, and may be substantially less than \$11 million depending on various factors, including events beyond management's control.

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For more information regarding the determination of fair value for each of the components of the CVR, please see Note 4 of the Notes to Unaudited Pro Forma Condensed Combined Financial Statements as presented under the caption UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL STATEMENTS.

The amount of cash available to satisfy cash elections by Voyager stockholders will be determined by an agreed formula that is primarily dependent on the cash generated by Voyager prior to closing, but the amount of cash available for cash elections is limited to a maximum of \$67.5 million in the aggregate. If the amount of cash available for the cash elections is insufficient to accommodate all of the cash elections made by the Voyager stockholders, then the stockholders electing to exchange shares for cash will be subject to a pro-rata reduction in accordance with agreed procedures set forth in the merger agreement and described in this proxy statement/prospectus. The shares of Voyager common stock that are not exchanged for cash will be exchanged for shares of Holdings common stock. There is no comparable limit on the extent to which Holdings will honor stock elections. Thus, if a Voyager stockholder elects to receive Holdings stock in exchange for all of the stockholder's shares of Voyager common stock, that stockholder will not be subject to proration under the merger agreement and will receive only Holdings common stock.

Neither the amount of the tax refund distribution nor the maximum value of the CVR can be determined at this time. However, the total amount payable in respect of the pre-closing tax refunds and the CVR, on a combined basis, is expected to be not less than \$0.52 per share and not more than \$0.89 per share, and may be substantially less than \$0.89 per share depending on various factors specified in the merger agreement. The expected minimum amount payable of \$0.52 per share is based on specified tax refunds of \$15.5 million received by Voyager prior to signing the merger agreement. The expected maximum amount payable of not more than \$0.89 per share is based on the \$15.5 million of specified tax refunds received prior to signing the merger agreement, plus any pre-closing tax refunds received between the signing of the merger agreement and the closing of the mergers to the extent such amount exceeds \$4 million, plus the anticipated maximum amount of the CVR, which amount is primarily dependent upon Voyager's success in collecting tax refunds no later than 18 months after the effective time of the mergers, the return of amounts that Voyager is required to deposit with an escrow agent related to potential liabilities arising under Section 280G of the Internal Revenue Code, and amounts paid out of the CVR escrow fund for, among other things, tax refunds that are not ultimately collected, payment of specified tax liabilities, third party expenses associated with collecting the tax refunds and defending against the specified tax liabilities, working capital adjustments, and Stockholders' Representative expenses. The anticipated amount of tax refunds to be received by Voyager after the execution of the merger agreement is based on management's analysis of Voyager's tax position.

Q: What percentage of Holdings will be owned by the former stockholders of Voyager?

A: The answer to this question will depend upon the elections made by Voyager stockholders and the amount of cash available for distribution to Voyager stockholders. The following table shows the amount of cash and stock consideration that would be received by Voyager stockholders, in the aggregate, if the cash available for cash elections is as set forth at the various assumed levels in the table. The amount of cash available for elections can not exceed the maximum level in the table, but could be less than the minimum level in the table, depending principally upon Voyager's cash needs during the period prior to the closing. The table also shows the hypothetical percentage ownership in Holdings that would be held by the Voyager stockholders at the specified assumed levels of cash available for cash elections. The table does not include the amount of cash to be paid to Voyager stockholders from specified tax refunds received prior to closing and from the CVRs described above. The amounts provided are based on 29,874,145 Voyager shares of common stock outstanding on September 30, 2009, and 24,300,466 shares of Holdings to be held by the sole stockholder of Cambium upon completion of the mergers, 3,846,154 of which shares will be purchased by the Cambium stockholder immediately prior to the effective time of the mergers for a total of \$25 million in cash. These amounts also assume that each stockholder

elects to receive cash for each share of Voyager common stock held by the stockholder and that no stockholder exercises appraisal rights

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described elsewhere in this proxy statement/prospectus. The percentages set forth below assume that no portion of the Holdings Warrant has been exercised.

Amount of Cash Available for Cash Election	Shares of Holdings Common Stock to be Issued to Voyager Stockholders	Percentage of Holdings Common Stock to be Owned by Voyager Stockholders
\$67,500,000	19,489,530	44.5%
\$65,000,000	19,874,145	45.0%
\$62,500,000	20,258,761	45.5%

The number of shares of Holdings common stock issuable pursuant to the Holdings Warrant is based upon the calculation of three separate amounts, described elsewhere herein as the Cambium Specified Asset Recoupment Amount, the Additional Share Amount and the Formula Amount, which are summarized as follows:

The Cambium Specified Asset Recoupment Amount is based upon the net amount of recoveries that Cambium receives on and after June 1, 2009, including periods after the effective time of the mergers, with respect to an embezzlement matter that was discovered by Cambium in April 2008. To date, Cambium has received net recoveries of approximately \$535,000 with respect to this matter and, although we cannot assure you of the actual amount of net recoveries that Cambium will receive, management believes that it is likely that the maximum amount it will be able to recover is \$4,250,000. The Cambium Specified Asset Recoupment Amount equals 0.45 multiplied by the quotient of the aggregate net recoveries divided by \$6.50. Thus, for purposes of calculating the Base Amount and Likely Maximum Amount described below, we have included 37,038 shares in the Base Amount (correlating to a net recovery of \$535,000) and 294,230 shares in the Likely Maximum Amount (correlating to a net recovery of \$4,250,000) with respect to the Cambium Specified Asset Recoupment Amount.

The Additional Share Amount will be calculated over a period commencing at the effective time of the mergers and ending two years thereafter. The Additional Share Amount will equal the number of shares of Voyager common stock, if any, that are surrendered upon consummation of the Voyager merger in excess of the sum of the 29,874,145 shares that are known to be currently outstanding plus the number of shares of Voyager common stock that are issued upon the exercise of options known to be currently outstanding, provided that the maximum Additional Share Amount is capped at a maximum of 145,000 shares. At present, we do not believe that any such additional shares will be surrendered. Accordingly, for purposes of calculating the Base Amount below, we have not included any shares with respect to the Additional Share Amount. Because the parties agreed to limit the Additional Share Amount to a maximum of 145,000 shares, we have included 145,000 shares in the Likely Maximum Amount with respect to the Additional Share Amount.

The Formula Amount adds shares to the Holdings Warrant only if, prior to completion of the mergers, equity cure payments are made under Cambium's existing credit agreements, debt is retired under those agreements or payments are made to obtain default-related waivers under those agreements. To date, the only applicable event is an equity cure payment of \$2,959,000 made in August 2009, as disclosed elsewhere in this proxy statement/prospectus. Cambium does not anticipate making any further payments covered by the Formula Amount between the date of this proxy statement/prospectus and the completion of the mergers. Subject to

qualifications that are not relevant to the equity cure payment that has previously been made, the Formula Amount equals the equity cure payment of \$2,959,000 divided by \$6.50, or 455,230 shares. Because the equity cure payment has been made and Cambium does not anticipate making any additional payments that will impact the Formula Amount, we have included 455,230 shares in both the Base Amount described below and the Likely Maximum Amount described below with respect to the Formula Amount.

For the reasons set forth above, we believe that the minimum number of shares of Holdings common stock to be covered by the Holdings Warrant (the Base Amount) is 492,268 shares and the likely maximum

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number of shares of Holdings common stock to be covered by the Holdings Warrant (the Likely Maximum Amount) is 894,460 shares. For further information regarding the calculation of the shares to be covered by the Holdings Warrant, see THE MERGER AGREEMENT Merger Consideration Cambium consideration.

The table above assumes that the Holdings Warrant is not exercised. The table below is based on the same assumptions that underlie the table above except that the table below shows the percentage of Holdings common stock to be owned by Voyager stockholders if the Holdings Warrant is exercised with respect to the Base Amount of 492,268 shares, the Likely Maximum Amount of 894,460 shares and the midpoint amount of 693,364 shares (the Midpoint Amount, which reflects the midpoint in shares between 492,268 shares and 894,460 shares):

Amount of Cash Available for Cash Election	Percentage of Holdings Common Stock to be Owned by Voyager Stockholders Assuming that the Holdings Warrant is exercised for:		
	492,268 Shares (Base Amount)	693,364 Shares (Midpoint Amount)	894,460 Shares (Likely Maximum Amount)
\$67,500,000	44.0%	43.8%	43.6%
\$65,000,000	44.5%	44.3%	44.1%
\$62,500,000	45.0%	44.8%	44.6%

The following table shows the amount of cash and stock consideration that would be received by a Voyager stockholder owning 1,000 shares of Voyager common stock if the cash available for cash elections is as set forth at the various assumed levels in the table. The table does not include the amount of cash to be paid to Voyager stockholders from certain tax refunds received prior to closing and from the CVRs described above. The amounts shown are based on 29,874,145 shares of Voyager common stock outstanding as of September 30, 2009. These amounts also assume that each Voyager stockholder elects to receive cash for each share of Voyager common stock held by the stockholder and that no stockholder exercises appraisal rights.

Amount of Cash Available for Cash Elections	Cash Consideration	Shares of Holdings Common Stock
\$67,500,000	\$ 2,255.50	653
\$65,000,000	\$ 2,171.00	666
\$62,500,000	\$ 2,086.50	679

Q: How and when do I make a cash election or a share election?

A: Wells Fargo Shareowner Services is mailing a form of election to Voyager stockholders separate from this proxy statement/prospectus. You should carefully review and follow the instructions accompanying the form of election. To make a cash election or a share election, Voyager stockholders of record must properly complete and sign the form of election and must send the completed form of election to Wells Fargo Bank, N.A., the exchange agent, to one of the following addresses:

By U.S. Mail to:

Wells Fargo Shareowner Services
Corporate Actions Department
P.O. Box 64858
St. Paul, MN 55164-0858

By Overnight Courier or Hand-Delivery to:

Wells Fargo Shareowner Services
Corporate Actions Department
161 North Concord Exchange
South St. Paul, MN 55075

The election form must be received by the exchange agent on or before 5:00 p.m., New York City time, on December 7, 2009, the business day immediately prior to the date of the Voyager special meeting. We refer to that time and date as the election deadline. Please do not return the election form in the same envelope with the proxy card. Any questions regarding the process for making cash or share elections should be directed to:

Wells Fargo Bank, N.A.
Shareholder Relations Department
1-877-262-8260

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If you own Voyager shares of common stock in street name through a bank, broker or other nominee and you wish to make an election, you will receive or should seek instructions from the financial institution holding your shares concerning how to make your election. Street name holders may be subject to an election deadline earlier than the general deadline of the business day immediately prior to the date of the Voyager special meeting. Therefore, you should carefully read any materials you receive from your bank, broker or other nominee.

The conversion of Voyager shares into the right to receive the applicable merger consideration will occur automatically at the effective time of the mergers. The exchange agent will, as soon as reasonably practicable after the effective time of the mergers, exchange Voyager shares for the applicable merger consideration to be received in the mergers pursuant to the terms of the merger agreement.

Q: Can I elect to receive cash consideration for a portion of my Voyager shares and stock consideration for my remaining Voyager shares?

A: *Yes.* The form of election allows you to make an election for cash consideration or share consideration for all or any portion of your shares of Voyager common stock.

Q: Can I change my election after the form of election has been submitted to the exchange agent?

A: *Yes.* Voyager stockholders may change their election prior to the election deadline by submitting a written notice of revocation to the exchange agent or by submitting new election materials bearing a later date. Revocations must specify the name in which shares are registered on Voyager's stock transfer books and other information that the exchange agent may request. If Voyager stockholders wish to submit a new election, they must do so in accordance with the election procedures described in this proxy statement/prospectus and the form of election. Voyager stockholders who instruct a broker, bank or other nominee to submit an election for their shares must follow the directions of the broker, bank or other nominee for changing those instructions. **Whether you change your election by submitting a written notice of revocation or by submitting new, later-dated election materials, the notice or materials must be received by the exchange agent by the election deadline in order for the revocation to be valid.**

Q: Can I sell or otherwise transfer my shares of Voyager common stock after I make an election?

A: *Yes.* However, by selling or otherwise transferring your shares, you will be deemed to have revoked your election. The buyer or transferee will be deemed to have made no election unless the buyer or transferee submits a form of election prior to the election deadline.

Q: What will happen if I do not make an election or my form of election is not received by the exchange agent before the election deadline?

A: If the exchange agent does not receive a properly completed form of election from you before the election deadline, or if you submit an election form but do not make an election between stock or cash, your shares will be deemed to be No Election Shares and you will be treated in the same manner as if you had elected to receive solely Holdings common stock upon completion of the mergers in exchange for all of your Voyager common stock.

If you are a Voyager stockholder and you do not make a valid election with respect to Voyager shares you own of record and have not exercised your appraisal rights, then, after completion of the mergers, you will receive written instructions from the exchange agent on how to exchange your Voyager stock certificates for the shares of Holdings common stock that you are entitled to receive in the mergers as a non-electing Voyager stockholder.

Q: May I submit a form of election if I vote against the adoption of the merger agreement?

A: *Yes.* Voyager stockholders may submit a form of election even if they vote against the adoption of the merger agreement.

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Q: If I submit my election form, do I still need to send in my proxy card?

A: *Yes.* The election form communicates to the exchange agent the form of consideration you desire to receive in the transaction, if the transaction is approved by the Voyager stockholders. The completion of your proxy card casts your vote, as a Voyager stockholder, either for, against or abstaining from voting on, adoption of the merger agreement. The proxy cards are received and tabulated by Voyager's transfer agent, which is Computershare Investor Services. The election forms are received and processed by Wells Fargo Shareowner Services, which is a different organization from the transfer agent. To be sure your proxy is properly received and counted, please be certain to complete, sign and return the proxy card in the envelope provided with it, which will be addressed to Computershare Investor Services.

Q: Can I return the proxy card and the election form together?

A: *No.* Your completion of the proxy card casts your vote, as a Voyager stockholder, either for, against or abstaining from voting on, adoption of the merger agreement. The proxy cards are received and tabulated by Voyager's transfer agent, which is Computershare Investor Services. The election forms are received and processed by Wells Fargo Shareowner Services, which is a different organization from the transfer agent. To be sure your proxy card is properly received and counted, please be certain to complete, sign and return the proxy card in the envelope provided with it, which will be addressed to Computershare Investor Services. Please send the election form in the envelope that accompanied it, which will be addressed to Wells Fargo Shareowner Services.

Q: When do you expect the mergers to be completed?

A: The parties are working to complete the mergers promptly after the Voyager stockholder meeting is completed, assuming that the requisite stockholder vote for adopting the merger agreement is obtained. It is possible, however, that factors outside of the control of Cambium, Voyager or Holdings could require the parties to complete the mergers at a later time, or prevent the parties from completing the mergers at all.

Q: What effects will the proposed mergers have on Voyager?

A: Upon completion of the proposed mergers, Voyager will cease to be a publicly traded company and will be wholly owned by Holdings, which means that Holdings will be the only stockholder of Voyager. As a result, if you receive shares of Holdings common stock upon completion of the Voyager merger, you will own shares in Holdings only and will not directly own any shares in Voyager. Following completion of the mergers, the registration of Voyager's common stock and its reporting obligations with respect to its common stock under the Exchange Act will be terminated. In addition, upon completion of the proposed mergers, shares of Voyager common stock will no longer be quoted on the Pink Sheets Electronic Quotation Service, which we refer to as the Pink Sheets, or any other stock exchange or quotation system. Although you will no longer be a stockholder of Voyager, if you receive Holdings common stock as part of your merger consideration, you will continue to have an indirect interest in Voyager and you also will have an indirect interest in Cambium, in both cases through your ownership of Holdings common stock. If you become a Holdings stockholder, you can expect that the value of your investment will depend upon the performance of both Cambium and Voyager, and Holdings' ability to integrate the two companies.

Q: What effects will the proposed mergers have on Holdings?

A: Upon completion of the proposed mergers, Holdings will become the holding company of Cambium and Voyager and will become a new public company. Although not required as a condition to closing, Holdings expects that

the shares of Holdings common stock issued in connection with the mergers to the stockholders of Cambium and Voyager will be listed on the NASDAQ Global Market.

Q: What happens if the mergers are not completed?

A: If the merger agreement is not approved by Voyager stockholders, or if the mergers are not completed for any other reason, Voyager stockholders will not receive any payment for their shares of Voyager common stock pursuant to the merger agreement or otherwise. Instead, Voyager will remain a public company and Voyager expects that its common stock will continue to be registered under the Exchange Act and traded

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or quoted on the Pink Sheets or other stock exchange or automated quotation system. In specified circumstances, either Voyager or Cambium may be required to pay to the other party a termination fee, in each case as described in THE MERGER AGREEMENT Termination and Termination Fees on page 141.

Q: Where can I find information about Cambium and Voyager?

A: You can find information about Cambium and Voyager by reading this proxy statement/prospectus, including the sections entitled INFORMATION ABOUT CAMBIUM S BUSINESS and INFORMATION ABOUT VOYAGER S BUSINESS on pages 205 and 248, respectively. You can also find information about Voyager in the documents described in the section entitled WHERE YOU CAN FIND MORE INFORMATION on page 289.

Q: What stockholder approvals are required to complete the transaction?

A: A majority of the outstanding shares of Voyager common stock entitled to vote at the Voyager special meeting must vote FOR the adoption of the merger agreement in order for the transaction to be completed.

Q: What will happen to options to acquire Voyager common stock?

A: Each option to purchase shares of Voyager common stock granted under Voyager s employee and director equity compensation plans or otherwise that is not terminated as of the effective time of the mergers will, upon completion of the mergers, be converted into an option to acquire, on the same terms and conditions (including applicable vesting provisions) as were applicable under the Voyager stock option, that number of shares of Holdings common stock equal to the number of shares of Voyager common stock subject to the Voyager stock option immediately prior to the effective time of the transaction, at a price per share equal to the per-share exercise price applicable to the Voyager stock option, and the converted option will be assumed by Holdings upon completion of the transaction. For additional information, see THE MERGER AGREEMENT Treatment of Voyager Stock Options and Stock Appreciation Rights on page 124.

Q: What do I need to do now?

A: After you carefully read this proxy statement/prospectus, you should mail your signed proxy card in the enclosed return envelope, or submit your proxy by telephone or through the Internet in accordance with the instructions on the proxy card. In order to assure that your vote is recorded, please vote your proxy as soon as possible even if you plan to attend the Voyager special meeting in person. If you own your shares in street name through a bank, broker or other nominee, you must instruct your bank, broker or other nominee how to vote your shares using the enclosed voting instruction card. As mentioned, for your convenience, Internet and telephone voting is available in accordance with the instructions on the voting instruction card. You should also make sure that you submit your election to receive cash and/or shares of Holdings common stock prior to the election deadline. Please be sure to submit your election form in the envelope that was provided with the election form; please DO NOT return it together with your proxy card.

Q: How does my participation in the Voyager special meeting in person or by proxy affect quorum requirements?

A: The transaction of Voyager business at the Voyager special meeting requires a quorum, which will be established by the presence in person or by proxy of a majority of the outstanding shares of Voyager common stock entitled to vote at the Voyager special meeting. If you do not return your proxy card or submit your proxy by telephone or through the Internet or vote in person at the Voyager special meeting, it will be more difficult for Voyager to

obtain the necessary quorum to transact business at the Voyager special meeting. In addition, your failure to participate in the Voyager special meeting in person or by proxy will have the same effect as a vote against the adoption of the merger agreement.

Q: How does the Voyager board of directors recommend I vote?

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A: After careful consideration, Voyager's board of directors unanimously recommends that Voyager stockholders vote **FOR** the proposal to adopt the merger agreement. For a description of the reasons underlying the recommendation of Voyager's board of directors, see **THE MERGERS** Voyager's Reasons for the Voyager Merger; Consideration of the Voyager Merger by Voyager's Board of Directors on page 78. Voyager's board also unanimously recommends that Voyager stockholders vote **FOR** the proposal to approve the adjournment of the Voyager special meeting, if necessary, to allow time for further solicitation of proxies if there are insufficient votes present at the meeting, in person or by proxy, to adopt the merger agreement.

Q: How many shares of Voyager common stock are beneficially owned by Voyager's directors and executive officers as of the record date?

A: Directors and executive officers of Voyager beneficially owned an aggregate of 3,648,117 shares of Voyager common stock on the record date, including outstanding options to purchase 105,910 shares of common stock, all of which are exercisable. All of these shares represent approximately 12.17% of the total voting power of Voyager's common stock as of the record date.

Q: Have any Voyager stockholders committed to vote in favor of the merger agreement?

A: *Yes.* In connection with the transactions contemplated by the merger agreement, SPO Partners II, L.P. and various SPO related parties and Keystone Group, L.P. and a Keystone related party, each of which is a Voyager stockholder, have each entered into a voting and support agreement with Holdings and Cambium, under which each stockholder has granted a proxy to a current and a former officer of Veronis Suhler Stevenson, or VSS, and has undertaken to vote its shares in favor of the Voyager merger and the merger agreement, unless the merger agreement has been terminated. The shares of Voyager common stock covered by these agreements represented 20.5% of the outstanding shares of Voyager common stock as of the date the merger agreement was signed and 20.5% as of the record date for the Voyager special meeting.

Q: As a Voyager stockholder, how can I vote?

A: You may vote **FOR** or **AGAINST** or abstain from voting for any of the proposals submitted to Voyager stockholders. Votes will be counted by the inspector of elections appointed for the Voyager special meeting. Registered stockholders as of the record date may vote in person at the Voyager special meeting or by one of the following methods:

completing, signing and dating the enclosed proxy card and returning it in the enclosed prepaid envelope;

calling the toll-free telephone number on the proxy card and following the recorded instructions; or

through the Internet by following the instructions provided on the proxy card.

Stockholders who hold shares of Voyager common stock in street name may vote by following the instructions provided by the bank, broker or other nominee holding their shares, including by one of the following methods:

Voting instruction card. Please complete, sign, date and return the voting instruction card in the enclosed pre-addressed envelope.

Other methods listed on your voting instruction card or other information forwarded by your bank, broker or other nominee. Please consult the voting instruction card sent to you by your bank, broker or other nominee to

determine whether you may vote by telephone or electronically through the Internet.

In person at the Voyager special meeting with a legal proxy from your bank, broker or other nominee. Please consult the voting instruction card sent to you by your bank, broker or other nominee to determine how to obtain a legal proxy in order to vote in person at the Voyager special meeting.

Submitting an election form does not count as a vote. You must complete, sign and return your proxy card to Computershare Investor Services in the envelope that was provided with the proxy card. Please do not send your election form and proxy card in the same envelope.

For a more detailed explanation of voting procedures, see **THE SPECIAL MEETING OF VOYAGER STOCKHOLDERS How You Can Vote** on page 49.

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Q: What does it mean if I receive more than one proxy card or more than one e-mail instructing me to vote?

A: If you receive more than one proxy card or more than one email instructing you to vote, that means that your shares are registered in more than one name or are registered in different accounts. Please complete, date, sign and return *each* proxy card, and respond to *each* e-mail, to ensure that all of your shares are voted.

Q: What happens if I do not indicate how to vote on my proxy card?

A: If you sign and send in your proxy card and do not indicate how you want to vote, your proxy will be counted as a vote FOR the proposal to adopt the merger agreement and FOR the proposal to adjourn the special meeting if necessary to solicit additional proxies.

Q: If my shares are held in street name, will my broker vote my shares for me?

A: If you provide your broker, bank or other nominee with instructions on how to vote your street name shares on a timely basis, your broker, bank or other nominee will be permitted to vote your shares in accordance with your instructions. If you fail to instruct your broker, bank or other nominee to vote your shares and the broker, bank or other nominee submits an unvoted proxy, the resulting broker non-votes will be counted toward a quorum at the Voyager special meeting, but they will not be voted on any of the proposals and will have the same effect as a vote against the adoption of the merger agreement.

Q: Can I change my vote after I have mailed my proxy card?

A: *Yes.* You can change your vote at any time before your proxy is voted at the Voyager special meeting. You can do this in one of three ways:

timely delivery of a valid, later dated proxy by mail, or a later dated proxy by telephone or through the Internet;

timely delivery of a written, dated notice to Voyager's Secretary before the Voyager special meeting stating that you have revoked your proxy; or

voting by ballot at the Voyager special meeting (but note that your attendance at the Voyager special meeting alone will not revoke your proxy).

If you have instructed a bank, broker or other nominee to vote your shares by executing a voting instruction card or by using the telephone or Internet, you must follow directions from your bank, broker or other nominee to change those instructions.

Q: When and where is the Voyager special meeting to be held?

A: The Voyager special meeting will begin promptly at 8:00 a.m., local time, on December 8, 2009, at Voyager's corporate headquarters, 1800 Valley View Lane, Suite 400, Dallas, Texas. For additional information, see THE SPECIAL MEETING OF VOYAGER STOCKHOLDERS Date, Time and Place of the Voyager Special Meeting on page 49.

Q: Can I attend the Voyager special meeting?

A:

Yes. You are entitled to attend the Voyager special meeting if you were a Voyager stockholder as of the close of business on November 4, 2009, the record date for the Voyager special meeting, or you hold a valid proxy for the Voyager special meeting. You should be prepared to present valid government-issued photo identification, such as a driver's license or passport, for admittance to the Voyager special meeting. In addition, if you are a record holder of Voyager common stock, your name will be verified against the list of record holders as of the record date for the meeting prior to being admitted to the meeting. If you are not a record holder, but rather hold your shares through a broker, bank or other nominee (*i.e.*, in street name), you should provide proof of beneficial ownership on the record date, such as your most recent account statement prior to the record date or other similar evidence of ownership. If you do not provide valid government-issued photo identification or comply with the other procedures outlined above upon request, you may not be admitted to the Voyager

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special meeting. For additional information, see THE SPECIAL MEETING OF VOYAGER STOCKHOLDERS Admission to the Voyager Special Meeting on page 49.

Q: As a Voyager stockholder, will I be able to trade any shares of Holdings common stock that I receive as consideration in connection with the transaction?

A: *Yes*, subject to certain restrictions applicable to affiliates of Holdings. Although not required as a condition to closing, Holdings expects that, upon completion of the mergers, the shares of Holdings common stock issued in connection with the mergers will be listed on the NASDAQ Global Market.

Q: Will I be able to trade the CVRs that I receive in connection with the Voyager merger?

A: *No*. The CVRs will not be listed on any exchange or otherwise be freely tradeable, and Holdings will be required to recognize transfers of CVRs only in very limited circumstances. For additional information, see RELATED AGREEMENTS Contingent Value Rights Agreement on page 150.

Q: As a stockholder of Voyager, am I entitled to appraisal rights?

A: *Yes*. Under Delaware law, you have the right to dissent from the Voyager merger and to receive payment in cash for the fair value of your shares of Voyager common stock as determined by the Court of Chancery of the State of Delaware, which we refer to as the Delaware Court of Chancery, together with a fair rate of interest, if any, to be paid on the amount determined by the court to be the fair value of your shares, in lieu of the consideration you would otherwise be entitled to receive pursuant to the merger agreement. These rights are known as appraisal rights. Voyager stockholders electing to exercise appraisal rights must strictly comply with the provisions of Section 262 of the Delaware General Corporation Law, which we refer to as the DGCL, in order to perfect their rights. For additional information, see THE MERGERS Appraisal Rights on page 109 and Section 262 of the DGCL, a copy of which is attached as Annex B to this proxy statement/prospectus.

Q: What are the material federal income tax consequences of the mergers to me?

A: Tax matters are complicated and the tax consequences of the transaction to you will depend on your individual circumstances. **You should consult your tax advisor to determine the specific tax consequences of the mergers to you.** For additional information, see THE MERGERS Material U.S. Federal Income Tax Consequences of the Mergers on page 112.

Q: Should I send in my stock certificates now?

A: *No. Please do not send in your stock certificates with your proxy card or your election form.* Shortly after the transaction is completed, you will receive a letter of transmittal with instructions informing you how to send in your stock certificates to the exchange agent in order to receive the merger consideration for your shares of Voyager common stock. If you hold your shares in street name through a broker, bank or other nominee, then you will receive instructions from your broker, bank or other nominee as to how to exchange your street name shares for the merger consideration.

Q: How can I find out the results of the vote?

A: Voyager will publicly announce final voting results as promptly as practicable after the Voyager special meeting is completed. Preliminary voting results may be announced at the Voyager special meeting.

Q: Who is paying for this proxy solicitation?

A: The entire cost of soliciting proxies in connection with the Voyager special meeting will be paid by Voyager. If the mergers are completed, that cost will be paid by Voyager to the extent that Voyager has excess cash to pay its transaction expenses, and may be paid by Holdings to the extent that Voyager does not have enough excess cash to pay its and Cambium's transaction expenses. Voyager's directors, officers, other employees and any other solicitors that Voyager may retain may solicit proxies personally, by telephone or by other means of communication. Directors and employees will not be paid any additional compensation for soliciting proxies. Voyager will provide copies of its solicitation materials to banks, brokerage houses,

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fiduciaries and custodians that hold beneficially owned shares of Voyager common stock for distribution to the beneficial owners. Voyager has retained Georgeson Inc. to aid in Voyager's proxy solicitation process. Voyager estimates that its proxy solicitor fees will be approximately \$8,000 plus out-of-pocket expenses incurred by the proxy solicitor. Voyager also will reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners of Voyager common stock.

Q: Who can help answer any questions I have as a Voyager stockholder?

A: If you are a Voyager stockholder and you have questions, including questions about the mergers or any related transactions, the Voyager special meeting or the procedures for voting your shares, you should contact:

Shannan Overbeck
Voyager Learning Company
Public and Investor Relations
1800 Valley View Lane, Suite 400
Dallas, Texas 75234
Telephone: 214-932-9476
E-mail: soverbeck@voyagerlearning.com

If you need additional copies of this proxy statement/prospectus or voting materials, you should contact Public and Investor Relations at Voyager, as described above, by letter, telephone or e-mail.

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SUMMARY

This summary highlights selected information from this proxy statement/prospectus and may not contain all of the information that is important to you. To understand the mergers and the transactions contemplated by the merger agreement fully and for a more complete description of the terms and conditions of these transactions, you should read carefully this proxy statement/prospectus in its entirety, including the merger agreement, which is attached as Annex A to this proxy statement/prospectus, the other annexes attached to this proxy statement/prospectus, and the other documents to which we have referred you. See WHERE YOU CAN FIND MORE INFORMATION on page 289. Page references are included in this summary to direct you to a more complete description of various topics in this proxy statement/prospectus. For a discussion of the risk factors that you should consider in evaluating the mergers, see RISK FACTORS on page 32.

Parties to the Mergers

Cambium

Cambium is a Delaware corporation headquartered in Natick, Massachusetts. Cambium is a leading provider of learning intervention solutions, which include both specialized instructional materials as well as implementation-related services, designed specifically for the pre-kindergarten through twelfth grade, or Pre-K-12, at-risk and special education markets. Cambium's research-based offerings integrate content, services and technology to address the unique needs of at-risk and special education student populations. From initial concept development to continuing program sales and support, Cambium utilizes experienced and renowned researchers and authors as the foundation for its intervention programs and services. The address of Cambium's principal executive offices is 313 Speen Street, Natick, Massachusetts, and its telephone number is (508) 647-1340.

For additional information about Cambium and its business, see INFORMATION ABOUT CAMBIUM'S BUSINESS on page 205.

For purposes of this proxy statement/prospectus, unless the context indicates otherwise, all references to Cambium include Cambium and its subsidiaries assuming completion of the internal reorganization which we refer to as the Holdings III Merger Transactions. The Holdings III Merger Transactions will occur prior to the effective time of the mergers. For more information on the Holdings III Merger Transactions, see THE MERGERS Diagrams Repositioning the Owner of Cambium on page 58.

The internal reorganization, which we also refer to as repositioning the owner of Cambium, consists of interposing certain newly formed holding companies as direct or indirect equity owners of Cambium Learning and its immediate parent entity. These steps, which will occur prior to the completion of the mergers, were designed to enable Cambium Learning to participate in the mergers without violating restrictions in Cambium Learning's senior secured credit agreement and senior unsecured credit agreement and without the need to seek a waiver or consent from Cambium Learning's lenders. As described under MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM Liquidity and Capital Resources Long-Term Debt on page 235, the parties subsequently arranged, pursuant to the terms of the amendments to the credit agreements, for the lenders to ratify and approve the mergers and related transactions.

Voyager

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Voyager is a Delaware corporation headquartered in Dallas, Texas. Voyager is a publisher of education solutions serving the kindergarten through twelfth grade, or K-12, education market through three business units: Voyager Expanded Learning, Learning A-Z and ExploreLearning. Voyager has more than 50 years of experience in information aggregation and dissemination, content development and educational publishing. The address of Voyager's principal executive offices is 1800 Valley View Lane, Suite 400, Dallas, Texas 75234, and its telephone number is (214) 932-9500.

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For additional information about Voyager and its business, see WHERE YOU CAN FIND MORE INFORMATION on page 289 and INFORMATION ABOUT VOYAGER S BUSINESS on page 248.

For purposes of this proxy statement/prospectus, unless the context indicates otherwise, all references to Voyager include Voyager and its subsidiaries.

Holdings

Holdings was incorporated under the laws of the State of Delaware in 2009. Holdings was originally incorporated under the name Cambium-Voyager Holdings, Inc. In order to build on the Cambium brand, the board of Holdings and its sole stockholder determined to change Holdings name to Cambium Learning Group, Inc., which new name became effective on October 29, 2009, upon filing an amended and restated certificate of incorporation with the Delaware Secretary of State on that date. To date, Holdings has not conducted any business or activities other than those incidental to its formation, the execution of the merger agreement and related agreements and the preparation and filing of this proxy statement/prospectus. Upon completion of the mergers described in this proxy statement/prospectus, Holdings will become the holding company of both Cambium and Voyager. The address of Holdings principal executive offices will be, upon completion of the mergers, 1800 Valley View Lane, Suite 400, Dallas, Texas 75234, and its telephone number is (214) 932-9500.

For purposes of this proxy statement/prospectus, unless the context indicates otherwise, all references to Holdings assumes the completion of the mergers.

Strategies

Holdings intends to capitalize upon potential strategic, operational and financial synergies to generate significant cash flow and strengthen the leadership position of Cambium and Voyager in education solutions for the pre-K-12 market. Holdings believes that these synergies derive from the following factors:

Strategic Synergies

Ability to Benefit from the Complementary Nature of the Companies Products. The product offerings of Cambium and Voyager are complementary in nature for the most part. Many school districts classify their approaches to responding to the needs of children who are struggling with core curriculum in terms of three tiers, with Tier 1 requiring the least intervention and Tier 3 requiring the most intensive intervention. Cambium s products primarily target Tier 1 and Tier 3 students, while Voyager s products primarily target Tier 2 students. Holdings believes that in combining these two companies, there will be little product overlap, since the core products of each company target different tiers of intervention. Holdings believes that the complementary nature of the combined company s product offerings will allow the combined company to offer its customers expanded one-stop shopping and will enhance the combined company s ability to compete with other market participants.

Ability to Enhance Certain Products with Minimal Development Costs. Holdings believes that the combined company will be able to create new offerings and enhance the value proposition of certain existing products by repurposing content previously developed by Cambium or Voyager. Holdings expects that it will be able to create these new offerings and achieve these enhancements with lower developmental cost than either company would incur to create or enhance its products on its own.

Ability to Leverage the Combined Implementation Services Capabilities. The combined customer training and implementation support services teams will enjoy a more comprehensive geographic and product coverage, thereby

enabling greater staff utilization. The combination of Voyager's and Cambium's implementation services capabilities will provide customers with a single, dedicated organization for ongoing training and implementation support for most of their literacy, math and behavioral intervention needs and, by leveraging Voyager's underlying technology platform, will provide enhanced data reporting on student outcomes.

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Capacity to Share and Employ Robust Technological Capabilities. Both Cambium and Voyager define themselves in large part in terms of their abilities to employ technology to improve student outcomes. Upon completion of the mergers, Holdings expects to:

leverage the existing learning technologies of the combined company, such as using Voyager's Ticket to Read and VMath Live learning technologies in Cambium's core intervention programs to improve student time on task and the practice components of those programs;

consolidate the best of both data management systems into a single data management and progress monitoring system for all key intervention programs and assessments; and

consolidate the best of the combined company's on-line and distance education content and technologies to offer an enhanced suite of education services for the educators and administrators served by Holdings.

Ability to Achieve Critical Mass in Certain Markets. Holdings expects that the mergers will enable the combined company to achieve the critical mass necessary to take advantage of certain opportunities typically not presented to smaller market participants. Holdings believes that its combined offerings coupled with its expanded national sales presence will provide it with advantages in selected state adoptions of intervention solutions, which generally reward a larger sales presence and focus in that state during adoption years.

Operational Synergies

Experienced Management Team. By combining the Voyager and Cambium management teams, the combined company will possess enhanced leadership experience and expertise. Holdings expects to realize additional benefits through the combination of the respective management teams by:

adopting best practices from each of Cambium and Voyager;

attracting leading authors and programs; and

acquiring and integrating additional product lines and businesses as opportunities arise that provide a compelling strategic fit and attractive economics.

Ability to Expand Sales and Marketing Reach. As a result of the mergers, the combined company will have an expanded sales and marketing reach. Specifically, a combination of the two outside sales forces will be capable of covering a larger geographical area within the pre-K-12 grade intervention market than the area either company could cover independently.

Ability to Facilitate the Cross-Selling of Each Other's Products to Established Customers. Both Cambium and Voyager have long-standing relationships with customers in the education market for intervention products. Holdings expects that these valuable customer relationships will allow it to cross-sell existing products to customers who have a relationship with one company but not the other.

Capacity to Increase Sales into Existing and New Markets of Certain Products through Complementary Sales Channels. In addition to the consolidated outside sales force, Holdings will be positioned to leverage the complementary sales channels of Cambium and Voyager. For example, the combined company expects to utilize Cambium's reseller network to market Voyager's learning technology products and to utilize Voyager's inside sales force to market Cambium's core intervention offerings.

Continue to Invest in Certain Areas of the Business. Holdings intends to use a portion of the expected cost savings described below to hire additional executive leadership, increase marketing, expand the inside sales team and expand Cambium's supplementary interventions business.

Realignment of Administrative Operations. The combined company intends to rationalize a considerable amount of back office and administrative processes utilizing the best processes and systems from both companies. As a result of the complementary nature of the respective businesses, Holdings believes these process improvement measures will pose minimal risk and disruption to the overall business while at the same time improving the effectiveness of these processes.

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Financial Synergies

Cost Synergies. In an effort to minimize certain costs associated with the business, the combined company expects to be able to recognize cost synergies and eliminate duplicative investments. The combined company has identified areas within the combined business where it believes operating cost reductions can be achieved without sacrificing revenue opportunities. Cost synergies are expected to yield approximately \$10 million per year in cost savings once fully realized in 2010.

Voyager Special Meeting of Stockholders (see page 49)

The Voyager special meeting will be held at Voyager's corporate headquarters, 1800 Valley View Lane, Suite 400, Dallas, Texas, on December 8, 2009, starting at 8:00 a.m., local time.

You may vote at the Voyager special meeting if you owned shares of Voyager common stock at the close of business on November 4, 2009, the record date for the Voyager special meeting. On that date, 29,874,145 shares of Voyager common stock were outstanding and entitled to vote at the Voyager special meeting. You may cast one vote for each share of Voyager common stock you owned as of the Voyager record date.

In connection with the execution of the merger agreement, certain Voyager stockholders entered into voting and support agreements with Holdings pursuant to which, among other things, each of these stockholders has agreed to vote all of the shares of Voyager common stock owned by the stockholder in favor of the adoption of the merger agreement. As of the Voyager record date, these stockholders beneficially owned 6,121,497 shares of Voyager common stock, in the aggregate, which represent 20.5% of the outstanding shares of Voyager common stock entitled to be voted at the special meeting. We have attached the form of agreement which these stockholders signed as Annex I to this proxy statement/prospectus.

As of the Voyager record date, in addition to the shares covered by the above-mentioned voting and support agreements, Voyager directors and executive officers and their affiliates owned and were entitled to vote less than 1.0% of the outstanding shares of Voyager common stock. The directors and executive officers who own these shares have expressed their intention to vote these shares in favor of the merger agreement.

The Mergers (see page 54)

Holdings and its two subsidiaries, Consonant Acquisition Corp. and Vowel Acquisition Corp., were established for the purpose of combining the businesses of Cambium and Voyager. The combination, structured as the simultaneous mergers of Consonant Acquisition Corp. with and into Cambium and Vowel Acquisition Corp. with and into Voyager, is illustrated elsewhere in this proxy statement/prospectus. See THE MERGER Diagrams Overall Structure of the Mergers on page 55.

As illustrated in the diagrams appearing elsewhere in this proxy statement/prospectus, Cambium and Voyager will be the surviving corporations in the two mergers and each will become a direct, wholly owned subsidiary of Holdings. The respective subsidiaries of Cambium and Voyager will, immediately after the mergers are completed, be direct or indirect, wholly owned subsidiaries of Cambium or Voyager, as applicable, and will become indirect, wholly owned subsidiaries of Holdings. See THE MERGER Diagrams Transfer of Voyager's Subsidiaries on page 63, THE MERGER AGREEMENT Voyager Expanded Learning and Related Matters on page 137 and THE MERGER AGREEMENT LAZEL Spinoff on page 136.

In connection with the mergers, the sole stockholder of Cambium will receive 24,300,466 shares of Holdings common stock, including 3,846,154 shares issuable in exchange for a \$25 million cash capital

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contribution to be made by the sole stockholder of Cambium immediately prior to the effective time of the mergers. Each share of Voyager common stock will be converted into merger consideration consisting of:

at the election of the stockholder, either:

one share of Holdings common stock, or

\$6.50 in cash, subject to proration rules referred to below; plus, regardless of the election made,

an amount in cash equal to the amount of specified tax refunds received by Voyager prior to the closing of the mergers (reduced by the amount of the Voyager tax refunds contractually required to be placed in escrow at closing), divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers, which we estimate to be 29,874,145 shares; plus

a CVR to receive cash in an amount equal to the aggregate amount of specified tax refunds received after the closing of the mergers and various other amounts deposited in escrow on or after the closing date, reduced by any payments to be made under an escrow agreement to be entered into in connection with the mergers, with respect to agreed contingencies, a potential working capital adjustment and Stockholders Representative expenses, divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers.

The Stockholders Representative may withdraw funds from the CVR Escrow Fund to cover its reasonable costs and expenses, to purchase insurance to provide indemnification protection to itself and to provide itself reasonable compensation for the performance of its services. The indemnification insurance to be provided to the present and former officers and directors of Voyager as described under THE MERGERS Interests of Voyager s Directors and Officers in the Mergers Indemnification and Insurance on page 106 is also expected to cover the Stockholders Representative for the term of the insurance. The Stockholders Representative will be compensated at a rate of \$810 per hour. The total amount of the Stockholders Representative s reasonable costs and expenses and compensation cannot be estimated because they will depend in large part on whether the Stockholders Representative is required to initiate (or defend) a dispute or to take any other actions authorized by the merger agreement, the escrow agreement or other transaction documents to which the Stockholders Representative is a party.

The amount of cash available to satisfy cash elections by Voyager stockholders will be determined by an agreed formula that is primarily dependent on the cash generated by Voyager prior to closing, but the amount of cash available for cash elections is limited to a maximum of \$67.5 million in the aggregate. If the amount of cash available for the cash elections is insufficient to accommodate all of the cash elections made by the Voyager stockholders, then the stockholders electing to exchange shares for cash will be subject to a pro rata reduction in accordance with agreed procedures set forth in the merger agreement and described in this proxy statement/prospectus. The shares of Voyager common stock that are not exchanged for cash will be exchanged for shares of Holdings common stock. There is no comparable limit on the extent to which Holdings will honor stock elections. Thus, if a Voyager stockholder elects to receive Holdings stock in exchange for all of the stockholder s shares of Voyager common stock, that stockholder will not be subject to proration pursuant to the merger agreement and will receive only Holdings common stock. See THE MERGER AGREEMENT Election Procedures for Voyager Stockholders on page 122 for a description of the procedures applicable to the elections to be made by Voyager stockholders.

The Merger Agreement (see page 117)

The merger agreement is attached as Annex A to this proxy statement/prospectus. You are strongly encouraged to read carefully the merger agreement in its entirety. For information regarding the background leading up to the execution

of the merger agreement, see THE MERGERS Background of the Mergers on page 70.

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Management of Holdings Following the Mergers (see page 177)

Upon completion of the mergers, the board of directors of Holdings is expected to consist of nine members, four of whom have been designated by Voyager and five of whom have been or will be designated by the sole stockholder of Cambium. To date, Cambium's sole stockholder has only designated three members of the board. If the remaining positions are not filled prior to the effective time, in addition to his own vote, Jeffrey T. Stevenson will have one vote on the board for each such vacant position. Mr. Stevenson is Holding's chairman of the board and also the Managing Partner and Co-Chief Executive Officer of VSS. The principal executive officers of Holdings will be:

Ronald Klausner, the President of Voyager Expanded Learning, Inc., who will be Chief Executive Officer of Holdings;

David F. Cappellucci, the Chief Executive Officer of Cambium, who will be President of Holdings;

Bradley C. Almond, the Chief Financial Officer of Voyager, who will be Chief Financial Officer of Holdings;

John Campbell, the Chief Operating Officer of Voyager Expanded Learning, Inc., who will be Senior Vice President and the President of the Cambium Learning Technologies business unit of Holdings and

George A. Logue, an Executive Vice President of Cambium, who will be Executive Vice President and the President of the Supplemental Solutions business unit of Holdings.

Some or all of these executive officers may also retain executive positions with Cambium and/or Voyager after the effective time.

Comparison of Stockholder Rights (see page 197)

The rights of Voyager stockholders are governed by the Delaware General Corporation Law, or DGCL, and Voyager's certificate of incorporation and bylaws. The rights of Cambium's stockholder are governed by the DGCL and Cambium's certificate of incorporation and bylaws. Upon completion of the mergers, the rights of Cambium's stockholder and the rights of all Voyager stockholders that receive shares of Holdings common stock in the transaction will be governed by the DGCL, Holdings' certificate of incorporation and bylaws and a stockholders agreement to be entered into at the closing of the mergers. Holdings' certificate of incorporation and bylaws are attached as Annex C and Annex D, respectively, to this proxy statement/prospectus, and the stockholders agreement is attached as Annex L to this proxy statement/prospectus. For a description of how the rights of a Holdings stockholder will be different than the rights of a Voyager stockholder, see **COMPARISON OF STOCKHOLDER RIGHTS** on page 197.

Comparative Market Prices and Dividend Information (see page 156)

Shares of Voyager common stock are quoted on the Pink Sheets Electronic Quotation Service, which we refer to as the Pink Sheets. The shares of Cambium common stock are privately held and, as a result, no established trading market exists for the Cambium shares. There currently is also no public market for the shares of Holdings common stock.

The following table presents the last reported closing sales price per share of Voyager common stock, as quoted on the Pink Sheets on June 19, 2009, the last full trading day before the public announcement of the mergers, and on

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November 12, 2009, the last practicable date for which closing prices were available prior to the date of this proxy statement/prospectus.

	Voyager Common Stock Close
June 19, 2009	\$ 2.15
November 12, 2009	\$ 4.50

Neither Cambium nor Voyager has, during the past five fiscal years, declared or paid any cash dividends on its capital stock. Holdings does not anticipate paying any cash dividends on its common stock for the foreseeable future after completion of the mergers.

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Each share of Voyager common stock that is converted into Holdings common stock pursuant to the Voyager merger will be converted into one share of Holdings common stock, as well as into a cash amount and a CVR. Since both Cambium and Holdings are private companies and there is no trading market for the shares of either company, it is not possible to determine the equivalent implied value of a share of Holdings common stock.

Recommendation of the Voyager Board of Directors (see page 49)

Voyager’s board of directors has unanimously approved the merger of Voyager merger sub with and into Voyager, the merger agreement and the transactions contemplated thereby and recommends that Voyager stockholders vote **FOR** the adoption of the merger agreement and **FOR** the proposal to adjourn the meeting if necessary to solicit additional proxies.

Opinions of Voyager’s Financial Advisors (see page 81)

Each of Allen & Company LLC, which we refer to as Allen & Company, and Houlihan Smith & Company Inc., which we refer to as Houlihan Smith, acted as financial advisor to Voyager in connection with the transactions contemplated by the merger agreement. Allen & Company has provided Voyager’s board of directors with an opinion that concludes that the merger consideration to be received by the Voyager stockholders is fair, from a financial point of view, to the Voyager stockholders in the Voyager merger. Houlihan Smith has provided Voyager’s board of directors with an opinion that concludes that after and giving effect to the mergers, Holdings will be a solvent entity. We have attached a copy of the Allen & Company fairness opinion and the Houlihan Smith solvency opinion to this proxy statement/prospectus as Annex E and Annex F, respectively. We have also provided a description of the analyses undertaken by Voyager’s financial advisors on page 81.

Interests of Certain Persons in the Mergers (see page 101)

When considering the recommendation of the Voyager board of directors with respect to the Voyager merger and the merger agreement, you should be aware that some of Voyager’s executive officers and directors have interests in the Voyager merger that are different than, or in addition to, those of other Voyager stockholders. These interests include:

- the retention of some of the officers of Voyager as officers or employees of Holdings or its subsidiaries;
- the designation of two officers and a director of Voyager as directors of Holdings;
- continuation of various indemnification and insurance obligations for the benefit of Voyager’s directors and executive officers;
- the treatment of stock options and stock appreciation rights held by Voyager executive officers and directors at the effective time of the mergers; and
- with respect to the executive officers of Voyager, the receipt of severance, retention, change in control or other payments, which are expected to be in the following aggregate amounts:

Name	Title	Amount
Richard Surratt	President and Chief Executive Officer of Voyager	\$ 5,111,060
Ronald Klausner	President of Voyager Expanded Learning	\$ 1,826,056

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Todd W. Buchardt	Senior Vice President and General Counsel of Voyager	\$ 660,059
Bradley C. Almond	Chief Financial Officer of Voyager	\$ 345,000
John Campbell	Chief Operating Officer of Voyager Expanded Learning	\$ 265,500

Please see THE MERGERS Interests of Voyager s Directors and Officers in the Mergers Change in Control, Severance, Retention and Other Payments for additional information regarding these estimated payments.

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You should also be aware that the executive officers of Cambium's operating subsidiary, Cambium Learning, and Cambium's directors have interests in the Cambium merger that are different than, or in addition to, those of the Cambium stockholder. These interests include:

the retention of various officers of Cambium Learning as officers or employees of Holdings or its subsidiaries;

the designation of an officer of Cambium Learning and all of the directors of Cambium as directors of Holdings; and

the treatment of interests held by Cambium Learning's officers in a management incentive plan of one of Cambium's subsidiaries at the effective time of the mergers, since these interests will terminate upon completion of the mergers and, upon or following the closing of the mergers, the officers of Cambium who were participants in the management incentive plan may be granted options to purchase shares of Holdings common stock under Holdings' equity compensation plans.

In addition to the equity and compensation items described above, the following table sets forth the number of options to be granted to executive officers of Cambium and Voyager at the effective time. The options listed below are options to acquire Holdings common stock under the terms of the 2009 Incentive Plan (which we describe on page 183). Other than the options described below, the Holdings board of directors has not yet made any determinations with respect to options to be granted to Voyager's or Cambium's executive officers.

Name	Title	Options
Ronald Klausner	Chief Executive Officer	750,000
David F. Cappellucci	President	600,000
John Campbell	Senior Vice President and President of Cambium Learning Technologies	300,000
Bradley C. Almond	Chief Financial Officer	250,000
George A. Logue	Executive Vice President and President of Supplemental Solutions	250,000
	Total:	2,150,000

VSS is the principal equity owner of Cambium's stockholder. VSS also has certain interests that are different than, or in addition to, the interests of Cambium's stockholder. Upon the completion of the mergers, Holdings will enter into a consulting fee agreement with VSS entitling VSS to a fee equal to 1% of the gross proceeds of any debt or equity financing undertaken by Holdings and a fee equal to 1% of the enterprise value of any entities acquired or disposed of by Holdings. These fee obligations will remain in effect until the earlier of the date on which funds managed by VSS cease to beneficially own at least 10% of the outstanding Holdings common stock or, unless Holdings' audit committee renews the consulting fee agreement, January 1, 2015. Further, an affiliate of VSS will be entitled to receive a fee in the amount of \$3.0 million from Holdings upon completion of the mergers in consideration of providing advisory services with respect to the mergers. This fee will be payable \$1,000,000 in cash at closing, and the balance becomes payable if and when Cambium Learning's ratio of total outstanding debt to adjusted EBITDA drops below 3.0:1. Three-quarters of this remaining balance will be allocated pro rata among, and paid to, VSS and certain of the other equity owners of Cambium's stockholder. In addition, under the terms of a stockholders agreement to be executed at the closing, subject to specified exempt issuances, for so long as Cambium's stockholder and funds managed or controlled by VSS beneficially own in the aggregate at least 25% of the outstanding shares of Holdings common stock, Cambium's stockholder and funds managed or controlled by VSS have preemptive rights to purchase common stock of Holdings (or other securities that may be approved by the audit committee of Holdings' board of directors), in

connection with any proposed securities offering by Holdings. These preemptive rights will allow Cambium's stockholder and funds managed by VSS to maintain their same respective percentage ownership in Holdings following any such securities offering. The stockholders agreement will also grant Cambium's stockholder and funds managed or controlled by VSS a subscription right entitling them to purchase, at a 10% discount to market price, at any time and from time to time at or before the 24-month anniversary of the effective time of the mergers, a number of shares of Holdings common

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stock equal to up to the lesser of (i) 7,500,000 shares of common stock or (ii) the number of shares of common stock that Cambium's stockholder and funds managed or controlled by VSS may purchase from time to time during the 24-month subscription period for an aggregate purchase price of \$20 million.

Risk Factors (see page 32)

There are numerous risk factors you should carefully consider before deciding how to cast your vote on the adoption of the merger agreement. See RISK FACTORS on page 32 for a discussion of these risks and uncertainties.

Required Quorum and Vote (see page 51)

The transaction of business at the Voyager special meeting requires a quorum, which will be established by the presence in person or by proxy of the holders of a majority of the outstanding shares of Voyager common stock entitled to vote at the Voyager special meeting. The affirmative vote of holders of a majority of the outstanding shares of Voyager common stock entitled to vote at the Voyager special meeting is required to adopt the merger agreement. The affirmative vote of holders of a majority of the shares of Voyager common stock present and entitled to vote at the Voyager special meeting is required in order to approve the proposal to adjourn the meeting if necessary to solicit additional proxies. As of the record date for the Voyager special meeting, Voyager's directors, executive officers and their affiliates, as a group, beneficially owned and were entitled to vote an aggregate of 3,648,117 shares of Voyager common stock, or 12.17% of the total outstanding shares of Voyager common stock.

Financing (see page 108)

Immediately following the Voyager merger, Cambium Learning will acquire one of Voyager's operating subsidiaries, Voyager Expanded Learning, Inc., as a Permitted Acquisition under Cambium Learning's credit agreements. Cambium Learning will deliver to Voyager aggregate consideration of \$75 million, including approximately \$10 million to \$15 million in cash drawn from revolving loans under the senior secured credit agreement, and \$60 million to \$65 million of membership interests in a Holdings subsidiary, VSS-Cambium Holdings IV, LLC. No additional financing for this acquisition or for the mergers is presently anticipated other than \$25 million in cash which Cambium's sole stockholder will contribute to Holdings immediately prior to the effective time of the mergers. Under the terms of the recent amendments to the credit agreements, the Permitted Acquisition baskets are being reset after giving effect to the acquisition of Voyager Expanded Learning, Inc. The Permitted Acquisition basket will, when the amendment becomes effective, be reset to a cumulative \$150 million. However, any single acquisition is limited to \$20 million until the leverage ratio decreases below stated thresholds, at which point the per acquisition threshold becomes \$100 million. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM Liquidity and Capital Resources Long-Term Debt on page 235.

Regulatory Approvals (see page 108)

Under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, which we refer to as the HSR Act, the mergers cannot be completed until the companies have made required notifications and provided certain information and materials to the Federal Trade Commission, which we refer to as the FTC, and the Antitrust Division of the U.S. Department of Justice, and the specified waiting period has expired or been terminated. Cambium and Voyager filed the required notification and report forms with the FTC and the Antitrust Division of the U.S. Department of Justice on July 9, 2009. The FTC announced on July 20, 2009 that the waiting period was terminated immediately, thus completing the FTC's review of the mergers.

Listing on the NASDAQ Global Market of Holdings Shares Issued Pursuant to the Mergers (see page 112)

Under the terms of the merger agreement, Holdings has applied to have its common stock listed on the NASDAQ Global Market. Holdings common stock currently is not traded or quoted on a stock exchange or quotation system. Listing of the shares on the NASDAQ Global Market is not required as a condition to completion of the mergers.

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Deregistration of Voyager Common Stock after the Mergers (see page 112)

When the mergers described in this proxy statement/prospectus are completed, the Voyager common stock currently quoted on the Pink Sheets will cease to be quoted on the Pink Sheets and will be deregistered under the Exchange Act.

Appraisal Rights (see page 109)

In connection with the mergers, record holders of Voyager common stock who comply with the procedures of Section 262 of the DGCL, which we refer to as Section 262, will have appraisal rights and will be entitled, in lieu of receiving the merger consideration, to be paid in cash the fair value of their shares at the effective time of the mergers as determined by the Delaware Court of Chancery.

Stockholders of record who desire to exercise their appraisal rights must satisfy all of the conditions of Section 262. Among other things, a stockholder who desires to exercise appraisal rights must not vote in favor of the adoption of the merger agreement and must deliver a written demand for appraisal of the stockholder's shares to Voyager before the vote on the adoption of the merger agreement at the Voyager special meeting.

A copy of Section 262 of the DGCL is attached to this proxy statement/prospectus as Annex B.

Accounting Treatment of the Mergers (see page 116)

The transaction will be accounted for as a purchase of Voyager by Cambium, as that term is used under U.S. generally accepted accounting principles, or GAAP, for accounting and financial reporting purposes. As a result, the historical financial statements of Cambium will become the historical financial statements of Holdings.

Material U.S. Federal Income Tax Consequences of the Mergers (see page 112)

It is intended that the exchange of Voyager common stock for Holdings common stock, cash and CVRs, and the exchange of Cambium common stock for Holdings common stock and the Holdings Warrant, pursuant to the merger agreement, taken together, will constitute an exchange described in Section 351 of the Internal Revenue Code. Assuming that the mergers, taken together, constitute an exchange described in Section 351 of the Internal Revenue Code: (1) it is expected that a Voyager stockholder who exchanges shares of Voyager common stock for a combination of Holdings common stock, cash and CVRs will not recognize a loss and will recognize a gain only up to an amount equal to the sum of the amount of cash and the fair market value of the CVRs received, and (2) it is expected that a Voyager stockholder who exchanges shares of Voyager common stock solely for cash and CVRs will recognize a gain or loss equal to the difference between an amount equal to the sum of the amount of cash and the fair market value of the CVRs received and the stockholder's tax basis in the shares of Voyager common stock surrendered.

You are urged to consult with your own tax advisor for a full understanding of the tax consequences to you of the mergers, including the effects of U.S. federal, state and local, foreign and other applicable tax laws.

Selected Historical and Pro Forma Financial Data

The following financial information is provided to assist you in your analysis of the financial aspects of the mergers. The following tables present (1) selected historical financial data of Cambium, (2) selected historical financial data of Voyager, and (3) selected unaudited pro forma condensed combined financial data of Holdings reflecting the mergers.

The historical financial data show the financial results actually achieved by Cambium and Voyager for the periods indicated. The unaudited pro forma condensed combined financial data

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show statement of operations data as if the mergers had taken place on January 1, 2008 and balance sheet data as if the mergers had taken place on September 30, 2009.

Selected Historical Financial Data of Cambium

The tables below present summary selected historical consolidated financial data of Cambium prepared in accordance with GAAP. You should read the information set forth below in conjunction with Cambium's consolidated financial statements and related notes, Cambium's management's discussion and analysis of financial condition and results of operations and other financial information regarding Cambium presented elsewhere in this proxy statement/prospectus.

The summary selected historical consolidated financial data for the year ended December 31, 2006, the period from January 1, 2007 through April 11, 2007 (the 2007 predecessor period), the period from January 29, 2007 through December 31, 2007 (the 2007 successor period) and the year ended December 31, 2008 have been derived from Cambium's audited consolidated financial statements. The summary selected historical consolidated financial data for the years ended December 31, 2004 and 2005 have been derived from Cambium's unaudited consolidated financial statements prepared on a basis consistent with the accounting policies used for Cambium's audited financial statements. The summary selected historical consolidated financial data for the interim nine month periods ended September 30, 2008 and 2009 have been derived from Cambium's unaudited interim condensed consolidated financial statements prepared on a basis consistent with the accounting policies used for Cambium's audited financial statements. In the opinion of Cambium's management, this unaudited interim financial information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the results for the interim periods. The results of operations for any interim period are not necessarily indicative of the results that may be expected for a full fiscal year. Cambium did not declare or pay any cash dividends on its common stock during any of the periods presented.

(in thousands)	Nine Months Ended: September 30, 2009 (unaudited)	September 30, 2008 (unaudited)	Year Ended December 31, 2008	Successor Period from January 29, 2007 (Inception) through December 31, 2007(1)	Predecessor Period from January 1, 2007 through April 11, 2007	Predecessor Year Ended December 31, 2006	Predecessor Year Ended December 31, 2005 (unaudited)	Predecessor Year Ended December 31, 2004 (unaudited)
Product sales	\$ 70,331	\$ 73,646	\$ 89,207	\$ 71,266	\$ 15,238	\$ 92,881	\$ 75,430	\$ 36,204
Service revenues	7,410	8,409	10,524	9,581	3,176	13,542	9,726	6,852
Net sales	77,741	82,055	99,731	80,847	18,414	106,424	85,156	43,056
Total operating expenses	(75,292)	(81,762)	(104,648)	(81,306)	(32,179)	(97,955)	(81,017)	(52,878)

Acquired in-process research and development				(890)			(500)	
Embezzlement and related expenses(2)	195	(8,684)	(7,254)	(5,732)	(1,000)	(3,261)	(290)	(1,913)
Goodwill and other intangible asset impairment(3)	(9,105)		(75,966)				(4,132)	(207)
(Loss) income before interest, other income (expense), and income taxes	(6,461)	(8,391)	(88,137)	(7,081)	(14,765)	5,208	(783)	(11,942)
Gain from settlement with previous stockholders(4)			30,202					
Net (loss) income	(16,309)	(12,965)	(69,560)	(13,931)	(11,812)	440	(1,212)	(8,454)

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(in thousands)	As of:					
	September 30, 2009 (unaudited)	December 31, 2008	December 31, 2007	Predecessor December 31, 2006	Predecessor December 31, 2005 (unaudited)	Predecessor December 31, 2004 (unaudited)
Cash and cash equivalents	\$ 9,534	\$ 2,418	\$ 1,206	\$ 1,642	\$ 9,823	\$ 545
Total current assets	46,693	31,617	26,601	25,007	32,672	18,060
Total assets	257,672	270,478	369,138	138,028	115,034	80,235
Total current liabilities	27,492	16,360	16,849	26,871	12,416	9,521
Total long term debt, less current portion	150,426	153,787	176,402	17,500	17,500	17,500
Total liabilities	202,818	202,274	239,058	59,133	49,414	42,902
Total members interest and shareholders equity	54,584	68,204	130,080	78,895	65,620	37,333

- (1) On January 29, 2007, VSS-Cambium Holdings, LLC was formed for the purpose of acquiring all of the capital stock of Cambium Learning. That acquisition was completed on April 12, 2007. The Cambium consolidated financial statements and/or financial data set forth in this proxy statement/prospectus present VSS-Cambium Holdings, LLC as of September 30, 2009, December 31, 2008 and December 31, 2007 on a successor basis reflecting the activity of VSS-Cambium Holdings, LLC from January 29, 2007 and the activity of Cambium Learning and its subsidiaries from April 12, 2007 and present Cambium Learning and its subsidiaries on a predecessor basis as of and for the years ended December 31, 2004, 2005 and 2006 and for the period January 1, 2007 through April 11, 2007, representing all periods prior to the time that VSS-Cambium Holdings, LLC acquired Cambium Learning.
- (2) Cambium discovered in 2008 that a former employee had perpetrated a significant misappropriation of assets during a period beginning in 2004 and extending through April 2008.
- (3) Reflects the non-cash effect of the impairment write-down of goodwill and other intangible assets as of September 30, 2009, December 31, 2008, December 31, 2005 and December 2004 resulting from a reduction in the fair value of assets.
- (4) For fiscal 2008, Cambium received a settlement from previous stockholders of Cambium relating to the embezzlement suffered by Cambium. For further information, see Note A to Cambium's Consolidated Financial Statements included elsewhere in this proxy statement/prospectus.

Selected Historical Financial Data of Voyager

The tables below present summary selected historical consolidated financial data of Voyager prepared in accordance with GAAP. You should read the information set forth below in conjunction with Voyager's consolidated financial statements and related notes, Voyager's management's discussion and analysis of financial condition and results of operations and other financial information regarding Voyager presented elsewhere in this proxy statement/prospectus.

The summary selected historical consolidated financial data for fiscal years 2004, 2005, 2006, 2007 and 2008 have been derived from Voyager's audited consolidated financial statements. The summary selected historical consolidated financial data for the nine month periods ended September 30, 2008 and 2009 have been derived from Voyager's unaudited interim condensed consolidated financial statements prepared on a basis consistent with the accounting policies used for Voyager's annual audited financial statements. In the opinion of Voyager's management, this unaudited financial information reflects all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the results for the interim periods. The results of operations for any interim period are not necessarily indicative of the results that may be expected for a full fiscal year. Voyager did not declare or pay any cash dividends on its common stock during any of the periods presented.

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Nine Months Ended: **Fiscal Year Ended:**
September 30, 2009 **September 30, 2008** **December 31, 2008** **December 29, 2007** **December 30, 2006** **December 31, 2005** **January 1, 2005**
(in thousands, except per share amounts)

Continuing Operations

Data:(1)(2)

Net sales	\$ 79,584	\$ 76,418	\$ 98,531	\$ 109,612	\$ 115,051	\$ 90,967	\$ 1,837
Total operating expenses(3)	(85,333)	(97,359)	(126,993)	(146,781)	(159,175)	(104,099)	(18,467)
Goodwill impairment(4)	(27,175)		(43,141)	(67,232)	(42,496)		
Lease termination costs(5)		(11,673)	(11,673)				
Loss from continuing operations before interest, other income (expense), and income taxes	(32,924)	(32,614)	(83,276)	(104,401)	(86,620)	(13,132)	(16,630)
Net loss from continuing operations(6)	(32,430)	(31,343)	(81,504)	(87,262)	(50,021)	(30,269)	(42,105)
Net loss from continuing operations per common share (basic and diluted)	(1.09)	(1.05)	(2.73)	(2.92)	(1.68)	(1.03)	(1.47)
Average number of common shares and equivalents outstanding (basic and diluted)	29,874	29,871	29,871	29,858	29,816	29,650	28,515

As of:

September 30, 2009 **December 31, 2008** **December 29, 2007** **December 30, 2006** **December 31, 2005** **January 1, 2005**
(in thousands)

Cash and cash equivalents	\$ 85,325	\$ 67,302	\$ 53,868	\$ 39,902	\$ 30,957	\$ 4,313
Total current assets	124,817	143,477	161,228	220,568	196,373	139,765
Total assets	250,039	304,097	402,727	836,141	917,114	535,968
Total current liabilities(7)	48,840	70,894	50,329	387,366	829,131	298,531
Total debt and capital leases(7)	215	245	1,599	60,664	516,149	154,185
Total liabilities(7)	69,932	91,338	112,397	519,721	965,561	587,041
Total shareholders equity (deficit)(8)	180,107	212,759	290,330	316,420	(48,447)	(51,073)

(1)

On January 31, 2005, Voyager acquired all the outstanding ownership interest in Voyager Expanded Learning, Inc., or VEL. The results of VEL's operations subsequent to the acquisition on January 31, 2005 are combined with the results of two minor acquisitions (ExploreLearning and Learning A-Z), one made in 2004 and one made in 2005, to form the Voyager Education segment reported as continuing operations in Voyager's consolidated financial statements.

- (2) Voyager implemented a plan to sell its ProQuest Business Solution, or PQBS, and ProQuest Information and Learning, or PQIL, operations during the second quarter of 2006. The sale of PQBS was completed in November 2006 and the sale of PQIL was completed in February 2007. Results of operations for PQBS and PQIL are excluded from results from continuing operations for all periods presented.
- (3) In 2008, 2007 and 2006, respectively, operating expenses include corporate costs of \$14.9 million, \$34.1 million, and \$46.2 million, the majority of which are associated with the closing of Voyager's Ann Arbor offices, financial

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restatements, and completion of the sale of PQBS and PQIL. The transition of corporate offices from Ann Arbor, Michigan to Dallas, Texas was completed by year-end 2008.

- (4) The required annual or interim testing for impairment of goodwill resulted in goodwill impairment for the Voyager Education business unit for the second and third quarters of 2009 and for 2008, 2007 and 2006.
- (5) In 2008, Voyager entered into a series of agreements with its landlord regarding the termination of certain obligations in relation to the long term leases for its facilities in Ann Arbor, Michigan. Voyager terminated and was released from all obligations relating to these leases on March 7, 2008, resulting in a total charge to expense in the first quarter of 2008 for all lease termination costs.
- (6) Net loss from continuing operations for 2004 includes a deferred tax expense of \$25.1 million to reflect the impact of establishing a valuation allowance against deferred tax assets as a result of restatement adjustments.
- (7) Upon closing on the sale of PQBS on November 28, 2006, Voyager made a pro rata payment of 89% of the principal then outstanding under Voyager's 5.45% senior notes due October 1, 2012, Voyager's 5.38% senior notes due January 31, 2015 and Voyager's 2005 five-year unsecured revolving credit facility. Upon closing on the sale of PQIL on February 9, 2007, Voyager paid its remaining balances owed to its bank lenders and noteholders and was released from all obligations under its 2002 note purchase agreement, its 2005 note purchase agreement, and its five-year unsecured revolving credit facility.
- (8) Shareholders' equity for 2006 reflects the \$347.7 million gain from the sale of PQBS. Shareholders' equity for 2007 reflects the \$46.6 million gain from the sale of PQIL.

Selected Unaudited Pro Forma Condensed Combined Financial Data

The following selected unaudited pro forma condensed combined financial data are intended to show how the acquisition of Cambium and Voyager by Holdings might have affected historical financial statements if the mergers had been completed on September 30, 2009 for balance sheet data and on January 1, 2008 for statement of operations data. The following summary unaudited pro forma condensed combined financial data were prepared based on the historical financial results reported by Cambium and Voyager. The following should be read in conjunction with **UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION** on page 156, and the Cambium and Voyager consolidated financial statements which are included in this proxy statement/prospectus.

The selected unaudited pro forma condensed combined financial data are presented for illustrative purposes only and are not necessarily indicative of the financial condition or results of operations of future periods or the financial condition or results of operations that actually would have been realized had the entities been a single entity during these periods.

	Nine Months Ended September 30, 2009	Year Ended December 31, 2008
	(in thousands, except per share amounts)	
Net sales	\$ 157,012	\$ 188,810
Total operating expenses	(149,147)	(224,583)
Goodwill impairment	(36,280)	(119,107)
Embezzlement and related expenses	195	(7,254)
Lease termination costs		(11,673)

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Loss from operations before interest, other income (expense), and income taxes	(28,220)	(173,807)
Gain from settlement with previous stockholders		30,202
Net loss	(42,762)	(154,396)
Net loss per common share (basic and diluted)	(0.98)	(3.53)
Average number of common shares and equivalents outstanding (basic and diluted)	43,790	43,790

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	As of September 30, 2009 (in thousands)
Cash and cash equivalents	\$ 18,076
Total current assets	95,996
Total assets	431,475
Total current liabilities	72,522
Total long-term debt and capital lease obligations, less current maturities	150,489
Total liabilities	269,320
Total shareholders' equity	162,155

Comparative Historical and Unaudited Pro Forma Per Share Data

The following table reflects (1) the historical per share loss from continuing operations and book value per share of Cambium common stock, (2) the historical per share loss from continuing operations and book value per share of Voyager common stock and (3) the pro forma per share loss from continuing operations and book value per share of Holdings reflecting the mergers. The comparative historical and pro forma per share data should be read in conjunction with the unaudited pro forma condensed combined financial statements and related notes, the historical consolidated financial statements of Cambium and related notes, and the historical consolidated financial statements of Voyager and related notes, all of which information is included elsewhere in this proxy statement/prospectus.

The pro forma condensed combined financial data are not necessarily indicative of the operating results of future operations or the actual results that would have occurred had the mergers been completed at the beginning of the periods presented.

Pro forma book value per share was computed by dividing pro forma stockholders' equity by the pro forma number of shares of common stock which would have been outstanding had the mergers been completed as of September 30, 2009.

Neither Cambium nor Voyager declared or paid any cash dividends on its common stock during the periods presented. Holdings does not anticipate paying dividends on its common stock in the foreseeable future.

	Nine Months Ended September 30, 2009			Year Ended December 31, 2008		
	Cambium(1)	Voyager(2)	Pro Forma Cambium and Voyager	Cambium(1)	Voyager(2)	Pro Forma Cambium and Voyager
Basic loss per common share	\$ (0.80)	\$ (1.09)	\$ (0.98)	\$ (3.40)	\$ (2.73)	\$ (3.53)
Diluted loss per common share	\$ (0.80)	\$ (1.09)	\$ (0.98)	\$ (3.40)	\$ (2.73)	\$ (3.53)

Book value per common share at period end	\$	2.68	\$	6.03	\$	3.70	\$	3.33	\$	7.12	(3)
Shares used to compute book value per share		20,454,312		29,874,145		43,789,995		20,454,312		29,874,145	43,789,995

(1) Cambium shares represent the number of shares of Holdings common stock to be received by Cambium's sole stockholder upon completion of the mergers, not including the 3,846,154 shares of Holdings common stock to be purchased by the sole stockholder of Cambium immediately prior to the effective time of the mergers or the shares issuable upon exercise of the Holdings Warrant.

(2) Voyager shares used for book value per share are the number of shares outstanding as of September 30, 2009.

(3) Information regarding the pro forma book value per common share at December 31, 2008 is not available.

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Comparative Historical and Unaudited EBITDA and Adjusted EBITDA Data

The historical net losses for both Cambium and Voyager as reported on a GAAP basis include material non-recurring and non-operational items. Holdings believes that earnings (loss) from operations before interest and other income (expense), income taxes, and depreciation and amortization, or EBITDA, and adjusted EBITDA, which further excludes non-recurring and non-operational items, referred to in this proxy statement/prospectus as Adjusted EBITDA, provide useful information for investors to assess the results of the ongoing business of the combined company.

EBITDA and Adjusted EBITDA are not prepared in accordance with GAAP and may be different from non-GAAP financial measures used by other companies. Non-GAAP financial measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP. Holdings believes that Adjusted EBITDA provides useful information to investors because it reflects the underlying performance of the ongoing operations of the combined company and provides investors with a view of the combined company's operations from management's perspective. Adjusted EBITDA excludes items that do not reflect the underlying performance of the combined company by removing significant one-time or certain non-cash items from earnings. Holdings uses Adjusted EBITDA to monitor and evaluate the operating performance of the combined company and as the basis to set and measure progress towards performance targets, which directly affect compensation for employees and executives. Holdings generally uses these non-GAAP measures as measures of operating performance and not as measures of Holdings' liquidity.

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Below is a reconciliation between net loss and Adjusted EBITDA for Cambium and Voyager individually on an historical basis and on a pro forma condensed combined basis for the nine months ended September 30, 2009 and the year ended December 31, 2008.

	Nine Months Ended September 30, 2009			
	Cambium	Voyager	Pro Forma Adjustments (in thousands)	Pro Forma Combined
Net loss	\$ (16,309)	\$ (32,430)	\$ 5,977	\$ (42,762)
Reconciling items between net loss and EBITDA:				
Income tax benefit	(5,043)	(81)	5,124	
Interest and other (income) expenses, net	14,891	(413)	64	14,542
Depreciation and amortization	19,611	14,605	(6,266)	27,950
Earnings (loss) from operations before interest and other income (expense), income taxes, depreciation and amortization (EBITDA)	13,150	(18,319)	4,899	(270)
Non-recurring or non-operating costs included in EBITDA but excluded from Adjusted EBITDA:				
Goodwill impairment(8)	9,105	27,175		36,280
Embezzlement and related expenses(1)	(195)			(195)
IntelliTools office closure(2)	40			40
Merger related costs(3)	2,427	6,146	(8,573)	
Non-recurring Voyager corporate overhead costs primarily related to Voyager's delinquent SEC filings and transition of the corporate office(4)		2,213		2,213
Temporary purchase accounting impact of the reduction in Voyager's deferred revenues and related deferred costs(5)			279	279
Stock based compensation expense(10)		220	710	930
Adjusted EBITDA	\$ 24,527	\$ 17,435	\$ (2,685)	\$ 39,277

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	Year Ended December 31, 2008			
	Cambium	Voyager	Pro Forma Adjustments (in thousands)	Pro Forma Combined
Net loss	\$ (69,560)	\$ (81,504)	\$ (3,332)	\$ (154,396)
Reconciling items between net loss and EBITDA:				
Income tax benefit	(13,422)	(1,160)	184	(14,398)
Interest and other income (expenses), net	19,415	(612)	754	19,557
Gain from settlement with previous stockholders(6)	(30,202)			(30,202)
Loss on extinguishment of debt(7)	5,632			5,632
Depreciation and amortization	27,419	21,358	(11,138)	37,639
Loss from operations before interest and other income (expense), income taxes, depreciation and amortization (EBITDA)	(60,718)	(61,918)	(13,532)	(136,168)
Non-recurring or non-operating costs excluded from Adjusted EBITDA:				
Goodwill impairment(8)	75,966	43,141		119,107
Embezzlement and related expenses(1)	7,254			7,254
Lease termination costs(9)		11,673		11,673
IntelliTools office closure(2)	287			287
Merger related costs(3)	26		(26)	
Non-recurring Voyager corporate overhead costs primarily related to Voyager's delinquent SEC filings and transition of the corporate office(4)		18,069		18,069
Temporary purchase accounting impact of the reduction in Voyager's deferred revenues and related deferred costs(5)			8,054	8,054
Non-recurring change in control payments(11)			2,690	2,690
Stock based compensation expense(10)		878	947	1,825
Adjusted EBITDA	\$ 22,815	\$ 11,843	\$ (1,867)	\$ 32,791

- (1) During 2008, Cambium discovered certain irregularities relating to the control and use of cash and certain other general ledger items which resulted in a substantial misappropriation of assets over a period of more than four years. These irregularities were perpetrated by a former employee, resulting in embezzlement losses, net of recoveries. For further information, see Note A to Cambium's Consolidated Financial Statements included in this proxy statement/prospectus.
- (2) In late 2007, Cambium decided to close its IntelliTools office in Petaluma, California. In fiscal 2008, Cambium leased a smaller facility in Petaluma, California, and, in fiscal 2009, the Petaluma office was closed. The expenses added back in the table above represent the rent and other operating costs for the Petaluma office from January 2008 until its closure.
- (3) Adjustment is to eliminate external incremental costs incurred by Cambium and Voyager that are directly related to the merger transaction. In the Unaudited Pro Forma Condensed Combined Statements of Operations included

in this proxy statement/prospectus, these costs are eliminated as a pro forma adjustment in calculating the pro forma combined net loss.

- (4) Represents corporate overhead costs for Voyager that are primarily related to the restatement of Voyager's financial statements and the related activities for Voyager to become current with its SEC filings, costs to transition Voyager's corporate office from Ann Arbor, Michigan to Dallas, Texas, and internal costs required to complete the strategic alternatives process that culminated in the proposed merger transaction. Going forward, Holdings expects to incur ongoing corporate overhead and public company costs of approximately \$4 million annually. For the year ended December 31, 2008, the adjustment represents the total costs of these activities less the \$4 million estimate which Holdings considers to be ongoing. Because Voyager's restatement process and the relocation of Voyager's corporate headquarters were substantially completed by the end of fiscal 2008, non-recurring corporate costs for the nine months ended September 30, 2009 are primarily related to internal costs of Voyager's strategic alternative process.
- (5) Under applicable accounting guidance for business combinations, an acquiring entity is required to recognize all of the assets acquired and liabilities assumed in a transaction at the acquisition date fair value. For

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purposes of the Pro Forma Unaudited Condensed Combined Statement of Operations for the Year Ended December 31, 2008 on page 159 and the Pro Forma Unaudited Condensed Combined Statement of Operations for the Nine Months Ended September 30, 2009 on page 160, net sales have been reduced by \$9.5 million and \$0.3 million, respectively, due to the pro forma write-down of deferred revenue to its estimated fair value as of January 1, 2008. The write-down was determined by estimating the cost to fulfill the related future customer obligations plus a normal profit margin. Related deferred costs have been written to a fair value of zero, resulting in a partially offsetting reduction to cost of sales of \$1.4 million for the year ended December 31, 2008 and \$34,000 for the nine months ended September 30, 2009. The net sales adjustment less the cost of sales adjustment is presented above. The adjustment of deferred revenue and deferred costs to fair value is required only at the purchase accounting date; therefore, its impact on net sales and costs of sales is non-recurring.

- (6) For fiscal 2008, Cambium received a settlement payment from previous stockholders of Cambium relating to the embezzlement suffered by Cambium. For further information, see Note A to Cambium's Consolidated Financial Statements included in this proxy statement/prospectus.
- (7) For fiscal 2008, Cambium recorded a loss on the extinguishment of debt related to the modification of its senior secured credit facility and senior unsecured promissory notes resulting from the execution of an amendment of those documents and the delivery by the lenders of a permanent waiver. The associated unamortized deferred financing costs and amendment fees related to the permanent waiver are included in the loss on extinguishment of debt. For further information, see Note G to Cambium's Consolidated Financial Statements included in this proxy statement/prospectus.
- (8) For additional information on goodwill impairment charges, see Note F to Cambium's Consolidated Financial Statements included in this proxy statement/prospectus, Note 5 to Voyager's Year-End Consolidated Financial Statements, and Note 8 to Voyager's Interim Consolidated Financial Statements included in this proxy statement/prospectus.
- (9) Lease termination charges are for the discontinuance of office space and other leases resulting from the transition of Voyager's corporate headquarters from Ann Arbor, Michigan to Dallas, Texas. For further information, see Note 16 to Voyager's Consolidated Financial Statements included in this proxy statement/prospectus.
- (10) For the period from January 1, 2007 through April 11, 2007, Cambium held in escrow \$0.6 million in connection with stock-based awards. As a result of the settlement with the former stockholders in 2008, the rights to the \$0.6 million held in escrow were foregone. This amount was recorded as income in interest and other expenses in Cambium's historical statement of operations for 2008 and, accordingly, is excluded from EBITDA. Cambium had no stock-based compensation expense for the nine months ended September 30, 2009. Voyager's historical statements of operations include stock-based compensation expense of \$0.9 million for 2008 and \$0.2 million for the nine months ended September 30, 2009. The Unaudited Pro Forma Condensed Consolidated Statements of Operations include an adjustment of \$0.9 million for 2008 and \$0.7 million for the nine months ended September 30, 2009 for estimated stock-based compensation expense related to stock option grants by Holdings (which become effective upon consummation of the mergers) to Messrs. Klausner, Cappellucci, Almond, Campbell, and Logue.
- (11) The Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2008 includes a pro forma adjustment to record certain contractual obligations, retention and other payments that become payable as a result of the merger, subject to subsequent service requirements of up to one year.

Cambium Learning's senior unsecured credit agreement contains a financial covenant regarding Cambium Learning's minimum adjusted EBITDA (calculated as set forth in the credit agreements) as of the end of each fiscal quarter. All

of the adjustments shown in the Adjusted EBITDA for Cambium in the table above are adjustments used in determining adjusted EBITDA pursuant to Cambium Learning's credit agreements. Furthermore, Cambium Learning's credit agreements allow additional adjustments that permit the add-back of specified non-operational expenses that, in the view of the lenders, are reasonable adjustments to EBITDA. These are shown in the table below. Holdings has not presented these additional adjustments as part of the Comparative Historical and Unaudited EBITDA and Adjusted EBITDA Data because they are adjustments that management would not commonly make in internal use of Adjusted EBITDA for establishing and measuring operational performance targets. These additional adjustments are set forth in the table below to provide a reconciliation of the adjusted EBITDA allowed by Cambium Learning's credit agreements to Holdings' Adjusted EBITDA as presented in the Comparative Historical and Unaudited EBITDA and Adjusted EBITDA Data. The calculation of

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EBITDA under the credit agreements will be modified to increase the adjustments effective as of the effective date of the mergers pursuant to the terms of the amendments to the credit agreements. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM Liquidity and Capital Resources Long-Term Debt on page 235.

	Nine Months Ended September 30, 2009			
	Cambium	Voyager	Pro Forma Adjustments (in thousands)	Pro Forma Combined
Adjusted EBITDA	\$ 24,527	\$ 17,435	\$ (2,685)	\$ 39,277
Additional adjustments allowed to EBITDA per the Cambium credit agreement:				
Equity cure	2,959			2,959
Certain operating taxes	620			620
Management fees	150		46	196
Employee severance	55			55
Certain legal costs	115			115
Other	18			18
Adjusted EBITDA per the Cambium credit agreement	\$ 28,444	\$ 17,435	\$ (2,639)	\$ 43,240

	Year Ended December 31, 2008			
	Cambium	Voyager	Pro Forma Adjustments (in thousands)	Pro Forma Combined
Adjusted EBITDA	\$ 22,815	\$ 11,843	\$ (1,867)	\$ 32,791
Additional adjustments allowed to EBITDA per the Cambium credit agreement:				
Certain operating taxes	703			703
Management fees	199		(51)	148
Employee severance	604			604
Certain legal costs	292			292
Restructuring expense	507			507
Interest income	86			86
Other	183			183
Adjusted EBITDA per the Cambium credit agreement	\$ 25,389	\$ 11,843	\$ (1,918)	\$ 35,314

Cambium Learning's senior secured and senior unsecured credit agreements are material to Cambium, with \$166.7 million in borrowings outstanding as of September 30, 2009. The senior secured credit agreement contains a financial covenant requiring a total leverage ratio of 6.5:1 or less as of the end of each fiscal quarter. Cambium Learning's senior unsecured credit agreement contains a financial covenant requiring minimum adjusted EBITDA (calculated as set forth in the credit agreements) for the trailing four fiscal quarters to be at least \$25.0 million. As of

August 14, 2009, Cambium was in non-compliance with both of these covenants. On August 14, 2009, Cambium notified both its senior secured lenders and senior unsecured debt holders that Cambium's stockholder intended to cure the non-compliance. On August 17, 2009, \$3.0 million of capital was contributed to Cambium Learning by its stockholder to fund the cure. On August 20, 2009, the \$3.0 million was paid by Cambium Learning to the senior secured lenders and the principal amount outstanding under Cambium's senior secured credit agreement was reduced by a corresponding amount. Cambium Learning is permitted one such cure right in each fiscal year. An uncured default with respect to either of these financial covenants could, if not waived by the lenders and the noteholders, result in acceleration of the indebtedness under Cambium Learning's credit facilities. Cambium Learning may not have sufficient funds to repay the indebtedness, and there may not be equity or debt financing opportunities available to Cambium Learning on acceptable terms, or at all. Cambium Learning was in compliance with its financial covenants for the quarter ended September 30, 2009. Based on Cambium Learning's performance to date, Cambium Learning expects to be in compliance with its financial covenants for the quarter ending December 31, 2009.

Table of Contents**RISK FACTORS**

You should carefully read and consider the following risk factors before deciding how to vote on the adoption of the merger agreement. These factors should be considered in conjunction with the other information included in, and found in the annexes attached to, this proxy statement/prospectus, including the matters addressed in the section entitled CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS on page vii. These risks and uncertainties relate to the mergers and the combined company after completion of the mergers, as well as to Cambium and Voyager as the constituent companies in the mergers. All of the risk factors set forth below are important and the occurrence of any of these risks could materially and adversely affect the business, operating results, financial condition or liquidity of any or all of Holdings, Cambium or Voyager. Please note that, as indicated elsewhere in this proxy statement/prospectus, Holdings has not conducted any business to date but, if the transaction is completed, Holdings' business immediately following the mergers will combine the businesses conducted by Cambium and Voyager immediately prior to the mergers. As a result, the risks described below under Risks Related to Holdings and Its Business reflect the material risks to which the businesses of Cambium and Voyager currently are or may be subject.

Risks Related to the Mergers

Because the exchange ratio is fixed, the market value of Holdings common stock issued to you if you receive Holdings common stock in the mergers may be less than the value of your shares of Voyager common stock.

Voyager stockholders who receive shares of Holdings common stock in the mergers will receive a fixed number of shares of common stock of Holdings, rather than a number of shares with a particular fixed market value, as determined by the 1:1 exchange ratio set forth in the merger agreement. The market value of Voyager common stock at the time of the closing of the mergers may vary significantly from its price on the date the merger agreement was executed, the date of this proxy statement/prospectus or the date on which Voyager stockholders vote on the merger agreement. Because the exchange ratio will not be adjusted to reflect any changes in the market value of Voyager common stock, the market value of Holdings common stock issued in the mergers may be higher or lower than the value of the shares of Voyager common stock surrendered in the transaction, and may be higher or lower than the \$6.50 per share of Voyager common stock to be paid to Voyager stockholders that receive cash merger consideration with respect to all or a portion of their shares of Voyager common stock. Stock price changes may result from a variety of factors that are beyond the control of Voyager or Holdings, including changes in business, operations and prospects, regulatory considerations and general and industry specific market and economic conditions. Voyager is not permitted to terminate the merger agreement solely because of changes in the market price of its common stock.

Voyager's obligation to pay a termination fee under specified circumstances, which fee may be greater than termination fees payable by Cambium, and the restrictions on Voyager's ability to solicit other acquisition proposals may discourage other companies from attempting to acquire Voyager.

Until the mergers are completed or the merger agreement is terminated, subject to limited exceptions, the merger agreement prohibits Voyager from entering into or soliciting any acquisition proposal or offer for a merger or other business combination with a party other than Cambium. In addition, Voyager has agreed to pay Cambium a termination fee of up to \$7.5 million in specified circumstances, including upon termination of the merger agreement following a failure by Voyager's board to recommend adoption of the merger agreement or upon termination by Voyager to accept a superior acquisition proposal. These provisions could discourage other parties from attempting to acquire Voyager for a higher price. Although Voyager would, under specified circumstances, have the right to terminate the merger agreement to accept a superior proposal prior to a stockholder vote on the merger agreement, it

may only do so if it pays the \$7.5 million termination fee, first receives the proposal after the SEC declares the registration statement effective and complies with other detailed requirements contained in the merger agreement.

In addition, although Cambium also may be required to pay a termination fee under the merger agreement in specified circumstances, its termination fee obligations generally are lower than the \$7.5 million fee referred to above. In most instances where Cambium is required to pay a termination fee, the termination fee is limited

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to a maximum of \$4.5 million. Moreover, Cambium has the right to terminate the merger agreement at any time, for any reason not otherwise specified in the merger agreement, subject only to its obligation to pay to Voyager this amount. Voyager has no comparable right to terminate. For additional information regarding termination fees that may be payable by Voyager and Cambium under the merger agreement, see THE MERGER AGREEMENT Termination and Termination Fees on page 141.

Some directors and officers of Cambium and Voyager have interests in the mergers that may conflict with, or be different from or in addition to, the interests of the stockholders of their respective companies.

Executive officers of Cambium and Voyager negotiated the terms of the merger agreement and the boards of directors of Cambium and Voyager approved the merger agreement and unanimously recommend that their respective stockholders vote in favor of the mergers. Some directors and officers of Cambium and Voyager have interests in the mergers that may be different from or in addition to, or could be perceived as being in conflict with, the interests of their respective stockholders.

Voyager stockholders should be aware of these interests when they consider the recommendation of Voyager's board of directors to vote in favor of the adoption of the merger agreement and when they make their decisions as to how to vote. See THE MERGERS Interests of Voyager's Directors and Officers in the Mergers on page 101 and THE MERGERS Interests of Cambium's Directors and Officers in the Mergers on page 107. VSS is the principal equity owner of Cambium's stockholder. For information regarding interests that VSS may have in the mergers, see MANAGEMENT OF HOLDINGS FOLLOWING THE MERGERS Related Party Transactions on page 188.

The combined company may never realize the anticipated benefits from the mergers.

The mergers involves the integration of two companies that have previously operated independently and are geographically remote from each other. Although the parties believe that the combination of Cambium and Voyager has the potential to result in substantial financial and operating benefits, including increased revenues, cost savings (which Holdings estimates to be approximately \$10 million per year) and other benefits, Holdings does not assure you regarding when, whether or the extent to which the combined company will be able to realize increased revenues, cost savings or other benefits, if at all. In this regard, see also the additional risk factors set forth under RISK FACTORS Risks Related to Holdings and Its Business below.

Voyager stockholders will have a reduced ownership and voting interest after the mergers and will exercise less influence over management of the combined company.

After the completion of the transaction, Voyager stockholders will own a smaller percentage of the combined company than they currently own of Voyager. Upon completion of the mergers, assuming that the maximum amount of cash payable in the mergers is paid to Voyager stockholders and assuming no exercise of appraisal rights, the former stockholder of Cambium will own approximately 55.5%, and former Voyager stockholders (excluding the effect of stock options and excluding the effect of the Holdings Warrant) will own approximately 44.5%, of Holdings common stock issued and outstanding at the time of completion of the mergers. Consequently, Voyager stockholders, as a group, will have significantly reduced ownership and voting power in the combined company compared to their ownership and voting power in Voyager prior to the completion of the transactions. In particular, Voyager stockholders, as a group, will have less than a majority of the ownership and voting power of Holdings and, therefore, will be able to exercise significantly less influence over the management and policies of the combined company than they currently exercise over the management and policies of Voyager.

The Cambium stockholder and the Voyager stockholders may not realize a benefit from the mergers commensurate with the ownership dilution they will experience in connection with the mergers.

Cambium and Voyager anticipate that the market value of the percentage of common stock of Holdings owned by the companies' respective existing stockholders following completion of the mergers will be roughly equivalent to the market value of the aggregate common stock of each respective company prior to completion of the transaction, after giving effect to the payment of cash and the distribution of CVRs as part of the merger consideration payable to Voyager stockholders. However, if Holdings is unable to realize the strategic financial benefits currently anticipated from the mergers, the stockholders of Cambium and Voyager will have

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experienced substantial dilution of their respective ownership interests without receiving the commensurate benefit.

The proposed transaction may not be completed, which may significantly harm the market price of Voyager's common stock and its future business and financial results.

Although Cambium and Voyager have signed the merger agreement in furtherance of the proposed mergers of Cambium and Voyager with and into newly formed subsidiaries of Holdings, the completion of the transaction is subject to stockholder and regulatory approvals and other closing conditions, and there is no assurance that all of the conditions to closing will be met or that the mergers will be completed on a timely basis or at all. In addition, Cambium and Voyager each may unilaterally terminate the merger agreement without the payment of a fee if the mergers are not completed on or before December 31, 2009, and Cambium has the right to terminate the merger agreement at any time, for any reason not otherwise specified in the merger agreement, subject only to its obligation to pay to Voyager a termination fee of \$4.5 million. The merger agreement may also be terminated for several other reasons, all as more fully described under **THE MERGER AGREEMENT Termination and Termination Fees** on page 141.

Although Voyager expects to continue operations if the transaction is not completed for any reason, it may be harmed in a number of ways, including the following:

to the extent that the current market price of Voyager common stock reflects an increase resulting from a market assumption that the transaction will be completed, the market price of Voyager common stock may decline by the value attributed to this assumption, or could decline even more;

Voyager may be required to pay a termination fee of up to \$7.5 million if the mergers are terminated under specified circumstances, and if any of this fee were to be paid, Voyager would experience a material negative effect on its financial condition and results of operations;

an adverse reaction from Voyager's investors and potential investors may reduce future opportunities for financings or business combinations;

the pendency of the mergers, as well as customary covenants in the merger agreement that limit each party's ability to take specified actions without the other party's consent, may cause Voyager to defer or potentially lose business opportunities that it might have otherwise pursued;

matters relating to the mergers require substantial commitments of time and resources by Voyager's management, which could otherwise have been devoted to other opportunities that may have been beneficial to Voyager; and

Voyager's costs and expenses related to the transaction, including legal and accounting fees and fees payable to Voyager's financial advisors, as well as expenses relating to printing of proxy materials and solicitation of proxies, must be paid even if the mergers are not completed.

In addition, Voyager could be subject to litigation related to any failure to complete the mergers. If the mergers are not completed, any of these risks may materialize and may materially and adversely affect the stock price of Voyager and its financial results and ongoing business.

Risks Related to Ownership of Holdings Common Stock

The Holdings common stock may not be listed for trading on NASDAQ, or on any other national securities exchange, at the time that the mergers are completed. Even if the Holdings common stock is listed upon completion of the mergers, the absence of a historical trading market for Holdings common stock creates uncertainty about future trading prices of its common stock.

Holdings has applied to list its common stock on the NASDAQ Global Market. However, under the terms of the merger agreement, the listing of Holdings common stock on NASDAQ is not a condition to completion of the mergers. It is possible that upon completion of the mergers, the Holdings common stock will not be listed for trading on the NASDAQ Global Market or any other national securities exchange. If the Holdings common stock is not listed for trading upon completion of the mergers, Holdings cannot predict when, if ever, the shares will be listed. If, upon completion of the mergers or later, the Holdings common stock is listed on NASDAQ, or another national securities exchange or automated quotation system, Holdings common stock

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will begin trading publicly for the first time. Although this proxy statement/prospectus contains information regarding the historical market prices of Voyager's common stock, those prices are not necessarily relevant to the market prices at which Holdings common stock may trade, since Holdings will combine the operations of both Cambium and Voyager. Holdings cannot predict the extent to which a trading market will develop in its common stock after completion of the mergers, whether that market will be active or how liquid that market might become, since its common stock may or may not be listed on NASDAQ or another national securities exchange or automated quotation system and has no independent trading history.

The combined company's stock price may be volatile, and the market price of the Holdings common stock may decline in value following the transaction.

There may be significant fluctuations in the market price of Holdings common stock, both initially before an orderly trading market develops and after that time. Historically, the market price of Voyager's common stock has fluctuated, and the common stock of Cambium never has been publicly traded, listed on a stock exchange or quoted on a quotation system. Any price fluctuations of Holdings common stock may be unrelated or disproportionate to the actual operating performance of the combined company, and may be due to factors beyond Holdings' control. Moreover, if the market price of the combined company's common stock becomes subject to significant fluctuations following the mergers, the value of the shares of Holdings' common stock at any given point in time could be less than the value of Holdings common stock immediately after completion of the transaction.

Broad market and industry factors, as well as factors specifically relating to Holdings and its business, may adversely affect the market price of Holdings common stock. Some of the factors that may cause the market price of the combined company's common stock to fluctuate include:

- actual or anticipated variations in Holdings' financial results;
- changes in estimates or recommendations by securities analysts, if any, covering Holdings' common stock;
- the failure of the combined company to meet analysts' expectations;
- conditions or trends in the industry in which Cambium and Voyager operate, including governmental or regulatory changes affecting education;
- announcements by Holdings or its competitors of significant acquisitions, strategic partnerships or divestitures;
- additions or departures of key personnel of the combined company;
- the entry into, or termination of, key agreements or arrangements affecting Holdings' business or operations; and
- future sales of Holdings' securities, including sales of common stock by its directors and officers or its strategic investors.

The factors that affect the price of Holdings common stock may be different from the factors that have affected the price of Voyager common stock to the extent the business of the combined company differs from Voyager's business.

Moreover, the stock markets in general have experienced substantial and unprecedented volatility in recent years, which volatility generally has been unrelated to the operating performance of individual companies. Should this market volatility continue, these broad market fluctuations could materially and adversely affect the trading price of

Holdings common stock. In the past, companies that have experienced significant volatility in the market price of their stock have been the objects of securities class action litigation. If Holdings were to become the object of securities class action litigation, it could result in substantial costs and a diversion of its management's attention and resources.

Holdings does not expect to pay dividends on its common stock in the short term.

Holdings has not yet determined its dividend policy, but it is unlikely that Holdings will pay any dividends to holders of its common stock in the short term, and it may never pay any dividends. The combined company anticipates that it will retain its earnings, if any, for future growth. Any determination to pay

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dividends in the future will be at the discretion of Holdings' board of directors and will depend upon Holdings' results of operations, financial condition, contractual limitations, restrictions imposed by applicable law, business and investment strategy and any other factors that Holdings' board of directors deems relevant. As a result, the appreciation, if any, of the price of Holdings' common stock may be the only source of a return to stockholders.

The existence of a majority stockholder may adversely affect the market price of Holdings' common stock and could delay, hinder or prevent a change in corporate control or result in the entrenchment of management and the board of directors, and Holdings' majority stockholder will have a contractual right to maintain or increase its percentage ownership in Holdings following the closing.

While the precise percentage of Holdings' common stock that will be controlled by Cambium's sole stockholder cannot be determined until the amount of cash available for distribution in the Voyager merger and the amount of cash elected by Voyager stockholders is ascertained, it is expected that the sole stockholder of Cambium, VSS-Cambium Holdings III, LLC, will own a majority of Holdings' outstanding common stock upon completion of the mergers. As a result, VSS-Cambium Holdings III, LLC will likely have the ability to determine the outcome of matters submitted to Holdings' stockholders for approval, including the election and removal of directors and any merger, consolidation or sale of all or substantially all of the combined company's assets. In addition, VSS-Cambium Holdings III, LLC will likely have the ability to control the management, affairs and operations of Holdings. Accordingly, this concentration of ownership may harm the market price of Holdings' common stock by delaying, deferring or preventing a change in control or impeding a merger, consolidation, takeover or other business combination involving the combined company.

The ownership of a large block of stock by a single stockholder may also reduce liquidity in the market for Holdings' common stock. Should VSS-Cambium Holdings III, LLC determine to sell any of its position in the future, sales of substantial amounts of Holdings' common stock on the market, or even the possibility of these sales, may adversely affect the market price of its common stock. These sales, or even the possibility of these sales, also may make it more difficult for Holdings to raise capital through the issuance of equity securities at a time and at a price it deems appropriate.

Moreover, VSS-Cambium Holdings III, LLC will have a contractual right to maintain or increase its percentage ownership in Holdings following the mergers. Specifically, under the terms of a stockholders agreement that Holdings will enter into at the closing of the mergers, if Holdings were to engage in a new issuance of its securities following the closing, VSS-Cambium Holdings III, LLC and funds managed or controlled by VSS would have preemptive rights to purchase an amount of Holdings' securities that would enable them to maintain their same collective percentage ownership in Holdings following the new issuance. VSS-Cambium Holdings III, LLC and funds managed or controlled by VSS would have these preemptive rights for so long as those entities collectively beneficially own, in the aggregate, at least 25% of the outstanding shares of Holdings' common stock. Thus, while other holders of Holdings' securities would risk suffering a reduction in percentage ownership in connection with a new issuance of securities by Holdings, VSS-Cambium Holdings III, LLC and funds managed or controlled by VSS would have the opportunity to avoid a reduction in percentage ownership.

VSS-Cambium Holdings III, LLC and funds managed or controlled by VSS also will have the opportunity to increase their percentage ownership in Holdings at a discount from market price following completion of the mergers. Under the stockholders agreement, at any time and from time to time at or prior to the 24-month anniversary of the effective time of the mergers, VSS-Cambium Holdings III, LLC and funds managed or controlled by VSS have the right to purchase from Holdings, in cash, at a 10% discount from market price, up to the lesser of 7,500,000 shares of Holdings' common stock or shares of Holdings' common stock with an aggregate purchase price of \$20 million. Any purchases of stock by these entities may dilute the ownership percentage of all other Holdings' stockholders.

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Holdings may be a controlled company within the meaning of the NASDAQ rules and, as a result, may qualify for, and rely on, exemptions from various corporate governance standards, which may limit the presence of independent directors on the board of directors or board committees of Holdings.

As we have described above, it is expected that VSS-Cambium Holdings III, LLC will own a majority of Holdings outstanding common stock upon completion of the mergers. As a result, Holdings may be deemed to be a controlled company for purposes of NASDAQ Rule 5615(c)(2). Under this rule, a company of which more than 50% of the voting power for the election of directors is held by an individual, a group or another company is a controlled company and is exempt from certain NASDAQ corporate governance requirements, including requirements that a majority of the board of directors consist of independent directors, that compensation of officers be determined or recommended to the board of directors by a majority of its independent directors or by a compensation committee that is composed entirely of independent directors and that director nominees be selected or recommended for selection by a majority of the independent directors or by a nominating committee composed solely of independent directors. Holdings intends to rely upon these exemptions. Accordingly, Holdings stockholders may not have the same protections afforded to stockholders of other companies that are required to comply fully with the NASDAQ rules.

Holdings board of directors has adopted an audit committee charter which will govern its audit committee. Since the controlled company exemption does not extend to the composition of audit committees, Holdings is required to have an audit committee that consists of at least three directors, each of whom must be independent based on independence criteria set forth in Rule 10A-3 of the Exchange Act. These three directors must also satisfy the requirements set forth in NASDAQ Market Rule 5605(a) and (c). Rule 10A-3 of the Exchange Act allows Holdings to phase in the independence requirements applicable to audit committees. Accordingly, the board of directors expects to establish an audit committee composed of three independent directors within the phase-in rule described above.

The failure of the original Cambium Learning investors to own at least 35% of Holdings common stock or the sale by the VSS Funds of more than 15% of their Holdings common stock would constitute an event of default under the Cambium Learning credit agreements, entitling the lenders to accelerate the repayment of all outstanding indebtedness.

Cambium Learning's senior secured and senior unsecured credit agreements contain various restrictions on changes in the direct or indirect ownership or control of Cambium Learning. These restrictions are embodied in the credit agreements Change in Control definition and under their Events of Default provisions. In addition to customary ownership and control changes, a Change in Control would occur if at least 35% of Holdings common stock were not owned by at least one of the original investors in Cambium Learning or if the VSS Funds sold more than 15% of the Holdings common stock owned by them (through VSS-Cambium Holdings III, LLC). Immediately following the mergers, the original Cambium Learning investors, through VSS-Cambium Holdings III, LLC, are expected to own approximately 55.5% of Holdings common stock. Future issuances of common or other capital stock by Holdings could dilute the original Cambium Learning investors' ownership percentage below the requisite 35% amount.

However, the investment funds controlled by VSS which were among the original Cambium Learning investors, have the contractual right (but not the obligation) to subscribe for additional shares of Holdings common stock in order to preserve their ownership level and thereby prevent unwanted dilution. This contractual right requires these investment funds to pay consideration to acquire any such additional shares. Holdings does not assure you that these funds will at any time elect to exercise their subscription right. For additional information regarding these subscription agreements, see RELATED AGREEMENTS Stockholders Agreement.

The occurrence of a Change in Control would constitute an Event of Default under the credit agreements. Either the administrative agent or a majority of the lenders have the right, upon the occurrence of an Event of Default, to terminate all commitments to make revolving loans, and to accelerate all outstanding revolving and term loans by

declaring them immediately due and payable. Holdings and its subsidiaries are not expected to have sufficient cash on hand to repay these loans in full upon such an acceleration.

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Holdings may seek to raise additional funds, finance additional acquisitions or develop strategic relationships by issuing additional securities, including capital stock.

In the future, Holdings may seek to raise additional funds, finance additional acquisitions or develop or engage in strategic relationships by issuing equity or debt securities. The issuance of equity securities, including debt securities that are convertible into equity, would reduce the percentage ownership of Holdings' existing stockholders. Furthermore, any newly issued equity securities could have rights, preferences and privileges senior to those of the holders of Holdings common stock. The issuance of new debt securities could subject Holdings and its subsidiaries to covenants which constrain Holdings' ability to grow or otherwise take steps that may be favored by holders of Holdings common stock.

Under the terms of a stockholders agreement that Holdings will sign at the closing, so long as Cambium's stockholder and funds controlled by VSS beneficially own in the aggregate at least 25% of the outstanding shares of Holdings common stock, they will have preemptive rights which generally give them the opportunity to purchase an amount of Holdings securities in a new issuance of securities by Holdings that would enable them to maintain their same collective percentage ownership in Holdings following the new issuance. Thus, while other stockholders risk suffering a reduction in percentage ownership in connection with an issuance of securities by Holdings, Cambium's sole stockholder and funds managed or controlled by VSS will have the opportunity to avoid a reduction in percentage ownership. In addition, under the stockholders agreement, until the 24 month anniversary of the effective time, Cambium's stockholder and funds managed or controlled by VSS will have the right to purchase from Holdings, in cash, at a 10% discount from market price, up to the lesser of 7,500,000 shares of Holdings common stock or shares of Holdings common stock with a discounted purchase price of \$20 million. Any purchases of stock at a discount from the market price may dilute the ownership percentage and equity ownership of all other Holdings stockholders.

Provisions of Holdings' organizational documents and Delaware law may delay or deter a change of control of Holdings.

Following the mergers, Holdings' organizational documents will contain provisions that may have the effect of discouraging, delaying or preventing a change of control of, or unsolicited acquisition proposals for, the combined company. These include provisions that:

- vest Holdings' board of directors with the sole power to set the number of directors of the combined company;
- provide that Holdings' board of directors will be elected on a staggered term basis, so that generally only one-third of the board will be elected at each annual meeting of stockholders;
- limit the persons that may call special meetings of stockholders;
- establish advance notice requirements for stockholder proposals and director nominations; and
- limit stockholder action by written consent.

For a more detailed description of these provisions, see "DESCRIPTION OF HOLDINGS' CAPITAL STOCK" on page 192, as well as the certificate of incorporation and bylaws of Holdings attached as Annexes C and D, respectively, to this proxy statement/prospectus.

Also, Holdings' board of directors has the authority to issue shares of preferred stock in one or more series and to fix the rights and preferences of these shares, all without stockholder approval. Any series of preferred stock of Holdings is likely to be senior to its common stock with respect to dividends, liquidation rights and, possibly, voting rights. The

ability of Holdings board of directors to issue preferred stock also could have the effect of discouraging unsolicited acquisition proposals, thus adversely affecting the market price of Holdings common stock.

In addition, Delaware corporate law makes it difficult for stockholders that recently have acquired a large interest in a corporation to cause the merger or acquisition of the corporation against the directors wishes. Under Section 203 of the DGCL, a Delaware corporation such as Holdings may not engage in any merger or

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other business combination with an interested stockholder or such stockholder's affiliates or associates for a period of three years following the date that such stockholder became an interested stockholder, except in limited circumstances, including by approval of the corporation's board of directors. See "COMPARISON OF STOCKHOLDER RIGHTS" on page 197.

Cambium Learning has a significant amount of senior secured and senior unsecured debt and will have the obligation to make principal and interest payments on that debt, and to comply with restrictions contained in credit agreements with its senior secured and senior unsecured lenders.

Cambium Learning has an aggregate of \$166.7 million of outstanding senior secured and senior unsecured debt as of September 30, 2009, consisting of \$97.7 million under senior secured term loans, \$54.0 million under senior unsecured notes, and \$15.0 million drawn under a revolving credit facility. The amount of leverage could have important consequences for holders of Holdings' securities, including:

a substantial portion of the cash provided from operations will be committed to the payment of Cambium Learning's debt service and will not be available for other purposes;

the combined company's ability to obtain additional financing in the future for working capital, capital expenditures or acquisitions may be limited; and

the level of indebtedness of the combined company may limit its flexibility in reacting to changes in the combined company's business environment.

Cambium Learning's senior secured and senior unsecured term loan facilities mature on April 11, 2013 and April 11, 2014, respectively, and must be either repaid, refinanced or extended on those respective dates. Cambium Learning may not be able to extend the debt at that time (or prior thereto in the case of acceleration) and equity or debt financing may not be available to Cambium Learning to replace some or all of the maturing debt on acceptable terms, if at all.

It is expected that, after giving effect to the merger transactions, a certain amount of Voyager's earnings will be included in Cambium Learning's adjusted EBITDA for purposes of calculating compliance with the financial covenants under the credit agreements. This contribution is expected to increase Cambium Learning's adjusted EBITDA and, therefore, increase the likelihood that such financial covenants will be satisfied.

Upon completion of the mergers, Voyager will be part of a company that has substantial credit obligations, in contrast to its current position where its exposure to long-term indebtedness is immaterial.

As of September 30, 2009, Voyager reported \$85,325,000 in cash and cash equivalents, and no long-term debt for borrowed money other than capital lease obligations of \$215,000. Of these cash and cash equivalents, Voyager will use \$42.5 million to fund a portion of the merger consideration, approximately \$22 million to fund certain pension, benefit and severance liabilities at or before the effective time, and the balance to fund transaction expenses. Following completion of the mergers, Voyager's operating subsidiary will become a subsidiary of Cambium Learning, and a guarantor of its indebtedness. As of September 30, 2009, this indebtedness consisted of \$166.7 million of outstanding senior secured and senior unsecured debt, which consisted of \$97.7 million under the senior secured term loans, \$54.0 million under the senior secured notes, and \$15.0 million drawn under the revolving credit facility. Voyager's operating subsidiary will rely upon Cambium Learning's revolving credit facility, in addition to cash generated from combined operations, to fund its working capital needs and provide liquidity. If the revolving credit facility or cash generated from combined operations is not sufficient to fund the working capital needs and liquidity of Voyager's operating subsidiary, as well as the interest expense under Cambium Learning's indebtedness, Voyager will

not have other readily available sources of capital.

Cambium was in non-compliance with the financial covenants in its senior secured and senior unsecured credit facilities for the period ended June 30, 2009 and made a \$3.0 million cure payment.

Cambium Learning's senior secured credit agreement contains a financial covenant regarding Cambium Learning's total leverage ratio as of the end of each fiscal quarter. Cambium Learning's senior unsecured credit

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agreement contains a financial covenant regarding Cambium Learning's minimum adjusted EBITDA (calculated as set forth in the credit agreements) as of the end of each fiscal quarter. For the fiscal quarter ended June 30, 2009, Cambium Learning's total leverage ratio was greater than the maximum permitted 6.5:1, and Cambium Learning's adjusted EBITDA was less than the minimum required \$25 million. On August 14, 2009, Cambium notified both its senior secured lenders and its senior unsecured debt holders that VSS-Cambium Holdings intended to cure the non-compliance. On August 17, 2009, \$3.0 million of capital was contributed to Cambium Learning by its stockholder to fund the cure. On August 20, 2009, the \$3.0 million was paid by Cambium Learning to the senior secured lenders and the principal amount outstanding on Cambium Learning's senior secured credit agreement was reduced by a corresponding amount. For purposes of calculating covenant compliance, the amount of the capital contribution is added to the adjusted EBITDA for the four fiscal quarters ended September 30, 2009 and the cure payment amount will be included in the adjusted EBITDA calculations through the quarter ending March 31, 2010. Cambium Learning is permitted one such cure right in each fiscal year. Therefore, under the existing credit agreements, Cambium Learning is not entitled to any additional cure right with respect to future quarterly tests in this fiscal year. If such a default were to occur, Cambium Learning's lenders may accelerate the indebtedness under the credit agreements and, upon any such acceleration, Cambium Learning would be required to repay or refinance all of such indebtedness. Cambium Learning may not have sufficient funds to repay the indebtedness, and there may not be equity or debt financing opportunities available to Cambium Learning on acceptable terms, or at all. Cambium was in compliance with its financial covenants for the quarter ended September 30, 2009. Based on Cambium Learning's performance to date, Cambium Learning expects to be in compliance with its financial covenants for the quarter ending December 31, 2009.

In the event of such a default, Voyager would not be obligated to close the mergers. See **THE MERGER AGREEMENT** Conditions to the Voyager Merger and the Cambium Merger. Holdings has presented elsewhere in this proxy statement/prospectus a reconciliation among net loss, EBITDA, adjusted EBITDA as calculated by Holdings for purposes of measuring operating performance and adjusted EBITDA as calculated for purposes of Cambium Learning's senior unsecured credit agreement. See **SUMMARY** Comparative Historical and Unaudited EBITDA and Adjusted EBITDA Data. The calculation of adjusted EBITDA used for purposes of the senior unsecured credit agreement supplements the adjustments to EBITDA used by Holdings for purposes of measuring operating performance with additional adjustments to EBITDA recognized by Cambium Learning's lenders. Under the credit agreements the method for calculating EBITDA was modified in the amendments. These modifications will become effective upon closing of the mergers. See **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM** Liquidity and Capital Resources Long-Term Debt on page 235.

Cambium Learning's ability to satisfy its debt service and maintain compliance with loan covenants in the future will depend in part on the operating performance of the combined company, which will in turn be affected in part by prevailing economic conditions in the markets Cambium Learning and Voyager serve and other factors, many of which are beyond Cambium's or Voyager's control.

For a more detailed discussion of Cambium Learning's credit facilities, see **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM** Liquidity and Capital Resources Long-Term Debt.

If Holdings is unable to favorably assess the effectiveness of its internal control over financial reporting, or if its auditors are unable to provide an unqualified attestation report on Holdings' internal control over financial reporting, the stock price of Holdings' common stock could be adversely affected.

Pursuant to Sections 302 and 404 of the Sarbanes-Oxley Act of 2002, Holdings' management will be required to certify to and report on, and Holdings' auditors will be required to attest to, the effectiveness of the combined

company's internal control over financial reporting. The rules governing the standards that must be met for management to assess Holdings' internal control over financial reporting are complex, and require significant documentation, testing and possible remediation. Holdings' management is not required to perform an assessment of internal control over financial reporting for the fiscal year ending December 31, 2009. Holdings' management expects to complete an assessment and certification on, and for its auditors to attest to,

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the effectiveness of internal control over financial reporting beginning with Holdings' annual report on Form 10-K for the fiscal year ending December 31, 2010.

Compliance with regulatory requirements relating to internal controls is expensive and may cause Holdings to focus a significant amount of management time and other internal resources on these matters. Holdings also may encounter problems or delays in completing the implementation of any changes necessary to make a favorable assessment of its internal control over financial reporting. In addition, in connection with the attestation process by its auditors, Holdings may encounter problems or delays in completing the implementation of any identified improvements or receiving a favorable attestation. If Holdings cannot favorably assess the effectiveness of its internal control over financial reporting, or if its auditors are unable to provide an unqualified attestation report on internal control over financial reporting, investor confidence and the market price of Holdings common stock could be adversely affected.

This proxy statement/prospectus contains forward-looking statements that may not be accurate indicators of future performance.

Some statements under the captions SUMMARY Strategy, THE MERGERS Cambium's and Holdings' Reasons for the Mergers; Consideration of the Mergers by Cambium's Board of Directors and Holdings' Board of Directors, THE MERGERS Voyager's Reasons for the Voyager Merger; Consideration of the Voyager Merger by Voyager's Board of Directors, MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM, MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR VOYAGER and elsewhere in this proxy statement/prospectus are forward-looking statements. These forward-looking statements include, but are not limited to, statements about Holdings' plans, objectives, expectations and intentions and other statements contained in this proxy statement/prospectus that are not historical facts. When used in this proxy statement/prospectus, the words expects, anticipates, intends, plans, believes, seeks and estimates and similar expressions, and the negative words and expressions, are generally intended to identify forward-looking statements. Because these forward-looking statements involve risks and uncertainties, there are important factors that could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including Holdings' plans, objectives, expectations and intentions and other factors discussed in this proxy statement/prospectus.

Risks Related to Holdings and Its Business

Changes in funding for public schools could cause the demand for Holdings' products to decrease.

Holdings will derive a significant portion of its revenues from public schools, which are heavily dependent on federal, state and local government funding. In addition, the school appropriations process is often slow, unpredictable and subject to many factors outside of Holdings' control. Budget cuts, curtailments, delays, changes in leadership, shifts in priorities or general reductions in funding could reduce or delay Holdings' revenues. Funding difficulties experienced by schools, which have been exacerbated by the current economic downturn and state budget deficits, could also cause those institutions to demand price reductions and could slow or reduce purchases of intervention products, which in turn could materially harm Holdings' business.

Holdings' business may be adversely affected by changes in state educational funding, resulting from changes in legislation, both at the federal and state levels, changes in the state procurement process, changes in government leadership, emergence of other priorities and changes in the condition of the local, state or U.S. economy. While in the past few years the availability of state and federal funding for elementary and high school education has increased as a result of legislation such as the No Child Left Behind Act and its Reading First initiative, recent reductions in related appropriations and other declines in budgeted revenues in states that have traditionally purchased products and services from Cambium and Voyager have caused some school districts to reduce spending on the types of products

and services that Cambium and Voyager sell, and both Cambium and Voyager have been affected by these reductions. Moreover, future reductions in federal funding and the state and local tax bases could create an unfavorable environment, leading to budget

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shortfalls resulting in further decreases in educational funding. Any decreased funding for public schools may harm Holdings recurring and new business materially if its customers are not able to find and obtain alternative sources of funding.

Both Voyager and Cambium receive significant sales from certain states and reductions in public school education spending in those states could cause the demand for Holdings products to decrease.

In 2008, Voyager derived more than 10% of its sales from the following three states in the following approximate percentages: California 12%; Florida 17%; and Texas 16%. Cambium derived more than 10% of its sales in 2008 from the following two states in the following approximate percentages: California 12%; and Florida 10%. California and Florida have specifically experienced significant budget problems in 2009 as a result of the current economic downturn and have announced that they anticipate reductions in their 2009/2010 spending for education relative to fiscal 2008/2009 levels. To the extent that the economic situation in any of these states causes reductions in public school spending, Holdings sales to these states could be materially reduced which could harm Holdings business and financial condition.

Both Voyager and Cambium participate in state adoptions and sales may be materially reduced if the businesses are not able to replace sales in years subsequent to the first year of adoption or if states elect to defer or eliminate adoption purchases.

Both Voyager and Cambium participate in state-wide adoptions for education products, as well as intervention products when states issue specific adoption calls for intervention products. The cost of participating in such adoptions is high, with no guarantee of future sales. In addition, sales are traditionally high in the first year of adoption but decline in subsequent years, making it difficult to replace first year sales. After an adoption has occurred, states may elect to allow school districts to use adoption funds for alternative purposes other than the purposes stated in the initial adoption, as has occurred in Florida in 2009. Postponements of district-level adoptions could also limit market potential in other states, notably California, where the state has withheld more than \$4 billion in scheduled allocations to school districts year-to-date in 2009 pending enactment of a budget for the fiscal year that began on July 1, 2009. Holdings may not be able to recover costs it incurs for participating in adoptions and sales may be materially reduced if it is not able to replace sales in years subsequent to adoption years or if states elect to defer or eliminate adoption purchases.

Changes in school procurement policies may adversely affect Holdings business.

Many school districts have de-centralized their purchasing of educational products. Increasingly, purchasing decisions are being made at the school or classroom level, rather than at the school district level. This change has caused some educational product manufacturers to market through catalogs or other direct sales channels, rather than through distributors and sales representatives. Additionally, educational products are marketed over the Internet. If Holdings is not able to respond to these new and evolving marketing techniques, its sales could suffer materially.

Holdings failure to expand its customer base could diminish incremental revenues from certain products.

Both Cambium and Voyager sell products that may be purchased by their customers for use over multiple school years. Repeat sales to these customers during the use cycle typically consist of replenishing consumables and replacements which are typically considerably less than the initial sale. Therefore, Holdings ability to maintain and grow sales and profitability will depend significantly upon the ability to acquire new customers or increase sales to existing customers. Acquiring new customers or expanding student use within existing customers could prove challenging as a result of competition from larger competitors, reductions in state and local funding, customer preferences and any requirement to provide enhancements to product capabilities. Holdings may also be adversely

affected by existing customers who reduce or discontinue use of Cambium or Voyager products and services, which may occur if the combined company's product offering is less competitive with those of the combined company's competitors, or a result of budgetary constraints which have become increasingly acute in the current economic downturn. If the combined company is not successful

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in continuing to acquire additional customers or expanding business from the existing customers, Holdings' earnings may be adversely affected.

Holdings' sales growth and profitability will depend, in part, on its ability to attract and retain productive resellers.

Historically, Cambium has used resellers as a sales channel for certain products, and Voyager may use resellers as a means to grow market share. Entities that resell Cambium or Voyager products may discontinue selling the products or choose to substitute a competing product, or they may not dedicate sufficient attention and resources to Cambium or Voyager products that they are selling. Should any of Cambium's or Voyager's current or future resellers perform below expectations, or should Cambium lose one or more relationships with its current resellers, or fail to establish relationships with additional or replacement resellers, sales and profitability of the combined company could be adversely affected.

Following the mergers, the combined company may be unable to integrate successfully the businesses of Cambium and Voyager and realize the anticipated benefits of the mergers.

The mergers involve the combination of two companies which currently operate as independent companies. The combined company will be required to devote significant management attention and resources to integrating its business practices and operations. Potential difficulties the combined company may encounter in the integration process include the following:

the inability to successfully combine the businesses of Cambium and Voyager in a manner that permits the combined company to achieve the cost savings (which Holdings estimates to be approximately \$10 million per year) and revenue synergies anticipated to result from the mergers, which would result in the anticipated benefits of the mergers not being realized partly or wholly in the time frame currently anticipated or at all;

lost sales and customers as a result of certain customers of either of the two companies deciding not to do business with the combined company;

complexities associated with managing the combined businesses;

integrating personnel from the two companies while maintaining focus on providing consistent, high quality products and customer service;

potential unknown liabilities and unforeseen increased expenses, delays or regulatory conditions associated with the mergers; and

performance shortfalls at one or both of the two companies as a result of the diversion of management's attention caused by completing the mergers.

In addition, Cambium and Voyager have operated and, until the completion of the mergers, will continue to operate, independently. It is possible that the integration process could result in the diversion of each company's management attention, the disruption or interruption of, or the loss of momentum in, each company's ongoing businesses or inconsistencies in products, services, standards, controls, procedures and policies, any of which could adversely affect the ability of the combined company to maintain relationships with customers and employees or its ability to achieve the anticipated benefits of the mergers, or could reduce the earnings or otherwise adversely affect the business and financial results of the combined company. The integration process may be difficult, unpredictable and subject to substantial delay because the businesses of Cambium and Voyager are complex, were developed independently and were designed without regard to such integration. Moreover, Cambium and Voyager are presently headquartered in

different geographical regions, which may further complicate integration efforts and make integration of the two companies more challenging. In some instances, Cambium and Voyager serve the same customers, and some of these customers may decide that it is desirable to seek out additional or different vendors in order to keep Holdings competitive with other companies. If Holdings cannot successfully integrate these businesses and continue to provide customers with products, services and new features on a timely basis in the future, Holdings may lose customers and its business and results of operations may be harmed materially.

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Future results of Holdings may differ materially from the pro forma financial statements presented in this proxy statement/prospectus.

Future results of Holdings may be materially different from those shown in the pro forma financial statements, which are designed to show a combination of the historical results of Cambium and Voyager. The combined company will incur various charges, including acquisition-related charges and purchase accounting adjustments. These charges may be higher or lower than Holdings has estimated, depending upon how costly or difficult it is to integrate the combined company. Furthermore, these charges may decrease the capital of the combined company that could be used for profitable, income-earning activities in the future.

Holdings will incur significant transaction and merger-related costs in connection with the mergers.

Cambium and Voyager will incur legal, accounting and other transaction fees and other costs related to the mergers, anticipated to equal an aggregate of between \$18 million and \$20 million. All but approximately \$5.5 million of these costs are payable regardless of whether the mergers are completed. Moreover, under specified circumstances, Cambium or Voyager may be required to pay termination fees or to reimburse expenses in connection with the termination of the merger agreement. See THE MERGER AGREEMENT Termination and Termination Fees. Additional unanticipated costs may be incurred in the integration of the businesses of Cambium and Voyager.

Although the parties expect that the elimination of duplicative costs, as well as the realization of other efficiencies related to the integration of the businesses, may offset these transaction and merger-related costs over time, this net benefit may not be achieved in the near term, or at all.

Holdings' sales and profitability will depend on its ability to continue to develop new products and services that appeal to customers and end users and respond to changing customer preferences.

Both Voyager and Cambium operate in markets that are characterized by continuous and rapid change, including product introductions and enhancements, changes in customer demands and evolving industry standards. In a period of rapid change, the technological and curriculum life cycles of Cambium's and Voyager's products are difficult to estimate. The demand for some of the more mature products and services of both Cambium and Voyager has begun to migrate to other, newer products and services. As a result, Holdings will need to continuously reassess its product and service offerings. Holdings could make investments in new products and services that may not be profitable, or whose profitability may be significantly lower than Cambium or Voyager have experienced historically. If it is unable to anticipate trends and develop new products or services responding to changing customer preferences, Holdings' revenues and profitability could be adversely affected. Holdings' business could be harmed if it is unable to develop new products and invest in existing products in an appropriate balance to keep the combined company competitive in the marketplace.

Holdings' business is anticipated to be seasonal and its operating results are anticipated to fluctuate seasonally.

Holdings' business is likely to be subject to seasonal fluctuations. Historically, revenue and income from operations for Cambium and Voyager have been higher during the second and third calendar quarters. In addition, the quarterly results of operations of Cambium and Voyager have fluctuated in the past, and Holdings' quarterly results of operations can be expected to continue to fluctuate in the future, as a result of many factors, including:

general economic trends;

state and local budgets for education;

the traditional cyclical nature of educational material sales;
school, library and consumer purchasing decisions;
unpredictable funding of schools and libraries by federal, state and local governments;
consumer preferences and spending trends;
the need to increase inventories in advance of the primary selling season; and
the timing of introductions of new products and services.

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If Holdings is unable to compete effectively, Holdings may be unable to successfully attract and retain customers and its profitability could be materially harmed.

The market for Cambium and Voyager products and services is highly competitive and is characterized by frequent product developments and enhancements of existing products. Holdings does not assure you that products or services introduced by others will not be harmful to the combined company and its business.

Many companies, both privately and publicly owned, develop products and services similar to the combined company's products. These competitors include both basal suppliers, such as Houghton Mifflin/Harcourt (Riverdeep), Scott Foresman (Pearson), and McGraw-Hill, which offer, often as part of their core reading programs, intervention products, and supplemental suppliers, such as Scientific Learning Corporation and Scholastic Corporation. Several of the combined company's competitors have substantially greater financial, research and development, manufacturing and marketing resources than the combined company as well as greater name recognition and larger customer bases. Accordingly, the combined company's competitors may be able to respond more quickly to new technologies and changes in customer requirements, have more favorable access to suppliers and devote greater resources to the development and sale of their products and services. These competitors may be successful in developing products and services that are more effective or less costly than any products or services that the combined company may provide currently or may develop in the future. Any incursions by competitors could materially and adversely affect the combined company's ability to attract and retain customers and thus may materially harm its business.

Holdings' intellectual property protection may be inadequate, which may allow others to use its technologies and thereby reduce its ability to compete.

The technology underlying Holdings' services and products may be vulnerable to attack by its competitors. Holdings will rely on a combination of trademark, copyright and trade secret laws, employee and third party nondisclosure agreements and other contracts to establish and protect its technology and other intellectual property rights. The steps that Cambium and Voyager have taken prior to the mergers, and that Holdings will take after the mergers, in order to protect their proprietary technology may not be adequate to prevent misappropriation of their technology or to prevent third parties from developing similar technology independently.

Technology content licensed from third parties may not continue to be available.

Cambium and Voyager license from third parties technology content upon which they rely to deliver products and services to customers. This technology may not continue to be available to Holdings on commercially reasonable terms or at all. Moreover, Holdings may face claims from persons who claim that Holdings' licensed technologies infringe upon or violate those persons' proprietary rights. These types of claims, regardless of the outcome, may be costly to defend and may divert management's efforts and resources.

Holdings' products could infringe on the intellectual property of others, which may cause it to engage in costly litigation and to pay substantial damages or restrict or prohibit Holdings from selling its products.

Third parties may assert infringement or other intellectual property claims against Holdings based on their intellectual property rights. If any of these claims are successful, Holdings may be required to pay substantial damages, possibly including treble damages, for past infringement on the part of Cambium or Voyager. Holdings also may be prohibited from selling its products or providing certain content without first obtaining a license from the third party, which, if available at all, may require Holdings to pay additional fees or royalties to the third party. Even if infringement claims against Holdings are without merit, defending a lawsuit takes significant time, is often expensive and may divert management attention away from other business concerns.

Holdings success will depend in part on its ability to attract and retain key personnel.

Holdings success depends in part on its ability to attract and retain highly qualified executives and management, as well as creative and technical personnel. Members of Holdings senior management team have substantial industry experience that is critical to the execution of Holdings business plan. If they or other key

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employees were to leave the combined company, and Holdings were unable to find qualified and affordable replacements for these individuals, Holdings' business could be harmed materially.

Holdings' customer contracts are not likely to insulate Holdings from potential reductions in revenues.

Cambium and Voyager provide products and services to several governmental agencies, school districts and educational facilities under contractual arrangements that, in most cases, are terminable at-will. The combined company may have no recourse in the event of a customer's cancellation of a contract that is terminable at-will. In addition, contracts awarded pursuant to a procurement process are subject to challenge by competitors and other parties during and after that process. The termination or successful challenge of significant contracts could materially and adversely affect Holdings' business, financial condition, results of operations and liquidity.

Increases in operating costs and expenses, many of which are beyond Holdings' control, could materially and adversely affect Holdings' operating performance.

Holdings must control its employee compensation expenses and its printing, paper and distribution (such as postage, shipping and fuel) costs in order to be profitable. Holdings' ability to control compensation expenses is limited by its need to offer its employees competitive salaries and benefit packages in order to attract and retain the quality of employees required to grow and expand its business. Holdings' ability to control compensation expenses is also limited by general economic factors, including those affecting costs of health insurance, as well as by trends specific to the employee skills that Holdings requires.

Paper prices fluctuate based on worldwide demand and supply for paper, in general, as well as for the specific types of paper used by Holdings. If there is a significant disruption in the supply of paper or a significant increase in paper costs, which would generally be beyond the control of Holdings, or if Holdings' strategies to manage these costs are ineffective, Holdings' results of operations could be materially and adversely affected.

Acquisitions, if completed, could adversely affect Holdings' operations.

Holdings may seek potential acquisitions of products, technologies and businesses in the education industry that could complement or expand Cambium's and Voyager's current product and service offerings and businesses. In the event that Holdings identifies appropriate acquisition candidates, Holdings may not be able to successfully negotiate, finance or integrate the acquired products, technologies or businesses. Furthermore, such an acquisition could cause a diversion of management's time and resources. Any particular acquisition, when completed, may materially and adversely affect Holdings' business, results of operations, financial condition or liquidity.

The failure to manage growth properly could have a material adverse effect upon Holdings' business, results of operations, financial condition or liquidity.

The educational products industry is a fragmented industry. If this industry becomes more concentrated over time, it will be important for Holdings to grow and to manage its growth effectively. Holdings' ability to manage its growth, if any, will require it to expand its management team and assure that its systems and controls are designed to support this growth. Any measurable growth in business will result in additional demands on customer support, sales, marketing, administrative and technical resources, and upon Holdings' systems and controls. Holdings may not be able to successfully address these additional demands, and Holdings' operating and financial control systems may not be adequate to support its future operations and anticipated growth.

Holdings will use the Internet extensively, and federal or state governments may adopt laws or regulations that could expose it to substantial liability and/or taxation in connection with these activities.

As a result of increasing usage of the Internet, federal and state governments may adopt laws or regulations regarding commercial online services, the Internet, user privacy, intellectual property rights, content and taxation of online communications. Laws and regulations directly applicable to online commerce or

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Internet communications are becoming more prevalent and could expose Holdings to substantial liability. Furthermore, various proposals at the federal, state and local levels could impose additional taxes on Internet sales. These laws, regulations and proposals could decrease Internet commerce and other Internet uses and adversely affect the success of the combined company's online products and business.

Holdings could experience system failures, software errors or capacity constraints, any of which would cause interruptions in the delivery of electronic content to customers and ultimately may cause Holdings to lose customers.

Any significant delays, disruptions or failures in the systems, or errors in the software, that Holdings will use for the technology-based component of its products, as well as for internal operations, could harm its business materially. Voyager and Cambium have occasionally suffered computer and telecommunication outages or related problems in the past. The growth of Holdings' customer base, as well as the number of websites it may provide, could strain its systems in the future and will likely magnify the consequences of any computer and telecommunications problems that Holdings may experience.

Many of the systems that Holdings will use to deliver its services to customers are located in multiple facilities across several states. However, destruction or disruption at a single site can cause a system-wide failure. Although Holdings will maintain property insurance on these premises, claims for any system failure could exceed its coverage. In addition, its products could be affected by failures associated with third party hosting providers or by failures of third party technology used in its products, and Holdings may have no control over remedying these failures.

Any failures or problems with its systems or software could force Holdings to incur significant costs to remedy the failure or problem, decrease customer demand for its products, tarnish its reputation and harm its business materially.

Holdings' systems will face security risks and Holdings needs to ensure the privacy of its customers.

Holdings' systems and websites may be vulnerable to unauthorized access by hackers, computer viruses and other disruptive problems. Any security breaches or problems could lead to misappropriation of its customers' information, its websites, its intellectual property and other rights, as well as disruption in the use of its systems and websites. Any security breach related to Holdings' websites could tarnish its reputation and expose the combined company to damages and litigation. Holdings also may incur significant costs to maintain its security precautions or to correct problems caused by security breaches. Furthermore, to maintain these security measures, Holdings may be required to monitor its customers' access to its websites, which may cause disruption to customers' use of Holdings' systems and websites. These disruptions and interruptions could harm Holdings' business materially.

Holdings may be adversely affected either by a determination to combine Voyager's and Cambium's distribution centers into a single facility or by a determination to operate two separate distribution centers.

At present, Voyager and Cambium each operate a separate warehouse, one in Dallas, Texas and one in Frederick, Colorado, to store and distribute the majority of their printed materials. It is anticipated that, initially, Holdings will continue to maintain the two separate facilities until it has determined the best way to optimize operations. After that review has been completed, Holdings may decide to continue to operate two separate facilities, in which case the combined company may incur duplicative costs. Alternatively, if Holdings decides to consolidate into a single warehouse and if that warehouse were damaged or destroyed, Holdings would likely experience significant delays in responding to customer requests. Customers often purchase materials very close to the beginning of the school year, and any delivery delays could cause Holdings' customers to turn to competitors for products that they need immediately. Although Holdings believes that it will maintain adequate property insurance on its distribution center or centers, the loss of customers could have a long-term, detrimental impact on its reputation and business.

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The complexity of Holdings' distribution operations may subject them to technological risk.

Cambium's and Voyager's distribution centers are highly automated, which means that their operations are complicated and may be subject to a number of risks related to computer viruses, the proper operation of software and hardware, electronic or power interruptions and other system failures. Risks associated with upgrading or expanding these centers may significantly disrupt or increase the cost of operating these centers.

Holdings' business may not grow as anticipated if it is not able to maintain and enhance its brands.

Holdings believes that maintaining and enhancing its brands is important to attracting and retaining customers. Its success in growing brand awareness will depend in part on its ability to continually provide high quality programs and solutions that enhance the learning process. Competitors may offer goods and services similar to those offered by the combined company, which may diminish the value of its brand. In addition, some of Holdings' brand names are new, or have changed or may be changed, and Holdings may not successfully maintain and grow its brand equity.

Failure to efficiently manage its direct marketing initiatives could negatively affect Holdings' business.

Holdings will use various direct marketing strategies to market its products, including direct mailings, catalogs, online marketing and telemarketing. In each case, Holdings will rely on its customer list, which is a database containing information about its current and prospective customers. Holdings will use this database to develop and implement its direct marketing campaigns. Managing the frequency of its direct marketing campaigns and delivering appropriately tailored products in these campaigns is crucial to maintaining and increasing Holdings' customer base and achieving adequate results from its direct marketing efforts. Holdings also faces the risk of unauthorized access to its customer database or the corruption of its database as a result of technology failure or otherwise. Enhancing and refreshing the database, maintaining the ability to use the information available from the database, and properly using the available information will be vital to the success of Holdings' business, and its failure to do so could lead to decreased sales and could materially and adversely affect its results of operations, financial condition and liquidity.

Both Cambium and Voyager have been subjected to material accounting irregularities in recent years, which could result in enhanced regulatory scrutiny in the future and could undermine the confidence that some investors may have in the integrity of Holdings' financial statements.

During 2008, Cambium discovered certain irregularities relating to the control and use of cash and certain other general ledger items which revealed a substantial misappropriation of assets spanning fiscal 2004 through fiscal 2008. These irregularities were perpetrated by a former employee, resulting in embezzlement losses, before the effect of income taxes, amounting to \$14.0 million. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM Embezzlement Loss on page 211. In early 2006, Voyager (then known as ProQuest Company) announced that it had identified potential material irregularities in its accounting that were to be investigated by Voyager's audit committee, with the assistance of outside experts. In July 2006, Voyager announced that its audit committee had completed its investigation and issued a statement that detailed the key findings, including that the evidence indicated that a single individual was responsible for the misstatements. After completion of that investigation, Voyager restated certain of its previously filed financial statements. See Note 18 of the Notes to Voyager's Year-End Consolidated Financial Statements included elsewhere in this proxy statement/prospectus. The fact that both Cambium and Voyager have experienced material accounting irregularities within the past six years could result in enhanced regulatory scrutiny and could impair the confidence of investors and potential acquirers in the integrity of Holdings' financial statements.

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THE SPECIAL MEETING OF VOYAGER STOCKHOLDERS

General Description

Voyager is furnishing this proxy statement/prospectus to Voyager stockholders in connection with the solicitation of proxies by the Voyager board of directors for use at the Voyager special meeting, including any adjournment or postponement of the Voyager special meeting.

Date, Time and Place of the Voyager Special Meeting

Voyager will hold the Voyager special meeting on December 8, 2009, promptly at 8:00 a.m., local time, at Voyager's corporate headquarters, 1800 Valley View Lane, Suite 400, Dallas, Texas 75234.

Purpose of the Voyager Special Meeting

At the Voyager special meeting, including any adjournment or postponement of the special meeting, Voyager stockholders will be asked to consider and vote upon the following proposals:

the adoption of the merger agreement; and

the adjournment of the Voyager special meeting, if necessary, to allow time for further solicitation of proxies if there are insufficient votes present at the meeting, in person or by proxy, to adopt the merger agreement.

The Voyager stockholders must approve the adoption of the merger agreement for the mergers to occur. If the Voyager stockholders fail to approve the adoption of the merger agreement, the mergers will not occur. A copy of the merger agreement is attached as Annex A to this proxy statement/prospectus. Voyager stockholders are encouraged to read the merger agreement in its entirety.

The matters to be considered at the Voyager special meeting are important to Voyager stockholders. Accordingly, Voyager stockholders are urged to read and carefully consider the information presented in this proxy statement/prospectus and to complete, date, sign and promptly return the enclosed proxy card in the enclosed pre-addressed, postage-paid envelope or to follow the instructions described in the enclosed proxy card or in other materials that have been provided to you regarding voting by telephone or over the Internet.

Recommendation of the Voyager Board of Directors

After careful consideration, the Voyager board of directors has determined that the mergers, the merger agreement and the transactions contemplated by the merger agreement are advisable and in the best interests of Voyager and its stockholders, and has unanimously approved the merger agreement and the transactions contemplated thereby. The Voyager board of directors unanimously recommends that the Voyager stockholders vote **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to adjourn the meeting if necessary to solicit additional proxies.

In considering this recommendation, Voyager stockholders should be aware that some Voyager directors and officers have interests in the mergers that are different from, or in addition to, those of Voyager stockholders generally. See **THE MERGER** Interests of Voyager's Directors and Officers in the Mergers on page 101.

If your submitted proxy card is signed, but does not specify how you want to vote your shares, your shares will be voted **FOR** the proposal to adopt the merger agreement and **FOR** the proposal to adjourn the meeting if necessary to solicit additional proxies.

Admission to the Voyager Special Meeting

Voyager stockholders as of the close of business on November 4, 2009, the Voyager record date, and other persons holding valid proxies for the Voyager special meeting are entitled to attend the Voyager special

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meeting. Voyager stockholders and their proxies should be prepared to present valid government-issued photo identification at the Voyager special meeting. Voyager stockholders who are not record holders but hold shares through a bank, broker or other nominee (*i.e.*, in street name) should also be prepared to provide proof of beneficial ownership as of the record date for the Voyager special meeting. Anyone who does not upon request provide valid government-issued photo identification or comply with the other procedures outlined above may not be admitted to the Voyager special meeting.

Record Date and Stockholders Entitled to Vote

Record Holders

Record holders of Voyager common stock at the close of business on November 4, 2009, the Voyager record date, may vote at the Voyager special meeting. On the Voyager record date, Voyager had 29,874,145 outstanding shares of common stock, which were held by approximately 750 record holders.

Registered Stockholders

If your shares are registered directly in your name with Voyager's transfer agent, Computershare Investor Services, you are considered, with respect to those shares, the stockholder of record, and this proxy statement/prospectus is being sent to you by Voyager. As a stockholder of record, you have the right to grant your voting proxy directly to Voyager or to vote in person at the Voyager special meeting.

Street Name Stockholders

If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in street name. These proxy materials are being forwarded to you by your bank, broker or other nominee, who is considered, with respect to those shares, the record holder. As a beneficial owner of shares, you have the right to direct your bank, broker or other nominee how to vote the shares, and you are also invited to attend the Voyager special meeting. Your bank, broker or other nominee has enclosed a voting instruction card for you to use. Since you are not the record holder, you may not vote these shares in person at the Voyager special meeting unless you follow your bank's, broker's or other nominee's procedures for obtaining a legal proxy.

A complete list of the stockholders entitled to vote at the Voyager special meeting will be available for examination by any stockholder for any purpose relevant to the Voyager special meeting, during ordinary business hours for a period of at least 10 days prior to the Voyager special meeting, at the offices of Voyager, located at 1800 Valley View Lane, Suite 400, Dallas, Texas 75234. This list will also be available for examination at the Voyager special meeting.

How You Can Vote

You can only vote your shares if you are either represented by a proxy or eligible to vote your shares in person at the Voyager special meeting. You may vote by proxy in any of the following ways:

on the Internet, as described on the proxy card;

by telephone, as described on the proxy card; or

by mail, by completing and returning the enclosed proxy card.

If you return a properly signed proxy card, the proxies named on the card will vote your shares as you direct.

If you hold shares through a bank, broker or other nominee, please provide your voting instructions by Internet, telephone or mail in accordance with the instructions contained on your voting instruction card.

Stockholders may receive more than one set of voting materials, including multiple copies of this proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, stockholders who hold

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shares in more than one brokerage account may receive a separate voting instruction card for each brokerage account in which shares are held. Stockholders of record whose shares are registered in more than one name will receive more than one proxy card. Therefore, the Voyager board of directors urges Voyager stockholders to complete, sign, date and return each proxy card and voting instruction card they receive for the Voyager special meeting.

Please be sure to return your proxy card, after completing and signing it, in the envelope that accompanied it. Please do not return the proxy card in the same envelope with the election form. Whether or not you complete the election form, you must still complete, sign and return the proxy card in the envelope that accompanied it.

Adjournment and Postponement

Voyager's bylaws provide that, in the absence of a quorum, any meeting of the stockholders may be adjourned from time to time by the vote of a majority of the shares represented at the meeting. When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place of the adjourned meeting are announced at the meeting at which the adjournment is taken. At the adjourned meeting at which a quorum is present or represented, Voyager may transact any business which might have been transacted at the original meeting. If the adjournment is for more than 30 days or if after the adjournment a new record date is fixed for the adjourned Voyager special meeting, a notice of the adjourned Voyager special meeting will be given to each stockholder of record entitled to vote at the Voyager special meeting.

Required Quorum, Vote, Abstentions and Broker Non-Votes

The transaction of business at the Voyager special meeting requires a quorum, which will be established by the presence in person or by proxy of the holders of a majority of the outstanding shares of Voyager common stock entitled to vote at the Voyager special meeting. The affirmative vote by the holders of record of a majority of the outstanding shares of Voyager common stock is required to adopt the merger agreement. The affirmative vote of holders of a majority of the shares of Voyager common stock present and entitled to vote is required to approve the proposal to adjourn the meeting to allow time for further solicitation of proxies if there are insufficient votes present at the meeting, in person or by proxy, to adopt the merger agreement. On the Voyager record date, 29,874,145 shares of Voyager common stock were outstanding and entitled to vote at the Voyager special meeting.

In determining whether the adoption of the merger agreement has received the requisite number of affirmative votes, abstentions and broker non-votes will have the same effect as a vote AGAINST the merger agreement. Abstentions will count as shares present and entitled to vote on the proposal to adjourn the meeting. Broker non-votes, however, will not count as shares entitled to vote on the proposal to adjourn the meeting. As a result, abstentions will have the same effect as a vote against the proposal to adjourn the meeting and broker non-votes will have no effect on the vote to adjourn the special meeting.

Votes cast by proxy or in person at the Voyager special meeting will be counted by the person appointed by Voyager to act as inspector of elections for the meeting. The inspector of elections will treat broker non-votes as shares that are present and entitled to vote for purposes of determining the presence of a quorum. However, for purposes of determining the outcome of any matter as to which the broker has indicated in writing on the proxy card that it does not have discretionary authority to vote, the shares represented by that proxy will be treated as not present and not entitled to vote with respect to that matter (even though those shares may be entitled to vote on other matters).

Voting by Voyager Directors and Executive Officers

As of the Voyager record date, Voyager's directors and executive officers, as a group, beneficially owned and were entitled to vote 3,648,117 shares of Voyager common stock, or 12.17% of the total outstanding shares of Voyager

common stock. Voyager's directors and executive officers have advised us that they intend to vote in favor of the merger agreement.

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In connection with the execution of the merger agreement, some Voyager stockholders entered into voting and support agreements with Holdings pursuant to which, among other things, each of these stockholders has agreed to vote all of the stockholder's shares of Voyager common stock in favor of the adoption of the merger agreement. On the date the merger agreement was signed, these stockholders beneficially owned and were entitled to vote 6,121,497 shares of Voyager common stock, in the aggregate, which represented the power to vote 20.5% of the outstanding shares of Voyager common stock on the date the merger agreement was signed. As of the Voyager record date, these stockholders beneficially owned 6,121,497 shares of Voyager common stock, in the aggregate, which represent the power to vote 20.5% of the outstanding shares of Voyager common stock at the special meeting. These shares include 3,521,612 shares beneficially owned by Voyager's directors and executive officers.

Revoking Your Proxy

You can change your vote or revoke your proxy at any time before the final vote at the Voyager special meeting. To do so, if you are the record holder, you may:

send a written, dated notice to the Secretary of Voyager at Voyager's principal executive offices stating that you are revoking your proxy;

complete, date and submit a new later-dated proxy card;

vote at a later date by telephone or by using the Internet; or

vote in person at the Voyager special meeting. However, your attendance alone will not revoke your proxy.

Written notices of revocation to the Secretary of Voyager should be addressed to:

Todd W. Buchardt, Corporate Secretary
Voyager Learning Company
1800 Valley View Lane, Suite 400
Dallas, Texas 75234

If you hold shares through a bank, broker or other nominee, you must contact your bank, broker or other nominee for information on how to revoke your proxy or change your vote. Attendance at the meeting will not cause your previously granted proxy to be revoked unless you specifically so request.

Any Voyager stockholder who has a question about the mergers, the adoption of the merger agreement or the transactions contemplated by the merger agreement, or how to vote or revoke a proxy, or who wishes to obtain additional copies of this proxy statement/prospectus, should contact:

Shannan Overbeck
Voyager Learning Company
Public and Investor Relations
1800 Valley View Lane, Suite 400
Dallas, TX 75234
Telephone: 214-932-9476
Email: soverbeck@voyagerlearning.com

Please do not send in your stock certificates with your proxy card. If the transaction is completed, a separate letter of transmittal will be mailed to you if you are a stockholder of record that will enable you to receive the merger consideration in exchange for your Voyager stock certificates.

Householding of Proxy Materials

The SEC has adopted rules that permit companies and intermediaries (*e.g.*, brokers, banks or other nominees) to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those

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stockholders. This process, which is commonly referred to as householding, potentially means extra convenience for stockholders and cost savings for companies.

A number of brokers with account holders who are Voyager stockholders will be householding Voyager's proxy materials. A single proxy statement/prospectus will be delivered to multiple Voyager stockholders sharing an address unless contrary instructions have been received from the affected stockholders. If you are a Voyager stockholder, once you have received notice from your broker that it will be householding communications to your address, householding will continue until you are notified otherwise or until you revoke your consent. If you no longer wish to participate in householding and would prefer to receive a separate proxy statement/prospectus, please notify Voyager. Direct your written request to the attention of Shannan Overbeck at the address, telephone number or e-mail address noted above. Voyager stockholders who receive multiple copies of this proxy statement/prospectus at their addresses and would like to request householding of their communications should contact their respective brokers or Voyager at the address set forth above.

Other Matters

Other than the proposals described in this proxy statement/prospectus, the Voyager board of directors knows of no other matters to be acted upon at the Voyager special meeting. If any other matters should be duly presented at the Voyager special meeting upon which a vote properly may be taken, shares represented by all proxies received by Voyager will be voted with respect thereto in accordance with the judgment of the persons named as representatives in the proxies.

Solicitation of Proxies and Expenses

The entire cost of soliciting proxies in connection with the Voyager special meeting will be paid by Voyager. If the Voyager merger is completed, that cost will be paid by Voyager to the extent that Voyager has excess cash to pay its transaction expenses, and may be paid by Holdings to the extent that Voyager does not have enough excess cash to pay its and Cambium's transaction expenses. The directors, officers, employees and agents of Voyager may solicit proxies from Voyager stockholders by telephone, Internet, facsimile transmission, in person or by mail. Some of these individuals may have interests in the mergers that are different from, or in addition to, the interests of Voyager stockholders generally. See THE MERGER Interests of Voyager's Directors and Officers in the Mergers on page 101. Brokerage houses and other custodians, nominees and fiduciaries will be requested to forward soliciting materials to the beneficial owners of shares held of record by these persons, and Voyager will reimburse them for their reasonable out-of-pocket expenses incurred in sending proxy materials to beneficial owners. Voyager may use several of its regular employees, who will not be specially compensated, to solicit proxies from Voyager stockholders, either in person or by telephone, Internet, facsimile or mail. For further information regarding the payment of transaction expenses upon completion of the mergers, see THE MERGER AGREEMENT Termination and Termination Fees.

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THE MERGERS

The following is a description of the material aspects of the proposed mergers and related transactions. The following description may not contain all of the information that is important to you. You should read carefully this entire proxy statement/prospectus, including the section entitled RISK FACTORS on page 32, and the other documents we refer to in this proxy statement/prospectus for a more complete understanding of the mergers and related transactions and the material risks related to the mergers.

General Description of the Mergers

As discussed more fully elsewhere in this proxy statement/prospectus, Cambium and Voyager have entered into a merger agreement that provides that they will combine their businesses through a series of mergers under a single holding company, Holdings. The net effect of the mergers will be that Cambium and Voyager will become wholly owned subsidiaries of Holdings, and the respective subsidiaries of Cambium and Voyager will become indirect, wholly owned subsidiaries of Holdings.

In connection with the mergers, each share of Cambium common stock will be converted into the right to receive 0.8448961 of a share of Holdings common stock and a prorated portion of the Holdings Warrant. Each share of Voyager common stock will be converted into the right to receive:

at the holder's election, either:

one share of Holdings common stock, or

\$6.50 in cash, subject to proration rules referred to below; plus, regardless of the election made,

an amount in cash equal to the amount of specified tax refunds received by Voyager prior to the closing of the mergers (as reduced by the amount of the Voyager tax refunds contractually required to be placed in escrow at closing), divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers; plus

a CVR, which represents the right to receive cash in an amount equal to the aggregate amount of specified tax refunds received after the closing of the mergers and various other amounts deposited in escrow on or after the closing date, as reduced by any payments to be made under the escrow agreement with respect to agreed contingencies, a working capital adjustment and Stockholders' Representative expenses, divided by the total number of shares of Voyager common stock outstanding immediately prior to the effective time of the mergers.

The amount of cash available to satisfy cash elections by Voyager stockholders will be determined by an agreed formula that is dependent on, among other things, the cash generated by Voyager prior to closing, but the amount of cash available for cash elections is limited to a maximum of \$67.5 million in the aggregate. If the amount of cash available for the cash elections is insufficient to accommodate all of the aggregate cash elections made by the Voyager stockholders, then the stockholders electing to exchange shares for cash will be subject to a pro rata reduction in accordance with agreed procedures set forth in the merger agreement and described in this proxy statement/prospectus. The shares of Voyager common stock that are subject to this pro rata reduction and therefore are not exchanged for cash will be exchanged for shares of Holdings common stock. There is no comparable limit on the extent to which Holdings will honor stock elections. Thus, if a Voyager stockholder elects to receive Holdings stock in exchange for all of the stockholder's shares of Voyager common stock, that stockholder will not be subject to

proration pursuant to the merger agreement and will receive only Holdings common stock.

Neither the amount of the tax refund distribution nor the maximum value of the CVR can be determined at this time. However, the total amount payable in respect of these two forms of consideration on a combined basis is not expected to be less than \$0.52 per share or greater than \$0.89 per share and may be substantially less than \$0.89 per share, depending on various factors specified in the merger agreement.

The merger agreement is described in greater detail under **THE MERGER AGREEMENT** on page 117, and a copy of the merger agreement is attached as Annex A to this proxy statement/prospectus.

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Cambium and Voyager stockholders who receive Holdings common stock in the mergers will become Holdings stockholders and their rights as stockholders will be governed by the certificate of incorporation and bylaws of Holdings (copies of which are attached as Annex C and Annex D, respectively, to this proxy statement/prospectus), Delaware law and a stockholders agreement to be entered into at the closing of the mergers (a copy of which is attached as Annex L to this proxy statement/prospectus). The rights of holders of Holdings common stock will be different in certain respects from the rights of holders of Cambium common stock and holders of Voyager common stock. The rights pertaining to Holdings common stock and Holdings certificate of incorporation and bylaws are described under DESCRIPTION OF HOLDINGS CAPITAL STOCK on page 192. For information regarding the material differences between the rights of holders of Voyager common stock prior to the mergers and the rights of holders of Holdings common stock after the mergers, see COMPARISON OF STOCKHOLDER RIGHTS on page 197.

Diagrams

We have set forth below a series of diagrams designed to depict several steps that will be taken in connection with the mergers.

Overall Structure of the Mergers

The first set of diagrams reflects the overall structure of the merger agreement:

In step 1A, an investor associated with VSS formed Holdings.

In step 1B, Holdings formed two wholly owned subsidiaries, Voyager merger sub and Cambium merger sub.

In step 1C, a step that will be taken after all conditions to closing have been satisfied or waived, Voyager merger sub will merge with and into Voyager and Cambium merger sub will merge with and into Cambium. As a result of step 1C, Voyager and Cambium will each become wholly owned subsidiaries of Holdings upon completion of these mergers.

In step 1D, upon completion of the mergers:

Holdings will issue common stock and the Holdings Warrant to VSS-Cambium Holdings III, LLC, which will become the sole stockholder of Cambium pursuant to the transactions described below under Repositioning the Owner of Cambium, in exchange for all of the outstanding capital stock of Cambium; and

Holdings will issue common stock and/or cash, as elected, additional cash and a CVR to the stockholders of Voyager in exchange for all of the outstanding capital stock of Voyager.

Step 1E reflects the ownership structure of Holdings following the completion of the mergers (excluding any subsidiaries of Cambium or Voyager).

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Overall Structure Diagrams

Step 1A

Step 1B

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Step 1C

Step 1D

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Step 1E

Repositioning the Owner of Cambium

In 2007, Cambium Learning, Inc., which we refer to as Cambium Learning, and which is to be distinguished from Cambium Learning Group, Inc., which we refer to as Holdings, was acquired in a leveraged buy-out transaction by, and became a subsidiary of, VSS-Cambium Holdings, LLC. As described elsewhere in this proxy statement/prospectus, Cambium Learning is a party to senior secured and senior unsecured credit agreements entered into in connection with the leveraged buy-out transaction. These credit agreements contain specified restrictions on Cambium Learning's operations, including its ability to participate in merger transactions similar to the mergers. In order for Cambium Learning to be able to participate in the mergers without violating the credit agreements restrictions and without the need to seek a waiver or consent from its lenders, it became necessary to reposition Cambium Learning and its immediate parent entity. Generally, the credit agreements' restrictions do not apply to the equity owners of VSS-Cambium Holdings, LLC; thus, by interposing additional holding companies as direct or indirect equity owners of VSS-Cambium Holdings, LLC, and having those holding companies act as the direct participants in the mergers, the credit agreements were not affected. However, the credit agreements do prohibit various changes in the ownership of VSS-Cambium Holdings, LLC and Cambium Learning through customary change in control restrictions. In summary, the change in control restrictions require the original owners of VSS-Cambium Holdings, LLC to continue to own at least 35% of its outstanding equity and control a majority of its board of managers. The original owners of VSS-Cambium Holdings, LLC will continue to own a majority of the outstanding equity and control the board of directors of VSS-Cambium Holdings, LLC upon completion of the mergers.

During the course of the merger transaction process, counsel for Holdings and Cambium Learning periodically consulted with counsel to the administrative agents under both credit agreements, and representatives of Cambium periodically consulted with representatives of the agents, and in each case, obtained their verbal concurrence that the completion of the mergers, as structured, and Cambium Learning, as re-positioned, did not violate the credit agreements' restrictions or require a waiver or consent from the agents or lenders.

This repositioning also resulted in the creation of VSS-Cambium Holdings III, LLC, the vehicle through which VSS will own equity in and control Holdings after the mergers, and through which VSS owns equity in and controls Cambium and its subsidiaries prior to the mergers. Prior to the mergers, VSS-Cambium

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Holdings III, LLC is the sole stockholder of Cambium, and, as such and as a result of negotiations with Voyager, entered into the Cambium voting and support agreement with Voyager pursuant to which it agreed to vote all of its shares of Cambium common stock in favor of the mergers. After the mergers, VSS-Cambium Holdings III, LLC will be the majority stockholder of Holdings, and since VSS-Cambium Holdings III, LLC is managed by VSS, VSS will thereby control Holdings. This pre- and post-merger ownership and control of Cambium and its subsidiaries is intended to comply with the change in control restrictions under Cambium's credit agreements. In addition, the requisite lenders have, pursuant to the amendments, ratified and approved the mergers and the related transactions. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM Liquidity and Capital Resources Long-Term Debt on page 235.

In connection with the execution of the merger agreement, the steps described below will occur in sequence to implement the re-positioning. The sequencing is dictated by the organizational documents of each of the entities and the credit agreements.

In step 2A, VSS-Cambium Holdings, LLC contributed the capital stock of Cambium Learning to VSS-Cambium Holdings, IV, LLC, a newly formed, wholly owned subsidiary of VSS-Cambium Holdings, LLC; concurrently, VSS-Cambium Holdings IV, LLC assumed the obligations of VSS-Cambium Holdings, LLC under Cambium Learning's senior secured and senior unsecured credit agreements.

In step 2B, VSS formed a wholly owned subsidiary, VSS-Cambium Holdings III, LLC, which in turn formed two wholly owned subsidiaries, VSS-Cambium Holdings III Acquisition, LLC and VSS-Cambium Holdings II Corp.

In step 2C, VSS-Cambium Holdings III, LLC entered into an agreement providing for VSS-Cambium Holdings, LLC to merge into VSS-Cambium Holdings III Acquisition, LLC, with VSS-Cambium Holdings, LLC being the surviving entity; upon completion of that merger, VSS-Cambium Holdings III, LLC will own, directly or indirectly, 100% of VSS-Cambium Holdings, LLC, VSS-Cambium Holdings IV, LLC, Cambium Learning and its subsidiaries, and VSS-Cambium Holdings II Corp.

In step 2D, VSS-Cambium Holdings III, LLC entered into a contribution agreement pursuant to which it has agreed to transfer its interests in VSS-Cambium Holdings, LLC (acquired upon completion of the merger described in step 2C) to VSS-Cambium Holdings II Corp., which will, upon completion of this contribution, own, directly or indirectly, 100% of VSS-Cambium Holdings, LLC, VSS-Cambium Holdings IV, LLC, and Cambium Learning and its subsidiaries, as illustrated in step 2E. The merger described in step 2C and the contribution described in section 2D must take place prior to the effective time.

Step 2E reflects the ownership structure of VSS-Cambium Holdings II Corp. immediately prior to the completion of the mergers.

We have set forth below diagrams outlining these steps. **For purposes of this proxy statement/prospectus, we have utilized the term Cambium to refer to VSS-Cambium Holdings, LLC before steps 2A, 2B, 2C and 2D are taken and VSS-Cambium Holdings II Corp. after these steps are taken.** VSS-Cambium Holdings II Corp. will become a direct, wholly owned subsidiary of Holdings upon completion of the mergers.

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Repositioning Diagrams

Step 2A

Step 2B

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Step 2C

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Step 2D

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Step 2E

Transfer of Voyager's Subsidiaries

The merger agreement contemplates that Voyager's subsidiaries will be repositioned through the following steps:

In step 3A, immediately prior to the completion of the mergers, Voyager's operating company, Voyager Expanded Learning, Inc., will contribute its Learning A-Z and ExploreLearning business units to a newly formed, wholly owned subsidiary named LAZEL, Inc.

In step 3B, also immediately prior to the completion of the mergers, Voyager Expanded Learning, Inc. will transfer all of the capital stock of LAZEL, Inc. to Voyager.

Step 3C reflects the ownership structure of Voyager's subsidiaries immediately following the contribution of LAZEL, Inc.'s common stock to Voyager.

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In step 3D, contemporaneously with the completion of the mergers, VSS-Cambium Holdings IV, LLC, a wholly owned subsidiary of VSS-Cambium Holdings, LLC, will contribute to Cambium Learning approximately \$60 million to \$65 million of membership interests in VSS-Cambium Holdings IV, LLC.

In step 3E, Cambium Learning will buy 100% of the outstanding capital stock of Voyager Expanded Learning, Inc., in exchange for \$75 million, consisting of approximately \$10 million to \$15 million of cash and the balance in membership interests of VSS-Cambium Holdings IV, LLC.

Step 3F reflects the ownership structure of Holdings following the purchase by Cambium Learning of Voyager Expanded Learning, Inc.

Step 3G reflects the LAZEL, Inc. dropdown, as required by the amendments to the credit agreements.

We have set forth below diagrams outlining these steps. Upon completion of these steps, Voyager Expanded Learning, Inc. and LAZEL, Inc. each will be a wholly owned subsidiary of Cambium Learning and Voyager will not have any subsidiaries.

Subsidiary Diagrams

Step 3A

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Step 3B

Step 3C

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Step 3D

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Step 3E

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Step 3F

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Step 3G

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Background of the Mergers

As early as 2004, when Voyager Expanded Learning, Inc., which we refer to as VEL, was engaged in a process that ultimately resulted in VEL's acquisition by Voyager (then known as ProQuest Company), Cambium Learning had expressed an interest in combining with VEL at that time. Nevertheless, meaningful discussions between the parties regarding a potential business combination did not occur until late in the 2007 calendar year.

In the second half of 2007, the Voyager board of directors determined that Voyager would benefit from the resources and analysis provided by financial advisors familiar with the company and the businesses in which it is engaged. In October 2007, Voyager engaged Allen & Company as Voyager's financial advisor to assess Voyager's business, and to assist in the evaluation of strategic alternatives, including assisting management and the board of directors in reviewing and analyzing potential inquiries from parties interested in acquiring all or a portion of the company.

In October 2007, at the direction of the Voyager board of directors, Allen & Company began contacting potential strategic buyers and financial investors who might be interested in a potential transaction with Voyager. During the period from October 2007 through April 2008, Allen & Company contacted more than 80 potential acquirers, of which Voyager engaged in management meetings with fourteen.

In December 2007, representatives of Allen & Company approached Cambium Learning's principal equity owner, private equity firm VSS, to discuss a potential strategic business combination transaction involving Cambium Learning and Voyager. The parties acknowledged the manner in which the product lines of the two companies complemented each other and the benefits that could be available to both businesses if they joined in a company having greater size than either Cambium Learning or Voyager enjoyed on its own.

On December 17, 2007, Voyager entered into a confidentiality agreement with Cambium Learning and VSS, which we refer to as the first confidentiality agreement, covering the communication of certain limited confidential information by Voyager to Cambium Learning and VSS. Following the execution of the first confidentiality agreement, Allen & Company delivered a copy of Voyager's confidential information memorandum to Cambium Learning and VSS and a process letter requiring any preliminary proposal to be submitted to Allen & Company no later than 5:00 p.m. on December 19, 2007.

In response, on December 19, 2007, VSS submitted a written preliminary non-binding proposal to Allen & Company on behalf of Cambium Learning to acquire all of the stock of Voyager in a tender offer transaction for \$275 million to \$290 million in cash.

In early 2008, Voyager provided VSS with limited business and financial due diligence materials. With this information, VSS and Cambium Learning pursued their business and financial due diligence examination of Voyager.

On March 1, 2008, Voyager entered into negotiations with VSS and Cambium Learning regarding the terms of a new confidentiality agreement, expanding the scope of confidential information and relating to a possible strategic transaction between the parties, which would replace the first confidentiality agreement. On March 11, 2008, Voyager, VSS and Cambium Learning entered into a confidentiality agreement which superseded in its entirety the first confidentiality agreement.

On March 29, 2008, Voyager began providing additional due diligence materials to VSS and Cambium Learning.

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On April 2, 2008, Ronald Klausner, Bradley Almond and John Campbell, respectively, the President of VEL, the Chief Financial Officer of VEL (and, as of January 1, 2009, the Chief Financial Officer of Voyager) and the Chief Operating Officer of VEL, made a presentation with respect to the business of Voyager at the offices of Allen & Company in New York to David Cappellucci, Cambium Learning's President and Chief Executive Officer, David Caron, Cambium Learning's former Chief Financial Officer, Steve Zukowski, Cambium Learning's former Chief Operating Officer, Scott Troeller, a partner of VSS, Eric Van Ert, formerly a Managing Director of VSS, and representatives of Barclays and Credit Suisse. Representatives of Allen & Company also attended the presentation.

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During the week of April 14, 2008, Voyager provided additional due diligence materials to VSS and Cambium Learning in response to due diligence requests made by VSS and Cambium Learning. On April 14, 2008, Allen & Company hosted a teleconference among Mr. Almond of Voyager, Mr. Van Ert and Ankeet Kansupada, of VSS, and Mr. Cappellucci and Mr. Caron of Cambium Learning, during which Voyager financial due diligence matters were discussed. Following the call, Allen & Company sent VSS a letter outlining the next steps in the process, which required further proposals to be submitted to Allen & Company no later than 5:00 p.m. on April 21, 2008.

On April 18, 2008, Allen & Company received indications of interest from four potential bidders, other than VSS.

On April 20, 2008, Mr. Troeller, Mr. Van Ert, Mr. Cappellucci and Mr. Caron discussed via teleconference their business and financial due diligence findings with respect to Voyager and the proposed purchase price range to be contained in any proposal submitted to Allen & Company. Based on their knowledge of the industry, the economic environment and the results of their due diligence review, they concluded that such price range would be materially reduced from the \$275 million to \$290 million cash price range set forth in VSS December 19, 2007 proposal, to \$175 million to \$200 million cash, excluding excess cash and corporate liabilities of Voyager.

On April 21, 2008, a representative of VSS communicated to representatives of Allen & Company that VSS would submit a second written preliminary non-binding proposal to Allen & Company which, based upon its business and financial due diligence review and the value it assigned to Voyager, would reflect a material reduction to the proposed purchase price from its December 19, 2007 proposal. Later that day, VSS submitted its second written preliminary non-binding proposal to Allen & Company on behalf of Cambium Learning to acquire all of the outstanding stock of Voyager in a tender offer transaction for \$175 million to \$200 million in cash, excluding cash and corporate liabilities of Voyager.

On April 25, 2008, the Voyager board of directors convened for a telephonic board meeting. Allen & Company provided an update on the sale process and the second round of bids received for Voyager, all of which had materially declined from the initial valuation indications in December 2007. Reasons for the decline in valuation included the deteriorating economic environment, weakness in the education sector, and concern regarding the ability to complete a transaction given that Voyager was not current with its periodic filings with the SEC. Allen & Company recommended inviting five parties, including VSS, to continue with due diligence of Voyager and recommended inviting one additional party back into the process. Perkins Coie LLP, Voyager's legal counsel, which we refer to as Perkins Coie, provided an overview of alternative structures that Voyager might consider in pursuing a business combination transaction.

Following the Voyager board meeting on April 25, 2008, of the four parties, other than VSS, participating in the process, two parties declined to continue their participation shortly following their bid submissions. Of the remaining two parties, one party continued to communicate with Allen & Company regarding due diligence and other matters through May 2008, at which point that party opted to end its participation in the process. The remaining party continued to conduct due diligence on Voyager, including review of the dataroom materials and conference calls to discuss the diligence materials provided. This party also attended a management meeting at the Voyager offices in June 2008. Additionally, in August, 2008, another party contacted Allen & Company to express interest in Voyager. This party signed a confidentiality agreement in August 2008 and began reviewing diligence materials regarding Voyager. Allen & Company communicated with both parties regarding financial and business diligence and transaction structure through the third and early fourth quarter of 2008. However, both parties expressed significant concerns over the uncertain market environment in general and with the education sector specifically. In November 2008, Allen & Company recommended to the board of directors of Voyager that it continue to negotiate with all three parties (including VSS). However, in early December 2008, negotiations with the two parties other than VSS ceased after the two parties provided revised valuation indications that, because they were significantly lower than the valuation proposed in the transaction contemplated with VSS, were not competitive. As reasons for the reduced

valuations, each party cited continued weakness and uncertainty in the overall market and in the education market specifically, which affected the party's ability to finance a proposed transaction, as well as

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declining equity market valuations across all industries. In addition, one party expressed discomfort with proceeding on a timely basis, even at the reduced valuation indications, due to these market uncertainties and the potential effect on the Voyager near-term financial results.

On May 7, 2008, Mr. Troeller informed representatives of Allen & Company that VSS and Cambium Learning would not be continuing with the proposed transaction because Cambium Learning and VSS needed to focus on Cambium Learning's internal matters. At that time, Cambium Learning was engaged in an internal investigation which ultimately revealed that Cambium Learning had suffered a material embezzlement. Given the pendency of that investigation, VSS and Cambium Learning concluded that it was an inopportune time to negotiate a business combination. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM Embezzlement Loss on page 212. After discussions with VSS were terminated in May 2008, Allen & Company continued negotiations with the two other parties until, as discussed above, negotiations terminated in December 2008.

On August 18, 2008, after the matters underlying Cambium Learning's internal investigation had been resolved, Mr. Troeller contacted Allen & Company and proposed a resumption of discussions regarding evaluating a potential transaction with Voyager. Mr. Troeller indicated that VSS and Cambium Learning would be willing to discuss a transaction with Voyager which would be structured as a merger as opposed to a tender offer, and requested an opportunity to discuss a possible transaction at a meeting. On the call, Mr. Troeller outlined a few key investment/merger theses which were further developed in the October 16, 2008 presentation described below. A merger structure was favored over a tender by VSS and Cambium Learning primarily because, having just negotiated concessions from its lenders with respect to its own internal financial investigation, Cambium Learning did not want to seek a further amendment to its credit agreements to increase the size of its permitted acquisition basket, which would have been required under a tender offer structure, but which would not be required under a merger structure.

On August 22, 2008, as a condition to scheduling the meeting on October 16, 2008 and potentially re-engaging in the negotiation process to evaluate a potential transaction with Voyager, VSS and Cambium Learning entered into an amendment to the March 11, 2008 confidentiality agreement. The amendment extended the employee non-solicitation period. A second, similar amendment was executed on September 25, 2008.

On October 16, 2008, Mr. Cappellucci of Cambium Learning presented the proposed merger of Cambium Learning and Voyager and a description and financial overview of Cambium Learning to representatives of Allen & Company and Richard Surratt, Chief Executive Officer of Voyager, at the VSS offices in New York. Messrs. Troeller, Van Ert and Kansupada of VSS were also present at that meeting. On October 21, 2008, representatives of Allen & Company indicated to Mr. Troeller that Voyager was interested in exploring a potential merger transaction with Cambium Learning.

During the week of October 22, 2008, Voyager and Cambium Learning exchanged financial due diligence materials.

On November 5, 2008, the Voyager board of directors met for a regularly scheduled board meeting in Dallas. At the meeting, representatives of Allen & Company provided the Voyager board with an update on discussions with three parties concerning a possible transaction, including a possible business combination with Cambium Learning.

Between November 10, 2008 and November 24, 2008, Allen & Company and VSS discussed a number of potential structures for a possible transaction, including discussions regarding valuation, amount of cash contributed by VSS and treatment of Voyager liabilities. The primary issues negotiated were the amount of cash to be received by Voyager stockholders, including both cash available on the Voyager balance sheet at closing and the amount of cash to be contributed by VSS, and the price per share to be received by Voyager stockholders. Although Allen & Company represented Voyager in the company's negotiations with VSS and Cambium, Voyager determined the

amount of consideration to accept. In the end, Allen & Company and Voyager management negotiated to obtain the greatest amount of cash per share, while Cambium sought to ensure that the combined company would commence operations at the effective time with sufficient cash to

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service ongoing contracts for the 2009/2010 school year. As a result of these discussions, VSS agreed to contribute \$25 million in cash to Holdings, which in turn would distribute the cash to Voyager stockholders in connection with the Voyager merger, and Voyager agreed to fix the maximum cash distributed from the Voyager balance sheet at \$42.5 million, which amount was generally consistent with Voyager's expectations of cash on hand at the expected effective time, leaving sufficient working capital to service future contracts. On November 24, 2008, representatives of VSS made a presentation to VSS's investment committee relating to the merits of pursuing a transaction with Voyager. Thereafter, on November 25, 2008, VSS sent Allen & Company a proposed exclusivity agreement and a draft Heads of Agreement setting forth potential terms of a proposed transaction in which, upon completion of a series of mergers followed by a partial cash tender offer to Voyager's former stockholders of \$67.5 million (comprised of the estimated Voyager cash on hand, net of liabilities, on December 31, 2008 plus \$25 million to be contributed by entities managed or controlled by VSS), each of Voyager and Cambium Learning would be a wholly owned subsidiary of a newly formed holding company, of which the owners of Cambium Learning would own, directly or indirectly, greater than 50% of the outstanding shares. The following day, VSS sent to Allen & Company a proposed work plan for conducting initial due diligence meetings at each company's offices.

On December 9, 2008, Voyager entered into an exclusivity agreement with Cambium Learning for a period expiring on January 30, 2009. During that period, Voyager agreed not to negotiate with any third party other than Cambium Learning and VSS. Voyager also entered into a confidentiality agreement with Cambium Learning covering the exchange of confidential information of Cambium Learning to Voyager. Additionally, on December 9, 2008, Voyager and Cambium Learning agreed to again extend the employee non-solicitation period set forth in Voyager's confidentiality agreement. Numerous conversations between Lowenstein Sandler PC, Cambium Learning's and VSS's legal counsel, which we refer to as Lowenstein Sandler, and Perkins Coie regarding various transaction structures and their corresponding timing transpired throughout the balance of December 2008.

From December 9, 2008 through December 11, 2008, Messrs. Surratt, Klausner, Almond, Campbell, Buchardt and other members of the Voyager operations team met with Messrs. Cappellucci and Caron, George Logue, Executive Vice President of Cambium Learning, and other members of Cambium Learning's operations team at Cambium Learning's offices in Longmont, Colorado, to present product overviews and product technology for Voyager and Cambium Learning. A representative of Allen & Company, Messrs. Troeller and Van Ert and other representatives of VSS were also in attendance. These discussions continued on December 18 and 19, 2008, at Voyager's offices in Dallas, where the parties met to discuss sales, marketing and implementation considerations for Voyager and Cambium Learning, as well as Voyager's operations.

From December 18, 2008 through mid-February 2009, representatives of Voyager and Cambium Learning and their respective advisors conducted detailed due diligence on the other party's assets and businesses and engaged in multiple discussions with respect to the form and structure of a potential business combination between Voyager and Cambium Learning.

On January 9, 2009, the Voyager board of directors convened for a telephonic board meeting. At the meeting, Mr. Surratt updated the Voyager board on the status of the discussions with Cambium Learning and VSS regarding a possible business combination with Voyager. Perkins Coie advised the Voyager board on the current transaction structures being contemplated by the parties, including that the transaction was being structured partly to accommodate the terms of the existing debt facility between Cambium Learning and its lenders.

On January 28, 2009, VSS and Voyager signed a client agreement formally retaining ghSMART & Company, Inc., which we refer to as ghSmart, to assist VSS and Voyager in the assessment of key Voyager and Cambium Learning management personnel. From late January through March 2009, representatives of ghSmart conducted various meetings with the management of Voyager and Cambium Learning to assist VSS in its diligence regarding management of Voyager and Cambium Learning on a combined basis.

On February 4, 2009, the Voyager board of directors convened for a telephonic board meeting. At the meeting, Mr. Surratt updated the board on the status of the discussions with VSS regarding a possible business combination with Voyager.

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From that time up through and including the time when the merger agreement was signed in June 2009, representatives of the two law firms circulated numerous drafts of the merger agreement and the ancillary documents and participated in numerous telephone conversations and several in-person meetings to negotiate the specific terms of the transactions. Throughout that period, each of Voyager and Cambium Learning continued both legal and financial due diligence of the other party.

On February 25, 2009, the Voyager board of directors met for a regularly scheduled board meeting in Dallas. At the meeting, Mr. Surratt provided the board with an overview of VSS and Cambium Learning and an overview of the expected benefits of combining the companies, the proposed operations of a combined company, and the synergies of approximately \$10 million in cost savings per year expected to be realized by the combined company. The cost synergies presented to the Board were consistent with the expected cost synergies described on page 15 of this proxy statement/prospectus under the caption SUMMARY Financial Synergies . Representatives of Allen & Company discussed Voyager's strategic alternatives, the proposed terms of the potential transaction with Cambium Learning, the proposed timeline for completing the transaction and key open issues in the merger agreement. Representatives of Perkins Coie discussed the proposed timeline for completion of the transaction, the transaction structure and the terms of the then current draft of the merger agreement. Perkins Coie also summarized for the board the risks associated with the proposed transaction and the fiduciary duties of the board in considering the proposed transaction and presented a summary of the possible tax consequences of the proposed transaction prepared by representatives of McDermott, Will & Emery LLP, tax counsel to Voyager.

On February 26, 2009, Voyager engaged Houlihan Smith & Company to advise Voyager on the solvency of the combined company following the transaction. Because Voyager is expected to have no long-term debt immediately prior to the completion of the mergers, but following the mergers Voyager would become part of a combined company with a significant amount of long-term debt, the Voyager board of directors sought a solvency opinion to provide comfort that the combined company would be able to service its debt and pay its obligations as they become due.

On March 26, 2009, the Voyager board of directors convened for a telephonic board meeting to discuss the proposed transaction and an update of the negotiations of the merger agreement.

On or about April 1, 2009, representatives of VSS began discussions with Mr. Klausner regarding post-closing employment arrangements.

On April 21, 2009, the Voyager board of directors met for a telephonic board meeting to discuss the proposed transaction. At the meeting, Allen & Company updated the board on the status of the transaction, including the material terms of the merger agreement, open issues in the merger agreement, the status of key due diligence items and the financial impact of the proposed transaction. On the same day, representatives of Allen & Company spoke with VSS regarding the open issues and resolved several of these issues.

On April 24, 2009, based on the progress being made in negotiations of the open issues, Voyager reinstated its exclusivity agreement with Cambium Learning until May 7, 2009.

On May 6, 2009 and May 7, 2009, representatives of Perkins Coie and Mr. Buchardt of Voyager met with representatives of Lowenstein Sandler at Lowenstein Sandler's offices in New York to discuss the terms of the merger agreement. Following the meetings at Lowenstein Sandler's office, Voyager extended its exclusivity agreement with Cambium Learning until May 22, 2009.

On May 26, 2009, the Voyager board of directors convened for a telephonic board meeting to discuss the merger agreement and the proposed transaction. Following the board meeting on May 26, 2009 and continuing through the

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week of June 15, 2009, representatives of Voyager, Cambium, VSS, Allen & Company, Perkins Coie and Lowenstein Sandler continued to negotiate the remaining open issues related to the merger agreement, related schedules, various ancillary documents and post-closing employment arrangements.

On or about June 2, 2009, representatives of VSS began discussions with Mr. Cappellucci regarding post-closing employment arrangements.

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On June 20, 2009, the Voyager board of directors met for a telephonic board meeting to review the terms of the proposed transaction and a substantially final draft of the merger agreement, and to receive a report from Perkins Coie of the legal aspects of the transaction. A representative of Perkins Coie again reviewed for the board of directors its fiduciary duties applicable to the proposed transaction. Representatives of Allen & Company presented its financial analysis and delivered to the Voyager board of directors an oral opinion, which opinion was confirmed by delivery of a written opinion, dated June 20, 2009, to the effect that, as of that date and based on and subject to various assumptions, matters considered and limitations described in its written opinion, the consideration in the Voyager merger was fair, from a financial point of view, to the holders of Voyager common stock. The full text of the written opinion of Allen & Company, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with such opinion, is attached to this proxy statement/prospectus as Annex E. Representatives of Houlihan Smith presented its analysis and delivered to the Voyager board of directors an oral opinion, which opinion was confirmed by delivery of a written opinion, dated June 20, 2009, to the effect that, as of that date and based on and subject to various assumptions, matters considered and limitations described in its opinion, upon completion of the mergers, the combined company would be a solvent entity. The full text of the written opinion of Houlihan Smith, which sets forth the assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with such opinion, is attached to this proxy statement/prospectus as Annex F. The Voyager board of directors then unanimously approved the Voyager merger, the merger agreement and the transactions contemplated thereby and recommended that the Voyager stockholders approve the merger agreement.

Following the board meeting on June 20, 2009, up until the time that the merger agreement was signed, representatives of Voyager, VSS, Perkins Coie, and Lowenstein Sandler held multiple teleconferences to finalize the merger agreement, the disclosure schedules, the ancillary agreements and outstanding due diligence issues.

Effective as of June 20, 2009, each of Voyager and Cambium executed the merger agreement, and the sole stockholder of Cambium and certain stockholders of Voyager executed voting and support agreements attached to this proxy statement/prospectus as Annex H and Annex I, respectively. On the morning of Monday, June 22, 2009, Voyager and Cambium issued a joint press release announcing the transaction.

Cambium s and Holdings Reasons for the Mergers; Consideration of the Mergers by Cambium s Board of Directors and Holdings Board of Directors

Since Holdings was created for the purpose of effecting the business combination of Cambium and Voyager, the Cambium board of directors and the Holdings board of directors presently consist of the same persons. For information regarding the composition of the Holdings board after the effective time, see MANAGEMENT OF HOLDINGS FOLLOWING THE MERGERS on page 177.

Following a review and discussion of all relevant information regarding the mergers and prior to the execution of the merger agreement:

Cambium s board of directors determined that the Cambium merger, the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Cambium and its stockholder;

Holdings board of directors determined that the mergers, the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Holdings and its stockholder; and

both the Cambium board of directors and the Holdings board of directors unanimously approved the merger agreement and the transactions contemplated thereby prior to the execution of the merger agreement.

In reaching their conclusions, the members of Cambium s and Holdings boards relied on their personal knowledge of Cambium and the markets that it serves, the advice of management of Cambium and VSS and the advice of Cambium s financial and legal advisors.

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Cambium's and Holdings' boards considered many factors which, when taken as a whole, supported their respective decisions, including the following material considerations, the order of which does not necessarily reflect their relative significance:

the complementary nature of the product offerings of Cambium and Voyager and the minimal level of overlap in the two companies' offerings, primarily resulting from the fact that the two companies target different tiers of intervention;

the scale efficiencies achievable to the combined companies by substantially expanding the size of their combined business, since Cambium and Voyager had combined 2008 revenues in excess of \$198 million;

the likelihood that the combination would improve the combined companies' ability to compete with other market participants, several of which are substantially larger and have access to substantially more resources than either Cambium or Voyager alone;

the operational synergies achievable through:

a larger inside and outside sales force with a national reach, capable of covering an expanded geographical scope within the pre-K-12 grade intervention market;

the ability to expand the business' marketing reach across substantially all products and services sold by either Cambium or Voyager;

the ability to leverage the two companies' respective strengths in math programs;

the ability of Voyager and Cambium to leverage each other's sales channels, creating opportunities:

to increase the inside sales force and thereby help Cambium products reach smaller school districts;

to sell certain Voyager products through Cambium's supplemental catalog; and

to sell Voyager products through Cambium Learning Technologies' resellers;

the current and historical market prices of Voyager's common stock, which demonstrated to Cambium's board that the current price was depressed, making the acquisition a better value than it would have been had Voyager been trading at higher market prices;

the value of the Holdings common stock to be received by Cambium's stockholder in the Cambium merger and to be received in exchange for a \$25 million capital contribution to be made by Cambium's stockholder immediately prior to the effective time, including the possibility that the value of Holdings common stock may increase after the completion of the mergers; in this regard, the boards of directors considered:

the expected combined earnings of Voyager and Cambium;

the potential cost savings of approximately \$10 million per year that could result from the mergers, as described on page 15 of this proxy statement/prospectus under the caption "SUMMARY Financial Synergies."

Holdings' expected financial position after the mergers and its ability to create future growth opportunities; and

that the \$25 million capital contribution was required in order to achieve a relative valuation between Voyager and Cambium to enable Cambium's stockholder to own approximately 55% of Holdings common stock immediately after the mergers;

the alternative of seeking to grow Cambium internally as opposed to combining with Voyager and the potential increased risks, costs and expenses associated with seeking benefits through internal growth comparable to the benefits which the boards of directors of Cambium and Holdings expect to realize through the combination of Cambium and Voyager;

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the state of the education market and limitations on the sources of funding for customers, including the significant financial constraints on customers as a result of current macroeconomic difficulties, and the benefits associated with dealing with these challenges as a combined company;

the stimulus moneys to be made available pursuant to the American Recovery and Reinvestment Act and the opportunities that may be available to the combined company under that Act, since the combined company will be able to offer a wider variety of products and services, and thus will have the potential to receive a greater amount of stimulus funds than Cambium alone;

the fact that Voyager's management team has resolved several significant issues that absorbed significant management attention in the past, namely the restatement of its financial statements and the settlement of class action litigation, and the fact that Voyager's management team has demonstrated the type of leadership necessary to manage the combined company;

the ability and likelihood of Cambium and Voyager to complete the mergers, including their ability to obtain necessary regulatory approvals and the obligations to attempt to obtain those approvals, and measures taken by Cambium and Voyager to provide reasonable assurance to each other that the mergers will occur, including the provisions of the merger agreement that require Voyager or Cambium to compensate the other in some circumstances if the mergers do not occur;

the restrictions under the credit agreements and that the transactions had been structured as a merger in order to comply with those restrictions, supported by the confirmation from the administrative agents and their respective counsel that a lenders' consent or waiver was not required in order to complete the mergers and the Holdings III Merger Transactions in light of the manner in which they were structured;

the ability of Cambium and Holdings to require Voyager to perform its obligations under the merger agreement, including the obligation to close the mergers if the applicable conditions to closing have been satisfied or waived, through the specific performance provision in the merger agreement, and Cambium's right to terminate the merger agreement at any time, for any reason not otherwise specified in the merger agreement, subject only to its obligation to pay to Voyager a termination fee of \$4.5 million; and

other terms of the merger agreement, including the representations, warranties and covenants, and the conditions to each party's obligation to complete the mergers.

As noted above, business combinations, including the mergers, typically include some potential risks and potential disadvantages. The material potential risks and disadvantages to Holdings and Cambium include the following material matters, the order of which does not necessarily reflect their relative significance:

the risk that the mergers might not be completed in a timely manner or at all, and the expenses that have been and will be incurred even if the mergers are not completed;

Voyager's ability to entertain a subsequent acquisition proposal if various conditions are satisfied, including that the proposal was not solicited by Voyager and Voyager's board of directors determines that the proposal could reasonably be expected to lead to a superior proposal;

Voyager's right to terminate the merger agreement, in specified circumstances before stockholder approval of the adoption of the merger agreement, in order to enter into an acquisition transaction with a third party that Voyager's board of directors determines to be a superior proposal, if Voyager pays a termination fee of

\$7.5 million to Cambium;

the risk of diverting Cambium management's focus from other strategic opportunities and operational matters to implementing the Cambium merger;

the difficulties associated with integrating Voyager and Cambium and the risk that anticipated operating synergies and cost savings (as described on page 15 under the caption "SUMMARY Financial Synergies.") will not be achieved;

the risk that the steps to be taken to achieve certain cost savings, such as the elimination of certain jobs, could adversely affect operating results; and

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the interests that the managements of both Voyager and Cambium have in the proposed transaction, including offers of future employment with the combined company that may involve increased cash compensation and incentive compensation awards, and the possibility that potential conflicts of interest may affect their judgment.

The discussion above describes the material factors considered by the Cambium and Holdings boards in reaching their determinations to approve the merger agreement and authorize the transactions contemplated thereby. Because of the variety of factors considered, the boards did not find it practicable to quantify or otherwise assign relative weights to the specific factors considered in reaching their determinations and did not make specific assessments of such relative weights. The determinations were made after consideration of all of the factors together. In addition, individual members of the Cambium and Holdings boards may have given different weights to different factors.

There can be no certainty that the above benefits of the mergers anticipated by the Cambium and Holdings boards will occur. Actual results may vary materially from those anticipated. For more information on the factors that could affect actual results, see **RISK FACTORS** on page 32 and **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS** on page vii.

Recommendations of the Cambium and Holdings Boards of Directors

After careful consideration, and based on the analysis described above, the Cambium board of directors determined that the Cambium merger, the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Cambium and its stockholder, and unanimously approved the Cambium merger, the merger agreement and the transactions contemplated thereby. Likewise, after careful consideration, and based on the foregoing analysis, the Holdings board of directors determined that the mergers, the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Holdings and its stockholder, and unanimously approved the mergers, the merger agreement and the transactions contemplated thereby. The Cambium board of directors recommended to its stockholder that the stockholder approve the Cambium merger and the merger agreement and the Holdings board of directors recommended to its stockholder that the stockholder approve the mergers and the merger agreement.

Voyager's Reasons for the Voyager Merger; Consideration of the Voyager Merger by Voyager's Board of Directors

Following a review and discussion of all relevant information regarding the mergers, at a meeting on June 20, 2009, Voyager's board of directors determined that the Voyager merger, the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Voyager and its stockholders, and unanimously approved the Voyager merger, the merger agreement and the transactions contemplated thereby. In reaching this conclusion, the members of Voyager's board of directors relied on their personal knowledge of Voyager and the markets that it serves and the advice of management and Voyager's financial and legal advisors.

Voyager's board of directors considered many factors that, when taken as a whole, supported its decision, including the following material considerations:

the historical market prices and trading information with respect to Voyager common stock, and that the implied merger consideration of \$5.20 per share to \$6.76 per share, based on the assumed maximum available cash of \$67.5 million to be distributed to Voyager stockholders (excluding any cash from tax refunds to be distributed to Voyager stockholders) and assumed Holdings cash net income trading multiples ranging from 8.0x to 14.0x, the range of cash net income trading multiples identified by Allen & Company as the lower end

of the multiple range among comparable public companies reviewed by Allen & Company for purposes of valuation, and applied by Allen & Company to calculate an implied Holdings equity value of between approximately \$140 million and \$245 million, represented a premium of approximately:

126% to 194%, based on the closing price of Voyager common stock on June 15, 2009;

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146% to 221%, based on the average closing price of Voyager common stock for the month ended June 15, 2009; and

243% to 346%, based on the average closing price of Voyager common stock for the six months ended June 15, 2009;

the value of the merger consideration to be received by Voyager stockholders in the Voyager merger, including the fact that stockholders may receive a portion of the consideration in cash, which provides more certainty of value to stockholders than all-stock consideration;

the financial presentation of Allen & Company and its opinion dated June 20, 2009 to Voyager's board of directors as to the fairness, from a financial point of view and as of that date, of the consideration to be received by Voyager stockholders in the Voyager merger, as more fully described below in "Opinion of Voyager's Financial Advisors" on page 81 and in the written opinion of Allen & Company attached to this proxy statement/prospectus as Annex E;

the presentation of Houlihan Smith and its opinion dated June 20, 2009 to Voyager's board of directors as to the solvency of Holdings after and giving effect to the mergers, as more fully described in "Opinion of Voyager's Financial Advisors" on page 81 and in the written opinion of Houlihan Smith attached to this proxy statement/prospectus as Annex F;

the value of the merger consideration in light of the current and historical market value of Voyager, as measured by the trading prices of its common stock, which Voyager's board of directors believed was undervalued in part due to the persisting effects of material accounting irregularities identified in 2006, compared to those of its competitors;

the potential that the value of Holdings common stock would increase after the completion of the mergers and that Voyager stockholders would share in any increase in that value. In this regard, the board of directors considered:

the expected combined earnings of Voyager and Cambium;

the potential cost savings of approximately \$10 million per year that could result from the mergers, as described on page 15 of this proxy statement/prospectus under the caption "SUMMARY Financial Synergies"; and

Holdings' expected financial position after the mergers and its ability to create future growth opportunities;

various alternatives to the Voyager merger, including continuing to operate as an independent enterprise, and the risks associated with those alternatives, including Voyager's size, financial resources and product lines compared to the size, financial resources and product lines of its competitors;

the lack of competitive solicitations of interest from other entities to engage in an acquisition transaction with Voyager received during the sale process;

the value of the merger consideration in light of the state of the education market and sources of funding, including the significant financial constraints on customers as a result of current macroeconomic difficulties;

the ability of Voyager and Cambium to use the companies' complementary strengths not only to remedy the deficiencies that contributed to recent declines in each of Voyager's and Cambium's net sales and profitability in 2008 and 2007, but also to grow the combined company, including:

the ability to leverage the position of Cambium and its products and services in the education market together with Voyager's established products, services and market position to expand the overall scope of product offerings and market presence for the combined company, and

the ability to integrate the Cambium and Voyager management teams to create a team capable of successfully leading the combined company from its inception;

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the ability and likelihood of Voyager and Cambium to complete the mergers, including their ability to obtain necessary regulatory approvals and the obligations to attempt to obtain those approvals, and measures taken by Voyager and Cambium to provide reasonable assurance to each other that the mergers will occur, including the provisions of the merger agreement that require Voyager or Cambium to compensate the other in some circumstances if the mergers do not occur;

Voyager's ability to entertain subsequent acquisition proposals if various conditions are satisfied, including that the proposal was not solicited by Voyager and Voyager's board of directors determines that the proposal could reasonably be expected to lead to a superior proposal;

Voyager's right to terminate the merger agreement, in specified circumstances before stockholder approval of the adoption of the merger agreement, in order to enter into an acquisition transaction with a third party that Voyager's board of directors determines to be a superior proposal, if Voyager pays a termination fee of \$7.5 million to Cambium;

the fact that the Voyager merger is not subject to any financing condition other than the absence of a default under Cambium's credit agreements;

the relative benefits to Voyager stockholders of structuring the transaction as an exchange under Section 351 of the Internal Revenue Code for U.S. federal income tax purposes;

the fact that Voyager stockholders who receive Holdings common stock pursuant to the Voyager merger will receive registered shares of common stock;

the fact that the Stockholders' Representative will act as the representative of the former Voyager stockholders to enforce obligations under the escrow agreement and other post-closing obligations of Holdings, Cambium and their respective subsidiaries;

the effect of the mergers on Voyager's customers and employees, including the compatibility of the parties' cultures and the funding of post-closing benefits to be paid to specified employees; and

other terms of the merger agreement, including the representations, warranties and covenants, and the conditions to each party's obligation to complete the mergers.

The board of directors also considered a variety of risks and other potentially negative factors concerning the Voyager merger. These included the following:

the risk that the mergers might not be completed in a timely manner or at all, in which case Voyager will have expended significant human and financial resources on a failed transaction;

the merger agreement provides that:

the amount of cash available for cash elections is limited to a maximum of \$67.5 million, including a maximum of \$42.5 million to be made available by Voyager, even though Voyager's available cash at the time of the closing may exceed that amount; and

if the cash elections would result in a payment of cash in excess of the maximum amount available for cash elections at the effective time of the mergers (*i.e.*, if there is a cash oversubscription), the cash elections will

be subject to proration so that, in the aggregate, the cash consideration payable to holders of Voyager common stock will not exceed the maximum cash consideration amounts;

the fact that the Publicly Traded Education Comparables analysis and the Comparable Precedent Transactions analysis performed by Allen & Company revealed that a portion of the range of EBITDA multiples implied by the merger consideration were in some cases lower than the range of EBITDA multiples for comparable publicly-traded education publishing companies and transaction multiples from education publishing companies, respectively;

the restrictions on Voyager's ability to solicit or engage in discussions with a third party about an alternative transaction and the requirement that Voyager pay Cambium a termination fee of \$7.5 million in order for Voyager's board of directors to accept a superior proposal;

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Cambium's right to terminate the merger agreement at any time, for any reason not otherwise specified in the merger agreement, subject only to its obligation to pay to Voyager a termination fee of \$4.5 million;

the potential difficulty of collecting any termination fees from Cambium, VSS or their respective affiliates and the resulting inability to receive the negotiated remedy if the merger agreement is terminated under circumstances in which Voyager is entitled to a termination fee and cannot recoup any of its costs;

the risk of diverting Voyager management's focus from other strategic opportunities and operational matters to implementing the Voyager merger;

the potential conflicts of interest of some Voyager executive officers related to future employment and compensation (including equity compensation), and potential conflicts of interest of some Voyager executive officers and directors related to continuation of indemnification obligations, all as more fully discussed in "THE MERGERS - Interests of Voyager's Directors and Officers in the Mergers" on page 101;

the fact that the Stockholders' Representative will have a contractually limited capacity to protect the interests of the former Voyager stockholders after the closing of the Voyager merger;

the possibility of customer, supplier, management and employee disruption associated with the mergers;

the possibility that the treatment of the mergers under Cambium's credit agreements could cause a default under the credit agreements and the possibility that Cambium could be required to repay debt outstanding under those agreements;

the possibility that Cambium might, prior to the closing of the mergers, default under its credit agreements;

the fact that Holdings' indebtedness following the mergers could reduce Holdings' ability to respond to changing business conditions; and

the difficulties in combining Voyager and Cambium and the risk that expected cost savings (as described on page 15 under the caption "SUMMARY - Financial Synergies") will not be achieved.

The discussion above describes the material factors considered by Voyager's board of directors in reaching its decision to approve the merger agreement and authorize the transactions contemplated thereby. Because of the variety of factors considered, the board of directors did not find it practicable to, and did not make specific assessments of, quantify or otherwise assign relative weights to the specific factors considered in reaching its determination. The determination was made after consideration of all of the factors together. In addition, individual members of Voyager's board of directors may have given different weights to different factors.

Recommendation of the Voyager Board of Directors

After careful consideration, and based on the foregoing analysis at a meeting of the Voyager board of directors held on June 20, 2009, the Voyager board of directors determined that the Voyager merger, the merger agreement and the transactions contemplated thereby are advisable and in the best interests of Voyager and its stockholders, and unanimously approved the Voyager merger, the merger agreement and the transactions contemplated thereby. **The Voyager board of directors unanimously recommends that the Voyager stockholders vote FOR the proposal to adopt the merger agreement and FOR the proposal to adjourn the meeting if necessary to solicit additional proxies.**

Opinions of Voyager's Financial Advisors

Each of Allen & Company and Houlihan Smith acted as financial advisor to Voyager in connection with the transactions contemplated by the merger agreement.

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Important Information About Financial Projections

Voyager provided each of Allen & Company and Houlihan Smith, its financial advisors, with various financial projections prepared by Voyager's management that were used by those financial advisors for the purpose of preparing the analyses used in rendering Allen & Company's fairness opinion and Houlihan Smith's solvency opinion. Allen & Company received financial projections covering the period through calendar year 2009, and Houlihan Smith received financial projections covering the period through calendar year 2012. The information reviewed and the analyses performed by Allen & Company and Houlihan Smith for purposes of their respective opinions are described under "Fairness Opinion" and "Solvency Opinion," respectively, below. Notwithstanding having delivered these projections to its financial advisors and including them in this proxy statement/prospectus, Voyager does not, and Holdings does not intend to, generally disclose publicly estimates as to either Voyager's or Holdings' longer-term future operating performance or earnings.

Although these financial projections, which are referred to as the Voyager management projections, were prepared in good faith, no assurance can be made regarding future events. The estimates and assumptions underlying the Voyager management projections involve judgments with respect to future economic, competitive, regulatory and financial market conditions, the speed and extent to which integration of the two businesses occurs, and future business decisions that may or may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, all of which are difficult to predict and many of which are beyond the control of Voyager and/or Cambium Learning and will be beyond the control of the combined company. The underlying assumptions may prove to be inaccurate and the projected results may not be realized. Actual results likely will differ, and may differ materially, from those reflected in the Voyager management projections, whether or not the mergers are completed. For examples of the risks and uncertainties to which the projections are subject, please refer to the "RISK FACTORS" beginning on page 32 and the "CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS" beginning on page vii.

The inclusion of the Voyager management projections in this proxy statement/prospectus should not be regarded as an indication that Voyager's board of directors, Cambium's board of directors or any other recipient of the information then considered, or now considers, them to be a reliable prediction of future results. The Voyager management projections summarized in this section were prepared solely for internal use by Voyager and not with a view toward public disclosure or with a view toward complying with the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial data, published guidelines of the SEC regarding forward-looking statements or GAAP as established by the Financial Accounting Standards Board and other authoritative organizations. At the time the projections were prepared, the Voyager management projections represented the best assumptions, estimates and judgments of Voyager's management and, to the best of Voyager management's knowledge and belief, the future consolidated financial performance of Holdings. None of the Voyager management projections reflects the pro forma adjustments included in the historical pro forma financial statements included elsewhere in this proxy statement/prospectus.

All of the Voyager management projections summarized in this section were prepared by and are the responsibility of the management of Voyager, as indicated. None of the accounting firms identified in this proxy statement/prospectus has examined, compiled or otherwise performed any procedures with respect to the prospective financial information contained in these financial projections, and their respective reports do not extend to the projections and should not be read to do so.

By including in this proxy statement/prospectus a summary of certain Holdings financial projections, neither Voyager nor any of its representatives has made or makes any representation to any person regarding the ultimate performance of Voyager, Cambium or Holdings compared to the information contained in the financial projections. The Voyager

management projections summarized in this section were prepared in May 2009, and have not been updated to reflect any changes, or the actual results of operations of Voyager and Cambium since May 2009. Neither Voyager, Cambium nor, after completion of the mergers, Holdings, undertakes any obligation, to update or otherwise revise the financial forecasts or financial information to reflect circumstances existing since their preparation or to reflect the occurrence of unanticipated events, even

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in the event that any or all of the underlying assumptions are shown to be in error, or to reflect changes in general economic or industry conditions.

The summary of the financial projections is not included in this proxy statement/prospectus in order to induce any Voyager stockholder to vote in favor of the Voyager merger or any of the other proposals to be voted on at the Voyager special meeting of stockholders.

Fairness Opinion

Pursuant to an engagement letter dated October 10, 2007, as amended on October 10, 2008 and June 20, 2009, Voyager engaged Allen & Company to serve as Voyager's financial advisor and to render an opinion as to the fairness, from a financial point of view, of the merger consideration to be received by Voyager stockholders in the Voyager merger. Allen & Company represented Voyager in the company's negotiations with VSS and Cambium; however, Voyager determined the amount of consideration to accept. On June 20, 2009, Allen & Company delivered its oral opinion to Voyager's board of directors subsequently confirmed in writing later the same day, to the effect that, as of the date of its opinion and based upon and subject to the qualifications, limitations and assumptions set forth therein, the merger consideration to be received by Voyager stockholders in the Voyager merger was fair, from a financial point of view, to Voyager stockholders.

Allen & Company has consented to the inclusion of its written opinion, dated June 20, 2009, in this proxy statement/prospectus. This summary of Allen & Company's written opinion is qualified in its entirety by reference to the full text of Allen & Company's written opinion, dated June 20, 2009, attached as Annex E to this proxy statement/prospectus. You are urged to, and should, read Allen & Company's written opinion carefully and in its entirety. Allen & Company's written opinion addresses only the fairness, from a financial point of view, of the merger consideration to be received by Voyager stockholders in the Voyager merger, as of the date of Allen & Company's written opinion. The opinion of Allen & Company was provided for the information and assistance of Voyager's board in connection with its consideration of the Voyager merger and the merger agreement and does not constitute a recommendation to any Voyager stockholder as to how to vote or act on the proposed transaction or any other matter to be considered at the Voyager special meeting. The form and amount of merger consideration payable in the Voyager merger was determined through negotiations between Voyager and Cambium and were approved by the Voyager board. The Allen & Company opinion and presentation to the Voyager board was one of many factors that the Voyager board took into consideration in making its determination to approve the Voyager merger.

In arriving at its opinion, Allen & Company, among other things:

- (i) reviewed and analyzed the terms and conditions of the merger agreement and related documents;
- (ii) reviewed and analyzed the financial aspects of the mergers;
- (iii) reviewed and analyzed the trends in the K-12 supplemental education market;
- (iv) reviewed and analyzed publicly available information regarding Voyager;
- (v) reviewed and analyzed the present financial and business condition and prospects of each of Voyager and Cambium based on information provided by the management of each company;
- (vi) reviewed and analyzed the historical results of each of Voyager and Cambium provided by management of each company;

(vii) reviewed and analyzed the projections of Voyager's financial performance for the year ending December 31, 2009 provided to Allen & Company by the management of Voyager and the projections of Cambium's financial performance for the year ending December 31, 2009, which we refer to as the 2009 Cambium projections, provided to Allen & Company by VSS;

(viii) reviewed and analyzed the information obtained from discussions with the management of each of Voyager and Cambium and with VSS, the financial sponsor that owns an indirect controlling interest in Cambium;

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- (ix) reviewed and analyzed the publicly available financial information of comparable companies in the K-12 education sector;
- (x) reviewed and analyzed the publicly available financial information related to comparable transactions;
- (xi) reviewed and analyzed valuation trends in the U.S. equity market;
- (xii) reviewed and analyzed the auction sale process Voyager undertook to sell itself;
- (xiii) reviewed and analyzed the cash consideration received per each share of Voyager common stock;
- (xiv) reviewed and analyzed the implied trading value of Holdings based on publicly traded comparable companies;
- (xv) reviewed and analyzed the premiums paid in certain precedent transactions; and
- (xvi) reviewed and analyzed the current macroeconomic environment and its relevance to previous comparable transactions in the K-12 sector.

The 2009 Cambium projections used by Allen & Company in its analyses consisted of the following:

	2009P (in thousands)
Revenue	\$ 107,485
Expenses	(101,800)
Gross Margin	\$ 5,684
Depreciation and Amortization	24,363
Other Adjustments	977
EBITDA(1)	\$ 31,024
EBITDA Margin(1)	28.9%

- (1) Calculated in accordance with the definition of Consolidated EBITDA set forth in Cambium's senior secured credit agreement.

In connection with its review, Allen & Company did not assume any responsibility for independent verification of any of the information utilized in its analyses and relied upon and assumed the accuracy and completeness of all of the financial, accounting, tax and other information that was available to Allen & Company from public sources or that was provided to it by Voyager and/or Cambium or their respective representatives. The information described herein comprises all of the information considered by Allen & Company in connection with its fairness opinion. With respect to the financial projections provided to Allen & Company by Voyager and VSS, Allen & Company assumed that such financial projections were reasonably prepared in good faith reflecting the best currently available estimates and judgments of the management of Voyager and VSS, as to the future operating and financial performance of Voyager and Cambium, respectively. Allen & Company assumed no responsibility for and expressed no view or opinion as to such forecasts or the assumptions on which they are based.

Allen & Company also assumed, with Voyager's consent, that the mergers would be completed in accordance with the terms and conditions set forth in the merger agreement and certain related documents that it reviewed. Allen & Company neither conducted a physical inspection of the properties and facilities of Voyager or Cambium nor, except as specifically set forth in the opinion, made or obtained any evaluations or appraisals of the assets or liabilities of Voyager or Cambium. In addition, Allen & Company did not conduct any analysis concerning the solvency of Voyager or Cambium. Allen & Company's opinion addressed only the fairness, from a financial point of view, of the merger consideration to be received by the Voyager stockholders in the Voyager merger, and did not address any other aspect or implication of the Voyager merger or any other agreement, arrangement or understanding entered into in connection with the Voyager merger or otherwise. Allen & Company's opinion is necessarily based upon information made available to it as of the date of its

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opinion, and upon financial, economic, market and other conditions as they existed and could be evaluated on the date of Allen & Company's opinion. Allen & Company's opinion did not address the relative merits of the Voyager merger as compared to other business strategies that might be available to Voyager, nor did it address Voyager's underlying business decision to proceed with the transactions contemplated by the merger agreement. Allen & Company did not express an opinion about the fairness of any compensation payable to any of Voyager's officers, directors or employees in connection with the Voyager merger, relative to the compensation payable to the Voyager stockholders. In addition, Allen & Company's opinion did not express any opinion as to any tax or other consequences that might result from the Voyager merger, nor did its opinion address any legal, tax, regulatory or accounting matters. No limitations were imposed by Voyager on the scope of the investigation by Allen & Company.

In preparing its opinion, Allen & Company performed a number of financial and comparative analyses, all of which are described below. The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Allen & Company believes that its analyses must be considered as a whole and that selecting portions of its analyses and of the factors considered by it, without considering all analyses and factors, could create a misleading view of the processes underlying its opinion. No company or transaction used in the analyses performed by Allen & Company as a comparison is identical to Voyager or the contemplated transaction. In addition, Allen & Company may have given some analyses more or less weight than other analyses, and may have deemed various assumptions more or less probable than other assumptions, so that the range of valuation resulting from any particular analysis described below should not be taken to be Allen & Company's view of the actual value of Voyager. The analyses performed by Allen & Company are not necessarily indicative of actual values or actual future results, which may be significantly more or less favorable than suggested by such analyses. In addition, analyses relating to the value of businesses or assets do not purport to be appraisals or to necessarily reflect the prices at which businesses or assets may actually be sold. The analyses performed were prepared solely as part of Allen & Company's analysis of the fairness, from a financial point of view, of the merger consideration to be received by Voyager stockholders in the Voyager merger, and were provided to Voyager's board in connection with the delivery of Allen & Company's opinion.

Valuation Methods and Analyses

The following is a summary of material financial analyses performed by Allen & Company in connection with the preparation of its opinion, and reviewed with Voyager's board at its meeting held on June 20, 2009 and subsequently confirmed in writing later the same day. Certain of the following summaries of financial analyses that were performed by Allen & Company include information presented in tabular format. In order to understand fully the material financial analyses that were performed by Allen & Company, the tables should be read together with the text of each summary. The tables alone do not constitute a complete description of the material financial analyses.

Valuation of the Merger Consideration. In determining the value of the consideration to be received by each Voyager stockholder in the Voyager merger, Allen & Company assumed that (i) the Voyager merger would close at approximately the end of the third quarter of 2009, (ii) Voyager stockholders would receive cash in the following amounts: \$42.5 million of Voyager operating cash, the maximum amount available, \$25 million in cash from the Cambium stockholder, and \$15.2 million in cash from specified tax refunds received prior to the closing of the mergers, (iii) each Voyager stockholder would receive a pro rata amount of cash and Holdings common stock, and (iv) 29,874,145 shares of Voyager common stock would be outstanding immediately prior to the closing of the mergers. The amounts used by Allen & Company for the value of the specified tax refunds were based on information provided to Allen & Company by Voyager management and its tax advisors.

For purposes of determining the pro rata amount of cash to be distributed per share of Voyager common stock, Allen & Company divided each of (a) the Voyager operating cash, (b) the cash from the Cambium stockholder and

(c) the cash from certain specified tax refunds received prior to the closing of the mergers, by the number of shares of Voyager common stock outstanding. Based on this calculation, Allen & Company determined that each Voyager stockholder would receive up to \$2.26 in cash from the cash election, and up to

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\$0.51 in cash at closing from the specified tax refunds received prior to the closing of the mergers. Allen & Company determined that each Voyager stockholder would receive additional cash in an amount up to \$0.34 for each CVR held by the Voyager stockholder, resulting in aggregate cash consideration of up to \$3.11 per share of Voyager common stock, which we refer to solely for purposes of this section of the proxy statement/prospectus as the cash consideration.

In order to value the Holdings common stock, Allen & Company analyzed multiples of EBITDA and cash net income for comparable companies in the K-12 supplemental education sector (see Publicly-Traded Education Comparables, below). Allen & Company believed that cash net income was a more appropriate measure to value Holdings because the EBITDA for Holdings did not take into account the cash impact of amortized curriculum costs, and Allen & Company believed that a valuation based on EBITDA would be less conservative and would have the effect of overstating the value of Holdings. The cash net income multiple range for the companies included in the K-12 supplemental education sector was from 10.7x to 34.9x. Although no company within the comparable group is directly comparable to Voyager and Holdings, Allen & Company focused on companies that sell similar products targeted at a similar market and have a similar growth profile to Voyager to determine the range of 8.0x to 14.0x, which Allen & Company believed was conservative as it was below or at the low end of the comparable company trading statistics. Allen & Company believed that it was appropriate to use a conservative range in order to avoid overstating the value of Holdings common stock in performing its analysis given the following considerations: (i) the range reflected in Voyager's current cash net income trading multiples; (ii) Cambium had no trading history to rely on; and (iii) recent volatility in the equity markets indicated potential for multiple contraction. Based on its review of these various financial measures, Allen & Company applied a range of multiples between 8.0x and 14.0x to Holdings 2009 pro forma cash net income of \$17.5 million to derive an implied Holdings equity value of between approximately \$140 million and \$245 million. Voyager stockholders' anticipated approximate 44.5% ownership stake in Holdings equals a pro rata equity interest in Holdings of between approximately \$62.2 million and \$108.9 million, resulting in a pro rata price per share of Holdings common stock between \$2.09 and \$3.65, which we refer to solely for purposes of this section of the proxy statement/prospectus as the stock consideration.

Allen & Company then added the value of the cash consideration to the range of implied values of the stock consideration to calculate a range of implied pro rata consideration between \$5.20 and \$6.76 per share of Voyager common stock, which we refer to solely for purposes of this section of the proxy statement/prospectus as the merger consideration.

Fairness Analysis. In considering the fairness, from a financial point of view, of the merger consideration to be received by Voyager stockholders in the Voyager merger, Allen & Company used the publicly traded education comparables analysis; the comparable precedent transactions analysis; and the comparable company premiums analysis. In addition, Allen & Company reviewed the broad, publicly announced sales process undertaken by Voyager in 2007 and 2008. Allen & Company believed, based on the fact that Voyager undertook a broad, publicly announced auction process that made potential buyers aware of the opportunity to enter into a business transaction with Voyager and received no bids that were competitive with the merger consideration offered by Cambium, that other potential buyers were unwilling to pay a greater premium for Voyager.

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Publicly-Traded Education Comparables. Allen & Company analyzed the common stock prices and market multiples of the following comparable publicly-traded education companies:

Company	Enterprise Value/ EBITDA(1)		Equity Value / Cash Net Income(1)	
	LTM	2009E	LTM	2009E
Scholastic	5.4x	5.9x	42.3 x	13.6 x
K12	13.0x	10.6x	31.8 x	34.9 x
School Specialty	6.6x	6.5x	11.3 x	10.7 x
Renaissance Learning	9.4x	9.9x	19.2 x	20.4 x
Princeton Review	9.7x	9.6x	37.7 x	20.2 x
Plato Learning	5.6x	7.1x	NM	NM
Scientific Learning	12.5x	9.5x	NM	NM

(1) Enterprise value and equity value were calculated as of June 19, 2009.

For this analysis, Allen & Company selected companies whose stock was publicly traded, that shared similar business characteristics with Voyager's business, and for which relevant financial information was available publicly. Specifically, Allen & Company selected publicly traded companies that operated primarily in the K-12 supplemental education sector. The selected publicly-traded education companies had enterprise values ranging from \$36 million to \$1.2 billion. Revenue and EBITDA for the comparable companies for the last twelve months was \$47 million to \$1.9 billion and \$3 million to \$208 million, respectively. Allen & Company noted that the implied enterprise value of Voyager, based on the merger consideration, was within the range of enterprise values for the comparable publicly-traded education companies and Voyager's financial results, including revenue and EBITDA, also fell within the range of the financial results for the comparable publicly-traded education companies. Allen & Company excluded companies that may have offered services similar to Voyager, but that also derived a large part of their revenues from businesses dissimilar to Voyager. Specifically, Allen & Company excluded the large basal textbook publishers because these companies derive a large portion of their total revenue from operations outside the K-12 supplemental education sector.

Utilizing the numbers obtained from publicly available information, Wall Street research and company press releases, for each company listed above, Allen & Company calculated the ratio of enterprise value to EBITDA and the ratio of equity value to cash net income, in each case, for the last twelve months and on a projected calendar year basis for 2009. As set forth in the table below, Allen & Company found that the range of implied pro forma merger consideration implied (i) EBITDA multiples for the last twelve months to be within the range of selected multiples from comparable companies, (ii) EBITDA multiples on a projected calendar year basis for 2009 to be below or within the range of selected multiples from comparable companies, (iii) cash net income multiples for the last twelve months to be within or slightly above the range of selected multiples from comparable companies and (iv) cash net income multiples on a projected calendar year basis for 2009 to be within the range of selected multiples from comparable companies.

Range of Multiples Implied by the Merger Consideration	Range of Selected Multiples from Comparable Publicly-Traded Education Publishing Companies
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Enterprise Value/LTM EBITDA	7.1x - 10.6x	5.4x - 13.0x
Enterprise Value/2009E EBITDA	4.6x - 6.8x	5.9x - 10.6x
Equity Value/LTM Cash Net Income	34.4x - 44.8x	11.3x - 42.3x
Equity Value/2009E Cash Net Income	19.8x - 25.8x	10.7x - 34.9x

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Comparable Precedent Transactions Analysis. Allen & Company reviewed all of the precedent transactions of which it was aware that were within the education publishing sector that had announcement dates between June 2000 and September 2008 and for which publicly available filings, Wall Street research and company press releases existed from which purchase price multiples could be derived. For each transaction, Allen & Company analyzed the enterprise value, or EV, of the acquired company compared to the EBITDA of such company for the last twelve months, or LTM, where available. Transactions analyzed included:

Target	Acquiror	LTM		EV/LTM EBITDA Multiple
		Sales	EBITDA	
Abrams & Company Publishers	Learning Trends	NA	NA	NA
Sundance/Newbridge Publishing	Rowman & Littlefield	0.3x	NM	NA
Thomson Learning Inc	Investor Group & Others	4.6x	15.0x	14.5x
Harcourt Education	Houghton Mifflin Co. / Pearson Plc	3.0x	17.5x	16.9x
Learning Horizons Inc	Learning Horizons Holding Corp.	NA	NA	NA
JIST Publishing Inc	EMC Corp.	NA	NA	NA
Roxbury Publishing Co.	Oxford University Press Inc.	NA	NA	NA
Cambium Learning Inc.	Veronis Suhler Stevenson	3.0x	11.2x	11.2x
Von Hoffmann Corpz	RR Donnelley & Sons Co.	0.8x	NA	NA
Scientific Explorer	Elmers Products Inc.	NA	NA	NA
Houghton Mifflin, Inc.	Riverdeep Interactive Learning	2.6x	11.0x	11.2x
Delta Education Inc.	School Specialty Inc.	3.5x	15.9x	15.2x
American Guidance Services	Pearson Education	3.6x	9.1x	8.4x
Voyager Expanded Learning	ProQuest	4.0x	9.8x	8.6x
Options Publishing, Inc.	Hights Cross Communications	2.7x	16.5x	14.7x
Malmberg Investments BV	SanomaWSOY	2.6x	9.4x	7.5x
Editis (Vivendi Publishing)	Wendel	1.9x	NA	NA
Marcel Dekker	Taylor & Francis	3.3x	NA	NA
Cinar	Investor Group	1.6x	8.9x	6.2x
Houghton Mifflin Co.	Investor Consortium	1.4x	9.5x	6.0x
Editis (Vivendi Publishing)	Lagardere	1.2x	10.0x	6.2x
Houghton Mifflin Co.	Vivendi Universal	2.2x	9.0x	6.4x
Harcourt General Higher Education	Thomson Corporation	2.3x	11.0x	7.7x
Harcourt General	Reed Elsevier	2.4x	9.2x	6.4x
Tribune Education Co. & Landoll	McGraw-Hill	2.0x	11.0x	6.9x

In addition, Allen & Company indicated that because the comparable transactions occurred prior to the recent decline in equity markets, they were less relevant to the analysis and had such transactions occurred in the present economic environment, the multiples would have been discounted to reflect such declines. In order to review the precedent transactions in a manner to reflect the changed economic environment, Allen & Company analyzed the average price / earnings multiple of the Standard & Poor's 500 Index, which is referred to in this section as the S&P 500, at the announcement date of each of the precedent transactions and compared it to the current S&P 500 price / earnings multiple. Of the precedent transactions reviewed in the education industry, 93% of the listed transactions occurred between 2000 and 2007, a period of substantially higher multiples and greater liquidity than the current environment. Using the S&P 500 price / earnings multiple as a proxy for general economic valuations, Allen & Company adjusted the precedent transaction multiples by multiplying each transaction multiple by the percentage change in the S&P 500 from the announcement date of each transaction to the current date. Using both the unadjusted and adjusted multiples

for the precedent transactions,

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Allen & Company determined that the EBITDA multiples for Voyager were slightly below or within the range of such multiples paid in comparable transactions.

	Range of Multiples implied by the Merger Consideration	Range of Selected Transaction Multiples from Education Publishing Companies
Enterprise Value/LTM EBITDA	7.1x - 10.6x	8.9x - 17.5x
Adjusted Enterprise Value/LTM EBITDA	7.1x - 10.6x	6.0x - 16.9x

Comparable Company Premiums Analysis. Allen & Company analyzed and examined the transaction premiums paid in completed acquisitions of companies, excluding financial institutions, which were acquired between January 1, 2006 to June 20, 2009 with an implied enterprise value between \$100 million and \$500 million. Allen & Company compared the range of implied pro forma merger consideration to (a) the closing price of Voyager common stock on June 15, 2009, which we refer to as the **Current Share Price**, (b) the four week average closing price of Voyager common stock, which we refer to as the **Four Week Average Share Price** and (c) the six month average closing price of Voyager common stock, which we refer to as the **Six Month Average Share Price**. As indicated in the table below, Allen & Company determined that the merger consideration represented a premium of between 126% and 194% over the Current Share Price, a premium of between 146% and 221% over the Four Week Average Share Price and a premium of between 243% and 346% over the Sixth Month Average Share Price. Allen & Company found that the range of implied pro forma merger consideration represented a premium to Voyager's market price that was greater than 96% of the premiums paid in comparable transactions which had a one-day median premium of 27% and a four-week median premium of 32%.

Range of Merger Consideration per Share	Current Share Price	Four Week Average Share Price	Six Month Average Share Price
\$5.20 - \$6.76	\$2.30 126% - 194%	\$2.11 146% - 221%	\$1.51 243% - 346%

In addition to the review of premiums paid in precedent transactions, Allen & Company also reviewed the premiums implied by comparing the range of merger consideration per share to an implied value per share for Voyager on a standalone basis. As previously discussed, Allen & Company used a cash net income multiple range of 8.0x to 14.0x to determine a range of merger consideration per share. Allen & Company applied the same range of cash net income multiples to the Voyager estimated 2009 cash net income of \$7.8 million to determine an implied trading price for Voyager were it to trade at that range of multiples. Across the range, the merger consideration represents a significant premium to the implied standalone trading values for Voyager at the same multiples. Based on the cash net income multiple range of 8.0x to 14.0x, the implied premiums for Voyager, on a standalone basis, ranged from 84% to 148%. This range is significantly higher than the premiums paid in transactions across multiple industries with a transaction value between \$100 and \$500 million, which had a one-day median premium of 27% and a four-week median premium of 32%.

Range of Merger Consideration per Share	Voyager Value per Share	Implied Premium
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\$5.20 - \$6.76

\$2.10 - \$3.67

84% - 148%

General

Pursuant to Allen & Company's engagement letter with Voyager, the Voyager board engaged Allen & Company as its financial advisor and to deliver its opinion as to the fairness, from a financial point of view, of the merger consideration to be received by the Voyager stockholders in the Voyager merger. Allen & Company was selected by the Voyager board based on Allen & Company's qualifications and reputation. Allen & Company, as part of its investment banking business, is regularly engaged in the valuation of businesses and their securities in connection with mergers and acquisitions, private placements and related financings, bankruptcy reorganizations and similar recapitalizations, negotiated underwritings, secondary distributions of listed and unlisted securities, and valuations for corporate and other purposes. Except as described herein, Allen & Company and its affiliates do not have and have not had any material relationships involving the

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payment or receipt of compensation between Allen & Company or any of its affiliates and Voyager, Cambium or any of their respective affiliates during the last two years. Allen & Company has previously served as financial advisor to Voyager in connection with its acquisition of Voyager Expanded Learning in January of 2005 and its disposition of ProQuest Business Solutions and ProQuest Information Learning in November of 2006 and February of 2007, respectively. In addition, prior to the transactions in 2004 and 2006, Allen & Company was engaged by ProQuest to provide general financial advisory services. In addition, in the ordinary course of its business as a broker-dealer and market maker, Allen & Company or its affiliates may have long or short positions, either on a discretionary or nondiscretionary basis, for its or its affiliates' own account or for those of its clients, in the debt and equity securities (or related derivative securities) of Voyager. The opinion was approved by Allen & Company's fairness opinion committee.

Pursuant to the terms of the engagement letter between Allen & Company and Voyager, a success fee, in the amount of \$3,000,000, is contingent upon the consummation of the Voyager merger. The fee is payable by Voyager to Allen & Company upon the sale, transfer or other disposition of Voyager and/or its principal business, Voyager Expanded Learning, in the form of a sale or exchange of capital stock or assets, a merger or consolidation or a tender offer, to VSS and/or Cambium or any affiliate of VSS or Cambium. Allen & Company is due \$500,000 for the delivery of its opinion to the Voyager board. The latter \$500,000 fee is creditable against any success fee payable to Allen & Company upon the closing of the Voyager merger. No portion of the \$500,000 fee is contingent upon either the conclusion expressed in the opinion or whether the Voyager merger is successfully completed. Voyager has also agreed to reimburse Allen & Company's reasonable out-of-pocket expenses and to indemnify Allen & Company against certain liabilities arising out of the engagement.

Solvency Opinion

Pursuant to an engagement letter dated February 26, 2009, Voyager engaged Houlihan Smith to serve as Voyager's financial advisor and to render an opinion as to whether, after and giving effect to the mergers:

on a pro forma basis, the Fair Value and Present Fair Saleable Value (as defined in the solvency opinion and described below) of the assets of Holdings, as applicable, would exceed the sum of its respective probable liabilities, including all contingent and other liabilities (as defined in the solvency opinion and described below), on its respective existing debts as such debts become absolute and matured;

Holdings and its subsidiaries will be able to pay their respective debts as they become due in the ordinary course of their respective businesses on a consolidated basis;

the capital remaining in Holdings and its subsidiaries after the mergers would not be unreasonably small for the respective business in which it is engaged, as Voyager's management has indicated it is as of the date of the opinion and is proposed to be conducted following the consummation of the mergers;

the Fair Value of Holdings' assets exceeds the value of its liabilities, including all contingent and other liabilities, by an amount that is greater than its stated capital amount; and

the sum of the assets of Holdings, as applicable, at fair value is greater than all its respective debts at fair valuation.

As background for its analysis, Houlihan Smith: (i) reviewed the merger agreement, the structure of the transaction and Cambium Learning's credit agreements; (ii) discussed with key members of Voyager management, in detail, the transaction, the pro forma historical performance and pro forma financial projections for Holdings for the years ending December 31, 2009, 2010, 2011 and 2012, respectively, provided to Houlihan Smith by Voyager's management, which

we refer to as the Voyager management projections, and the status of outstanding legal claims and any potential financial liability in connection with these claims; (iii) reviewed and analyzed information relating to the historical and current operations of each of Voyager and Cambium Learning, and the future outlook for Holdings; (iv) reviewed various documents related to the organization, corporate proceedings, assets and liabilities of Voyager and Cambium Learning; (v) reviewed the status of outstanding legal claims and any potential financial liability in connection with these claims as identified by key members of Voyager management; (vi) discussed with Voyager's legal counsel the status of outstanding legal claims and any potential financial liability in connection with these claims; and (vii) reviewed

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other publicly available economic, industry and company information. No limitations were imposed by Voyager on the scope of the investigation by Houlihan Smith.

For the purposes of Houlihan Smith's solvency opinion, the term (i) Fair Value means the amount at which the equity of Holdings would change hands between a willing buyer and a willing seller, each having reasonable knowledge of the relevant facts, neither being under any compulsion to act with equity to both, (ii) Present Fair Saleable Value means the amount that may be realized if Holdings and its subsidiaries' assets on a consolidated basis are sold as an entirety with reasonable promptness, not to exceed one year, in an arm's length transaction under present conditions for the sale of comparable business enterprises, as those conditions could be reasonably evaluated by Houlihan Smith, (iii) Contingent and Other Liabilities means the stated amount of those contingent liabilities identified to Houlihan Smith by officers of Holdings, and (iv) would not be unreasonably small amount of capital for the respective businesses in which it is engaged and required to pay its respective probable liabilities, including all Contingent and Other Liabilities, on its respective existing debt, as such debts become absolute and matured means that Holdings, as applicable, will be able to generate enough cash from operations, financing or a combination thereof to meet its respective obligations (including all Contingent and Other Liabilities) as they become due.

In arriving at its opinion, Houlihan Smith relied upon and assumed, without independent verification, the accuracy, completeness and reasonableness of the financial, legal and tax information provided by Voyager in addition to information provided by Voyager pertaining to the operations, financial liabilities, and the educational services, publishing and printing, and for-profit higher education services elements of Holdings' business discussed with or reviewed by Houlihan Smith and assumed such accuracy and completeness for purposes of rendering its opinion. In addition, Houlihan Smith did not make any independent evaluation or appraisal of any of the assets or liabilities (contingent or otherwise) of Holdings, nor was Houlihan Smith furnished with any such evaluation or appraisal. In addition, Houlihan Smith did not attempt to confirm whether Holdings had good title to its assets. Further, Houlihan Smith relied upon the assurance of Voyager's management that it was not aware of any facts or circumstances that would make any such information inaccurate or misleading. With respect to the financial information and projections utilized, Houlihan Smith assumed that such information has been reasonably prepared on a basis reflecting the best currently available estimates and judgments, and that such information provides a reasonable basis upon which it could make an analysis and form an opinion. The Voyager management projections were prepared by Voyager's management (although some of the data in the Voyager management projections were derived from data regarding Cambium provided to Voyager by VSS) and are not to be interpreted as projections of future performance (or guidance) by Holding's management. Houlihan Smith did not use any data provided by VSS to Voyager (other than the data derived by Voyager from VSS data) in performing its analyses, nor did Houlihan Smith interview or otherwise interact with VSS or management of Cambium Learning.

Houlihan Smith performed sensitivity analyses by using Voyager management's financial projections of revenue, operating margin, EBITDA margin, capital expenditures (as a percentage of sales) and working capital (as a percentage of sales) as a basis from which to derive a low case, base case and high case of values that Houlihan Smith considered as part of its opinion. Houlihan Smith utilized the Voyager management projections as the base case. Houlihan Smith derived the low case and high case values by adjusting the Voyager management projections upward to create the high case and downward to create the low case. Specifically, Houlihan's sensitivity analyses for developing high case projections consisted of increasing base case projected revenue growth rates, operating margins and EBITDA margins, and decreasing capital expenditures and working capital assumptions. Houlihan's sensitivity analyses for developing low case projections consisted of decreasing base case projected revenue growth rates, operating margins and EBITDA margins, and increasing capital expenditures and working capital assumptions. Based upon the revenue, operating margin and EBITDA margin adjustments, each of the low case, base case and high case scenarios were considered in the solvency analyses.

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The following sets forth the base case projections provided by Voyager's management to Houlihan Smith (representing the Voyager management projections) and the low case and high case adjustments made by Houlihan Smith to develop the base case, low case, and high case models used in Houlihan Smith's solvency analysis.

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(\$ in thousands)

Base Case	Year 1(a)	Year 2	Year 3	Year 4
Revenue	\$ 199,692	\$ 212,971	\$ 228,820	\$ 244,679
Operating Margin %	3.08%	10.01%	12.86%	14.40%
EBITDA Margin %	23.80%	28.69%	30.23%	30.28%
Capital Expenditures (as a % of Sales)	4.64%	4.73%	4.62%	4.58%
Working Capital (as a % of Sales)	0.03%	0.24%	0.27%	0.25%

Low Case	Year 1	Year 2	Year 3	Year 4
Revenue	\$ 189,776	\$ 194,808	\$ 202,483	\$ 212,463
Revenue Difference	(4.97)%	(8.53)%	(11.51)%	(13.17)%
Operating Margin %	(6.92)%	0.76%	4.86%	8.90%
Operating Margin Difference	(10.00)%	(9.25)%	(8.00)%	(5.50)%
EBITDA Margin %	13.80%	19.44%	22.23%	24.78%
EBITDA Margin Difference	(10.00)%	(9.25)%	(8.00)%	(5.50)%
Capital Expenditures (as a % of Sales)	3.14%	3.2%	3.4%	3.3%
Capital Expenditures Difference	(1.50)%	(1.50)%	(1.25)%	(1.25)%
Working Capital (as a % of Sales)	(0.18)%	0.10%	0.15%	0.18%
Working Capital Difference	(0.20)%	(0.14)%	(0.12)%	(0.07)%

High Case	Year 1	Year 2	Year 3	Year 4
Revenue	\$ 205,642	\$ 224,456	\$ 245,651	\$ 265,136
Revenue Difference	2.98%	5.39%	7.36%	8.36%
Operating Margin %	10.08%	16.51%	16.86%	17.40%
Operating Margin Difference	7.00%	6.50%	4.00%	3.00%
EBITDA Margin %	30.80%	35.19%	34.23%	33.28%
EBITDA Margin Difference	7.00%	6.50%	4.00%	3.00%
Capital Expenditures (as a % of Sales)	5.14%	5.2%	5.1%	5.1%
Capital Expenditures Difference	0.50%	0.50%	0.50%	0.50%
Working Capital (as a % of Sales)	0.14%	0.33%	0.34%	0.29%
Working Capital Difference	0.11%	0.08%	0.07%	0.03%

(a) Year 1, Year 2, Year 3 and Year 4 (the Projected Period) are intended to be the four annual periods directly following the date on which Houlihan Smith delivered its solvency opinion. The Voyager management projections utilized for the years in the Projected Period are projections for each of the years ending December 31, 2009, 2010, 2011 and 2012, respectively.

For purposes of preparing its opinion, Houlihan Smith conducted three tests to analyze Holdings ability to sustain the burden of debt and Holdings going-concern status quo: (i) the balance sheet test; (ii) the cash flow test; and (iii) the

capital adequacy test.

Balance Sheet Test

The balance sheet test requires an analysis of Holdings' enterprise value as a going concern. Houlihan Smith considered the following in the balance sheet test: the extent to which assets exceed liabilities, a comparison of Holdings' total invested capital to total liabilities after the mergers, and the determination of the Present Fair Saleable Value and Fair Value of Holdings. To determine the Present Fair Saleable Value and Fair Value of Holdings, Houlihan Smith used the following methodologies: discounted cash flow analysis, an analysis of the trading multiples for selected public companies (identified below) and an analysis of companies

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involved in merger and acquisition transactions (identified below). We refer to the second method as the guideline public company method and the third method as the comparable transactions method.

The guideline public company method applies the trading multiples of publicly listed companies to the subject company to derive an indication of value. In utilizing this method, Houlihan Smith searched for guideline public companies in industries similar to Holdings' industry with operating structures and target customers as similar to Holdings as possible. Specifically, Houlihan Smith searched for companies within similar lines of business as Holdings and considered the following factors in selecting the guideline public companies: structure, size, growth, leverage, profitability, and turnover. All companies that met these criteria were included without exception. Houlihan Smith found 20 companies, including Voyager, that met the criteria for guideline public companies. Houlihan Smith segregated these companies into educational services, publishing and printing, and for-profit higher education services industry sectors and calculated blended statistics. Houlihan Smith determined that Holdings is slightly larger than the median of the guideline public companies in terms of revenue and EBITDA and generally has higher margins than the guideline public companies. Houlihan Smith determined that the valuations derived from pro forma projected 2009 revenue and EBITDA multiples of the guideline public companies would provide the most meaningful indications of value.

The following table sets forth the 20 companies identified above (the Guideline Public Companies) and the ratios of total enterprise value to 2009 revenues and to 2009 EBITDA. The Total Enterprise Value of a company is equal to the sum of the company's total equity and interest-bearing debt less the company's excess cash.

Company Name	Total Enterprise Value / 2009 Revenue	Total Enterprise Value / 2009 EBITDA
Educational Services:		
Voyager Learning Company	NM	NM
Plato Learning, Inc.	0.8x	5.2x
Princeton Review Inc.	1.3x	11.7x
Scientific Learning Corp.	0.7x	15.1x
K12, Inc.	1.5x	11.4x
School Specialty Inc.	0.7x	6.6x
Renaissance Learning Inc.	2.1x	NM
Mean	1.2x	10.0x
Median	1.1x	11.4x
Publishing and Printing:		
John Wiley & Sons Inc.	1.8x	9.5x
The McGraw-Hill Companies, Inc.	1.9x	7.6x
Scholastic Corporation	0.6x	6.1x
Mean	1.4x	7.7x
Median	1.8x	7.6x

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Company Name	Total Enterprise Value / 2009 Revenue	Total Enterprise Value / 2009 EBITDA
For-Profit Higher Education:		
Apollo Group Inc.	2.1x	7.1x
Capella Education Co.	2.0x	9.1x
Corinthian Colleges Inc.	1.0x	7.2x
DeVry, Inc.	2.0x	10.2x
Career Education Corp.	0.8x	6.3x
American Public Education, Inc.	3.6x	12.1x
Strayer Education Inc.	5.0x	14.1x
Lincoln Educational Services Corporation	1.1x	6.6x
ITT Educational Services Inc.	2.6x	7.0x
Universal Technical Institute Inc.	0.8x	9.8x
Mean	2.1x	9.0x
Median	2.0x	8.2x
Blended Statistics:		
Mean	1.6x	8.9x
Median	1.6x	9.1x

The blended statistics were calculated as the arithmetic average of the mean and median statistics for the Educational Services, Printing and Publishing, and For-Profit Higher Education sectors.

Houlihan Smith multiplied Holdings' pro forma projected 2009 revenue and EBITDA by the blended median multiples set forth above, and then added the present value of the cash taxes saved as a result of net operating loss carry forwards, to conclude an indicated range of enterprise values of \$277.1 million to \$456.2 million based upon the guideline public company method.

Next, Houlihan Smith applied the comparable transactions method to ascertain the enterprise value applied in the balance sheet test. The comparable transactions method is a market approach which required Houlihan Smith to analyze merger and acquisition transactions involving target companies operating in industries similar to Holdings. Although no two companies are exactly alike, nor are any two transactions structured exactly the same, consideration is given to the similarity in capital structure, operations, size and profitability, as well as other operating characteristics of the target companies. Therefore, Houlihan Smith searched for comparable transactions with targets comparable to Holdings based upon the following factors: structure, size, growth, leverage, profitability and turnover. All comparable transactions with targets that met these criteria were included without exception.

Houlihan Smith found 21 comparable transactions (including the 2007 acquisition of Cambium Learning) and segregated these transactions into educational services, publishing and printing, and for-profit higher education services industry sectors and calculated blended statistics, as shown in the following table:

Implied Seller/Target Enterprise Value / /	Implied Seller/Target Enterprise Value / /
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Buyer / Investor	Seller/Target	Revenues	EBITDA
Educational Services:			
Plato Learning, Inc. (NasdaqGM:TUTR)	NetSchools Corporation	9.5x	NA
Scientific Learning Corp. (NasdaqCM:SCIL)	Soliloquy Learning, Inc.	7.5x	NA
Veronis Suhler Stevenson	Cambium Learning, Inc.	3.2x	10.5x
Bain Capital, LLC	Bright Horizons Family Solutions Inc.	1.7x	12.8x

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Buyer / Investor	Seller/Target	Implied Seller/Target Enterprise Value / Revenues	Implied Seller/Target Enterprise Value / EBITDA
Excelligence Learning Corp.	Thoma Bravo	0.9x	13.9x
Questar Educational Systems, Inc.	Questar Assessment, Inc. (OTCPK:QUSA)	1.2x	5.0x
Sterling Partners; Citigroup Private Equity	Educate, Inc.	1.5x	13.1x
Princeton Review Inc. (NasdaqGM:REVU)	Test Services, Inc.	2.6x	NA
Scientific Learning Corp. (NasdaqCM:SCIL)	Soliloquy Learning, Inc.	7.5x	NA
Knowledge Learning Corp.	Kindercare Learning Centers, Inc.	1.1x	6.4x
Snap-on Inc. (NYSE: SNA)	Snap-on Business Solutions, Inc.	2.5x	8.4x
	Mean	3.6x	10.0x
	Median	2.5x	10.5x
Publishing and Printing:			
John Wiley & Sons Inc. (NYSE:JW.A)	Blackwell Publishing (Holdings) Ltd.	2.3x	11.6x
Houghton Mifflin Company	Reed Elsevier plc, Harcourt US Schools Education Business	2.4x	NA
Pearson plc (LSE: PSON)	Reed Elsevier Group Plc, Harcourt Assessment, Inc. and Harcourt Education Ltd.	1.8x	NA
Boston Ventures Management, Inc.	Oakstone Publishing, LLC	1.4x	NA
Triumph Learning, LLC	Buckle Down Publishing Company	2.5x	9.9x
	Mean	2.1x	10.8x
	Median	2.3x	10.8x
For-Profit Higher Education:			
DeVry, Inc. (NYSE:DV)	U.S. Education Corporation	2.0x	11.7x
CMP Technology	Think Services, Inc.	2.0x	NA
Liberty Partners	Concorde Career Colleges Inc.	1.1x	12.2x
Capella Education Co.	Various	0.5x	3.8x
MindLeaders.com	ThirdForce plc (ISE: QPO)	0.6x	4.7x
	Mean	1.2x	8.1x
	Median	1.1x	8.2x
	Blended Statistics:		
	Mean	2.3x	9.6x
	Median	2.0x	9.8x

The blended statistics were calculated as the arithmetic average of the mean and median statistics for the Educational Services, Printing and Publishing, and For-Profit Higher Education segments.

Houlihan Smith applied the blended median enterprise value to revenue and blended median enterprise value to EBITDA multiples of the targets involved in the comparable transactions to Holdings range of projected 2009 revenue

and EBITDA values to determine an enterprise value for Holdings. Houlihan Smith then discounted the indicated enterprise values to the present and added to these values the cash taxes saved as a result of net operating losses, to conclude an indicated range of enterprise values of \$302.0 million to \$485.5 million based upon the comparable transactions method.

Houlihan Smith also considered the discounted cash flow method to ascertain the enterprise value under the balance sheet test. Houlihan Smith applied the Voyager management projections to determine the enterprise cash flows of Holdings over the four year Projected Period. Voyager management projections account for synergies that are anticipated to be realized over the Projected Period as a result of an aggregate of approximately \$10 million per year of cost savings related to Other Cost of Sales , which affects gross profit

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margins, and Curriculum & Evaluation and Selling, General & Administration (including marketing expenses), which affect operating expense margins. The amounts of these expected cost savings are management's estimates for achieving the strategic and operational synergies described under the caption SUMMARY Strategies.

Houlihan Smith determined the reasonableness of the Voyager management projections of Holdings by reviewing the historical performance of Voyager and Cambium Learning on a standalone basis, in addition to the past performance and expected future financial performance of the Guideline Public Companies referred to above. Generally, Voyager and Cambium Learning have historically maintained positive EBITDA as well as earnings before interest and taxes. The two companies, however, have witnessed fluctuations in profits as a result of the industry and economic environments in which each participates, and Houlihan Smith also took into account particular historical non-operating charges, such as goodwill impairment, lawsuit settlements, and embezzlement charges.

Houlihan Smith performed sensitivity analyses on the cash flows of Holdings and analyzed the underlying assumptions of the Voyager management projections by considering a high case, base case, and low case scenario for Voyager's management's pro forma projected cash flows. The base case financial projections represent the Voyager management projections for Holdings. The low case financial projections adjust the base case projections downward assuming both projected revenue growth and profit margins are lower than in the base case. The high case financial projections adjust the base case financial projections upward assuming both projected revenue growth and profit margins that are higher than in the base case. Although the financial projections were prepared by Voyager's management, some of the data in the financial projections provided by Voyager's management were derived from data provided to Voyager by VSS. Such financial projections are not to be interpreted as projections of future performance (or guidance) by Holding's management. Houlihan Smith did not use any data provided by VSS to Voyager (other than the data derived by Voyager from VSS data) in performing its analyses, nor did Houlihan Smith interview or otherwise interact with VSS or management of Cambium Learning. The financial projections utilized for the base case and adjusted for the low case and the high case in Houlihan Smith's analysis are provided in the following table:

Holdings**Financial Projections - High Case**

(\$ in thousands)

	Year 1	Year 2	Year 3	Year 4
Total Revenues	\$ 205,642	\$ 224,456	\$ 245,651	\$ 265,136
EBITDA	\$ 63,342	\$ 78,981	\$ 84,094	\$ 88,226
Less: Income Tax (Expense)/Benefit	(1,308)	(6,093)	(7,454)	(8,985)
Gross Cash Flow	\$ 62,034	\$ 72,888	\$ 76,641	\$ 79,241
Less: Additions in Working Capital	(285)	(733)	(825)	(759)
Less: Capital Expenditures	(10,569)	(11,734)	(12,585)	(13,456)
Enterprise Net Cash Flow	\$ 51,180	\$ 60,421	\$ 63,230	\$ 65,027

Table of Contents**Holdings****Financial Projections Base Case**

(\$ in thousands)

	Year 1	Year 2	Year 3	Year 4
Total Revenues	\$ 199,692	\$ 212,971	\$ 228,820	\$ 244,679
EBITDA	\$ 47,530	\$ 61,097	\$ 69,180	\$ 74,079
Less: Income Tax (Expense)/Benefit			(1,211)	(5,372)
Gross Cash Flow	\$ 47,530	\$ 61,097	\$ 67,969	\$ 68,707
Less: Additions in Working Capital	(53)	(517)	(617)	(618)
Less: Capital Expenditures	(9,265)	(10,069)	(10,579)	(11,194)
Enterprise Net Cash Flow	\$ 38,212	\$ 50,511	\$ 56,773	\$ 56,895

Holdings**Financial Projections Low Case**

(\$ in thousands)

	Year 1	Year 2	Year 3	Year 4
Total Revenues	\$ 189,776	\$ 194,808	\$ 202,483	\$ 212,463
EBITDA	\$ 26,193	\$ 37,867	\$ 45,019	\$ 52,639
Less: Income Tax (Expense)/Benefit				
Gross Cash Flow	\$ 26,193	\$ 37,867	\$ 45,019	\$ 52,639
Less: Additions in Working Capital	333	(196)	(299)	(389)
Less: Capital Expenditures	(5,958)	(6,288)	(6,830)	(7,064)
Enterprise Net Cash Flow	\$ 20,567	\$ 31,382	\$ 37,889	\$ 45,186

To calculate the enterprise value of Holdings applying the discounted cash flow method, Houlihan Smith determined the present value of Holdings enterprise net cash flows by applying a discount rate of 13% to the enterprise net cash flows for each year in the Projected Period as well as to a terminal enterprise net cash flow value.

Houlihan Smith used a discount rate based on the weighted average cost of capital for Holdings, which was determined by Houlihan Smith by taking into consideration Holdings targeted capital structure, the risk-free rate of return for long term United States Treasury securities, rates for the outstanding debt of Holdings, and specific industry and company risks as they relate to Holdings. Houlihan Smith used a build-up method to determine the cost of equity. The 30-year U.S. Treasury Coupon Bond yield of 4.28% was added to the equity risk premium of 5.25% (based on the 2009 Ibbotson Stocks, Bonds, Bills and Inflation Valuation Yearbook), the industry risk premium of -1.81% (based on the 2009 Ibbotson Stocks, Bonds, Bills and Inflation Valuation Yearbook), a size premium of 5.81% (based on the 2009 Ibbotson Stocks, Bonds, Bills and Inflation Valuation Yearbook) and company specific risk of 5.00% (to account for the risk of the future quality of earnings of Holdings). These items result in a cost of equity of 18.53%. Houlihan Smith assumed a cost of debt of 9.64% (based upon the weighted average interest rate of the total debt to be held by Holdings) and a tax rate of 33%, resulting in an after-tax cost of debt of 6.46%. Assuming a capital structure of 55% equity and 45% debt based upon the anticipated capital structure of Holdings, Houlihan Smith determined the weighted average cost of capital was approximately 13.0%.

Voyager management projections included projected revenue, and operating expenses in order to calculate EBITDA. After subtracting estimated taxes using a 33% effective tax rate, depreciation was added back and capital expenditures were subtracted in order to calculate net cash flows. To determine an indicated enterprise value based upon the discounted cash flow method, for each case, Houlihan Smith summed the present value of the net cash flows and the present value of the terminal enterprise net cash flow. To these values, Houlihan Smith applied the present value of cash taxes saved based upon a net operating loss carry forward analysis. Based upon the discounted cash flow method, Houlihan Smith concluded an indicated range of enterprise values of \$476.9 million to \$720.5 million.

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Houlihan Smith averaged the indicated enterprise values based upon the guideline public company method, comparable transaction method and discounted cash flow method, for the low, base and high case, to conclude the fair value of Holdings' enterprise value. Houlihan Smith then added back cash to the enterprise value and reduced the enterprise value by interest bearing debt, on a pro forma basis, to determine excess capital. The calculation for excess capital is shown in the table below:

Holdings Balance Sheet Test

	Low Case	Base Case	High Case
	\$ in thousands		
Market Approach Guideline Public Company Method	\$ 277,130	\$ 379,666	\$ 456,226
Market Approach Comparable Transactions Method	\$ 301,996	\$ 407,160	\$ 485,498
Income Approach DCF Method	\$ 476,900	\$ 623,900	\$ 720,500
Average Fair Value Enterprise	\$ 352,009	\$ 470,242	\$ 554,075
Add: Cash(1)	4,279	4,279	4,279
Deduct: Interest Bearing Debt(1)	(166,500)	(166,500)	(166,500)
Excess Capital(2)	\$ 189,788	\$ 308,021	\$ 391,854
Balance Sheet Test	Pass	Pass	Pass

(1) Per March 31, 2009 pro forma consolidated balance sheet, as provided by Voyager's management

(2) Excess capital indicates solvent, a deficit would indicate insolvent

The balance sheet test is passed if a company has excess or positive capital after adding back cash and deducting interest bearing debt from a company's enterprise value. As part of its preliminary conclusions, Houlihan Smith determined, assuming that the mergers will be completed as proposed, on a pro forma basis, after and giving effect to the mergers, that Holdings passed the balance sheet test because the balance sheet test concluded a positive value for the excess capital in each case (low, base and high) analyzed.

Capital Adequacy and Cash Flow Tests

Houlihan Smith utilized a capital adequacy test to determine whether, on a pro forma basis, after and giving effect to the mergers, Holdings would have an unreasonably small amount of capital for the business in which it is engaged. The capital adequacy test examines whether as of the date of Houlihan Smith's opinion, immediately after and giving effect to the completion of the mergers, Holdings has sufficient capital to continue normal business operations. This test is often combined with the cash flow test by assuming reasonable business fluctuations from the base case scenario. As part of this analysis, Houlihan Smith considered the following: (i) the extent to which assets exceed liabilities and whether there is sufficient margin to provide an adequate equity cushion; and (ii) the adequacy of Holdings' capital to provide a safety margin to protect against unplanned asset sales, operational changes or debt restructuring.

The capital adequacy test involved the preparation of cash flow projections for Holdings and an analysis of the debt capacity of Holdings to estimate projected sources of capital to operate its business and an analysis of future capital needs of Holdings. As part of the capital adequacy test, Houlihan Smith compared the future sources of capital to Holdings to the future needs of capital of Holdings. Houlihan Smith also considered the adequacy of Holdings' capital

to provide a safety margin (as defined below) to protect against unplanned asset sales, operational changes or debt restructuring.

Houlihan Smith conducted a cash flow test to determine whether, on a pro forma basis, after and giving effect to the mergers, Holdings would be able to pay its respective liabilities as they become due. As part of the cash flow test, Houlihan Smith relied upon Voyager's management prepared cash flow projections of the repayment of principal by Holdings and analyzed the ability of Holdings to produce free cash flow to meet its respective liabilities. The cash flow test involved a multi-step analysis of Holdings' financial projections consisting of the following: (i) an examination of the consistency of the projections with the historical performance of both Voyager and Cambium Learning along with any proposed synergies, current operational

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and marketing strategies, and the expected operating cost structure and capital structure of Holdings; (ii) a test of the sensitivity of the projections to changes in key variables, including, but not limited to, revenue growth, EBITDA margins, and operating margins; and (iii) a test of the impact on Holdings cash flow resulting from possible violations of certain debt covenants. In testing cash flows, Houlihan Smith performed a sensitivity analysis (described below) to determine the safety margin available to deal with unexpected downturns in Holdings ability to generate operating cash flows. The safety margin indicated by both the cash flow and capital adequacy test represents an estimate of the ending cash of Holdings over the Projected Period. Ending cash is equal to beginning cash plus available operating cash flow less scheduled principal repayments of debt.

Houlihan Smith performed cash flow and capital adequacy tests, and adjusted the projections downward in its sensitivity analyses to test Holdings ability to meet its debt obligations as they mature. The tests as applied to the base and low cases (which represent the base and low cases set forth on pages 193 and 194) are as follows:

Holdings**Cash Flow & Capital Adequacy Test Low Case**

	Year 1	Year 2	Year 3	Year 4
Cash Flow From Operations:				
EBITDA	\$ 26,193	\$ 37,867	\$ 45,019	\$ 52,639
Cash Taxes				
Cash Interest Expense	(15,688)	(15,269)	(15,389)	(15,520)
Change in Working Capital	333	(196)	(299)	(389)
Operating Cash Flow	10,838	22,402	29,330	36,730
Capital Expenditures	(5,958)	(6,288)	(6,830)	(7,064)
Operating Cash Flow Available for Principal Repayment	\$ 4,880	\$ 16,114	\$ 22,500	\$ 29,666
Cash Flow From Financing:				
Scheduled Principal Repayments	(2,445)	(2,404)	(2,317)	(2,372)
Net Cash Flow	2,435	13,709	20,183	27,294
Beginning Cash	4,279	6,714	20,423	40,606
Ending Cash	\$ 6,714	\$ 20,423	\$ 40,606	\$ 67,900

Holdings**Cash Flow & Capital Adequacy Test Base Case**

	Year 1	Year 2	Year 3	Year 4
Cash Flow From Operations:				
EBITDA	\$ 47,530	\$ 61,097	\$ 69,180	\$ 74,079
Cash Taxes			(1,211)	(5,372)
Cash Interest Expense	(15,688)	(15,269)	(15,389)	(15,520)
Change in Working Capital	(53)	(517)	(617)	(618)
Operating Cash Flow	31,790	45,311	51,963	52,569
Capital Expenditures	(9,265)	(10,069)	(10,579)	(11,194)
Operating Cash Flow Available for Principal Repayment	\$ 22,525	\$ 35,242	\$ 41,384	\$ 41,375

Cash Flow From Financing:

Scheduled Principal Repayments	(2,445)	(2,404)	(2,317)	(2,372)
Net Cash Flow	20,080	32,838	39,066	39,002
Beginning Cash	4,279	24,359	57,196	96,263
Ending Cash	\$ 24,359	\$ 57,196	\$ 96,263	\$ 135,265

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Houlihan Smith concluded from these tests that Holdings has the ability to meet its debt obligations as they mature.

As part of both the cash flow and capital adequacy tests, Houlihan Smith conducted a sensitivity analysis on certain debt covenants. Specifically, Houlihan Smith evaluated the impact on Holdings' cash flow resulting from possible violations of certain debt covenants. Houlihan Smith performed sensitivity analyses to the pro forma cash flow projections of Holdings to determine if Holdings would meet requirements of an EBITDA test and leverage ratio test as required by the credit agreements. The sensitivity analyses illustrate that in both the base case and the low case, certain covenants are anticipated to be met. Houlihan Smith noted that, pursuant to the credit agreements, EBITDA for Holdings must meet a minimum value of \$25 million on a consolidated basis. As indicated by the low case and base case, Holdings is anticipated to meet the EBITDA requirements of the debt covenants. Houlihan Smith also noted that, pursuant to the credit agreements, a maximum leverage ratio ranging between 6.5 and 4.0 is required to be maintained for 2009 and beyond. Both the low case and base case indicate that Holdings is anticipated to meet the leverage ratio requirements of the debt covenants.

As part of its opinion, Houlihan Smith determined, on a pro forma basis, after and giving effect to the mergers, that Holdings passed the capital adequacy and cash flow tests.

Houlihan Smith employed several analytical methodologies and applied its own experience and judgment in its analysis to arrive at its conclusions as to the solvency of Holdings on a post-transaction basis. On June 20, 2009, Houlihan Smith delivered its oral opinion to Voyager's board of directors, and subsequently confirmed in writing, to the effect that, as of the date of its opinion, assuming that the mergers will be consummated as proposed, on a pro forma basis, after and giving effect to the mergers:

On a pro forma basis, the Fair Value and Present Fair Saleable Value of the assets of Holdings, as applicable, would exceed the sum of its respective probable liabilities, including all Contingent and Other Liabilities, on its respective existing debts as such debts become absolute and matured, following the consummation of the mergers;

Holdings and its subsidiaries will be able to pay their respective debts as they become due in the ordinary course of their respective businesses on a consolidated basis;

The capital remaining in Holdings and its subsidiaries after the mergers would not be unreasonably small for the respective business in which it is engaged, as Holdings' management has indicated it is as of the date of the opinion and is proposed to be conducted following the consummation of the mergers;

The Fair Value of Holdings' assets exceeds the value of its liabilities, including all Contingent and other liabilities, by an amount that is greater than its stated capital amount; and

The sum of the assets of Holdings, as applicable, at fair value is greater than all its respective debts at fair valuation.

This summary of Houlihan Smith's written opinion is qualified in its entirety by reference to the full text of Houlihan Smith's written opinion, dated June 20, 2009, attached as Annex F to this proxy statement/prospectus. You are urged to, and should, read Houlihan Smith's written opinion carefully and in its entirety. Houlihan Smith's written opinion addresses only the solvency of Holdings on a post-transaction basis. The opinion of Houlihan Smith was provided for the information and assistance of Voyager's board in connection with its consideration of the Voyager merger and the merger agreement and does not constitute a recommendation to any Voyager stockholder as to how to vote or act on the proposed transaction or any other matter to be considered at the Voyager special meeting. The Houlihan Smith

opinion and presentation to the Voyager board was one of many factors that the Voyager board took into consideration in making its determination to approve the Voyager merger.

Houlihan Smith is an investment banking firm that, as part of its investment banking business, regularly is engaged in the evaluation of businesses and their securities in connection with mergers, acquisitions, corporate restructurings, private placements, and for other purposes. Voyager's board of directors determined to use the services of Houlihan Smith because it is a recognized investment banking firm that has substantial

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experience in similar matters. Pursuant to the terms of Houlihan Smith's engagement letter, Houlihan Smith received a cash fee of \$90,000 that is not contingent upon the completion of the proposed mergers. In addition, Voyager agreed to indemnify Houlihan Smith, and any of its employees, agents, officers, directors, shareholders or any other person who controls Houlihan Smith from and against any and all losses, claims, damages and liabilities related to or arising out of the mergers or Houlihan Smith's performance of services under the engagement letter. Houlihan Smith does not beneficially own any interest in Voyager, Cambium Learning or Holdings and has not provided any such company with any other services.

Interests of Voyager's Directors and Officers in the Mergers

When considering the recommendation of Voyager's board of directors with respect to the Voyager merger, you should be aware that some Voyager directors and executive officers have interests that are different from, or in addition to, those of other Voyager stockholders. These interests may present actual or potential conflicts of interest, and these interests, to the extent material, are described below. Voyager's board of directors was aware of these interests and considered them, among other matters, in approving the Voyager merger and approving and adopting the merger agreement. These potential conflicts of interest include:

with respect to the executive officers of Voyager, the receipt of severance, retention, change in control and other payments;

the retention of some of the officers of Voyager as officers or employees of Holdings or its subsidiaries;

the designation of two officers and one director of Voyager as directors of Holdings;

continuation of various indemnification and insurance obligations;

the treatment of stock options and stock appreciation rights held by Voyager executive officers and directors at the effective time; and

the grant of options to purchase 750,000, 250,000 and 300,000 shares of Holdings common stock under the Holdings 2009 Equity Incentive Plan to Mr. Klausner, Mr. Almond and Mr. Campbell, respectively, at the effective time of the mergers.

Change in Control, Severance, Retention and Other Payments

Surratt Employment Terms. The employment terms letter, dated May 8, 2009, between Voyager and Richard Surratt, the President and Chief Executive Officer of Voyager, amends and restates the agreement dated February 1, 2007, between Mr. Surratt and Voyager and provides for payments and other benefits if a change in control occurs and if Mr. Surratt's employment is terminated at any time by Voyager without cause or by Mr. Surratt for good reason. Under the terms of Mr. Surratt's employment letter, he is entitled to receive:

2009 Bonus: If a change in control occurs, and Mr. Surratt is terminated without cause, or terminates his employment for good reason, a pro rata portion of his guaranteed 2009 target annual bonus;

Change in Control Payment: If a change in control of Voyager occurs, a change in control payment in an amount equal to 50% of his base salary as in effect immediately prior to the date the payment is made, payable at the earliest of a change in control, termination of employment or December 31, 2009;

Severance Benefits: If Mr. Surratt is terminated without cause or resigns for good reason:

a lump sum severance payment in an amount equal to the sum of 150% of his then current base salary and an amount equal to accrued but unused vacation days; and

until the earlier of two years from the date of termination and the date on which Mr. Surratt commences other employment which offers benefits substantially similar to, or better than, those provided by Voyager to its active employees, continuation in Voyager's medical, dental and vision plans;

SERP Replacement Payment: Payment in lieu of participation in Voyager's prior supplemental executive retirement plan in an amount equal to 15% of base salary and management bonus; provided

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that, if Mr. Surratt is terminated for any reason other than by Voyager with cause prior to the end of a calendar year, the payment will be adjusted to reflect his pro-rated salary for the portion of the year employed, and if a change in control occurs, the payment with respect to salary and bonus earned through the date of the change in control will be paid upon the change in control; and

280G Payment: If any golden parachute excise taxes are triggered by payments made by Voyager to Mr. Surratt in connection with the change in control, a gross-up payment to make Mr. Surratt whole for any federal excise tax imposed on any change in control or severance payments or benefits received by Mr. Surratt.

The Voyager merger constitutes a change in control under the terms of Mr. Surratt's employment letter. It is expected that Mr. Surratt's employment will terminate upon completion of the mergers, in which case Mr. Surratt will be entitled to receive each of the benefits described above in the following amounts:

Payment	Amount
2009 Bonus(1)	\$ 573,750
Change in Control Payment	337,500
Severance Benefits(2)	1,012,500
SERP Replacement Payment(1)	187,310
280G Payment(3)	3,000,000
Total	\$ 5,111,060

- (1) This amount will be prorated if termination occurs prior to December 31, 2009.
- (2) Represents lump sum severance payment only.
- (3) Estimated potential maximum amount. This amount will be placed in escrow pursuant to the terms of an escrow agreement to be executed at the closing. See RELATED AGREEMENTS Escrow Agreement.

Buchardt Employment Terms. The employment terms letter, dated May 8, 2009, between Voyager and Todd W. Buchardt, Senior Vice President and General Counsel of Voyager, amends the terms of the letter agreement dated July 13, 2006, between Mr. Buchardt and Voyager. Mr. Buchardt's employment letter provides that Mr. Buchardt will remain employed by Voyager from the date of the employment letter until the earlier of: (i) the date of Mr. Buchardt's resignation; and (ii) the date that Voyager terminates Mr. Buchardt's employment. Mr. Buchardt's employment agreement provides for payments and other benefits if Mr. Buchardt's employment is terminated by Voyager without cause or if Mr. Buchardt resigns, which resignation will be deemed to be a resignation for good reason. Under the terms of Mr. Buchardt's employment terms letter, he is entitled to receive:

Severance Benefits: If Mr. Buchardt is terminated without cause or resigns:

a lump sum severance payment in an amount equal to 100% of his then current base salary;

continuation in Voyager's medical, dental and vision plans for a period of 18 months; and

a gross-up payment to cover any taxes imposed on the continuation of benefits, if any, including the tax reimbursement itself;

2009 Bonus Payment: If a change in control occurs in 2009 prior to or in connection with Mr. Buchardt's termination of employment and Mr. Buchardt is not terminated for cause, a lump sum payment equal to the amount of his 2009 target annual bonus, which amount will be pro-rated if Mr. Buchardt resigns without good reason prior to December 31, 2009;

Transition Services Payment: If Mr. Buchardt is not terminated for cause, a transition services payment in an amount equal to 50% of his annualized base salary as in effect immediately prior to the date the payment is made, payable at the earlier of termination of employment other than for cause or December 31, 2009;

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SERP Replacement Payment: Payment in lieu of participation in Voyager's prior supplemental executive retirement plan in an amount equal to 15% of base salary and management bonus; provided that, if Mr. Buchardt is terminated for any reason other than by Voyager with cause prior to the end of the calendar year, the payment will be adjusted to reflect his pro-rated salary for the portion of the year employed; and

280G Payment: If any golden parachute excise taxes are triggered by payments made by Voyager to Mr. Buchardt, a gross-up payment to make Mr. Buchardt whole for any federal excise tax imposed on any change in control or severance payments or benefits received by Mr. Buchardt.

The Voyager merger constitutes a change in control under the terms of Mr. Buchardt's employment letter. Mr. Buchardt will be entitled to receive the Severance Benefits, Transition Services Payment and SERP Replacement Payment as described above and, if a change in control occurs in 2009, the 2009 Bonus Payment described above, each in the following amount:

Payment	Amount
Severance Benefits(1)	\$ 296,656
2009 Bonus Payment	148,328
Transition Services Payment	148,328
SERP Replacement Payment(2)	66,747
Total	\$ 660,059

(1) Represents lump sum severance payment only.

(2) This amount will be prorated if termination occurs prior to December 31, 2009.

Klausner Employment Terms. The employment agreement, dated April 9, 2009, between Voyager and Ronald Klausner, President of Voyager Expanded Learning, was amended on August 13, 2009, by an amendment dated as of August 7, 2009, to, among other things, assign such agreement to Holdings at the effective time, and provide for payments and other benefits upon a change in control or if Mr. Klausner's employment is terminated by the employer without cause or by Mr. Klausner for good reason. Under the terms of Mr. Klausner's employment letter, as amended, he is entitled to receive:

2009 Change in Control Bonus Payment: If the mergers are completed and Mr. Klausner has not been terminated for cause or resigned other than for good reason for a period of six months following the effective time, a payment in an amount equal to \$751,906;

Change in Control Payment: If the mergers are completed and Mr. Klausner has not been terminated for cause or resigned other than for good reason for a period of six months following the effective time, a payment in an amount equal to \$805,612;

Retention Bonus: If the mergers are completed and Mr. Klausner has not been terminated for cause or resigned other than for good reason for a period of one year following the effective time, a payment in an amount equal to \$268,538;

Regular Severance Benefits: If Mr. Klausner is terminated without cause or resigns for good reason:

after the effective time and prior to December 31, 2010, a payment equal to the greater of (i) 100% of his base salary or (ii) his target bonus for 2010; plus until the earlier of 18 months from the date of termination and the date on which Mr. Klausner commences other employment which offers benefits substantially similar to, or better than, those provided by Voyager to its active employees, continuation in Voyager's medical, dental and vision plans; or

on or after January 1, 2011, salary continuation for a period of one year plus a pro rata portion of his annual bonus; plus, for 18 months from the date of termination, continuation in Voyager's medical, dental and vision plans;

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280G Payment: If any golden parachute excise taxes are triggered by payments made to Mr. Klausner in connection with the change in control, a gross-up payment to make Mr. Klausner whole for any federal excise tax imposed on any change in control or severance payments or benefits received by Mr. Klausner;

Conversion of SARs: Mr. Klausner holds stock appreciation rights, or SARs, relating to 300,000 shares of Voyager. At the effective time, 100,000 of Mr. Klausner's SARs will be terminated and 200,000 SARs, all of which were vested as of April 24, 2009, will be equitably adjusted to become fully vested SARs of Holdings; and

Award under Holdings 2009 Equity Incentive Plan: At the closing of the mergers, Mr. Klausner will be granted options to purchase 750,000 shares of Holdings common stock under Holdings' 2009 equity incentive plan, which we refer to as the 2009 Incentive Plan. For more information, see MANAGEMENT OF HOLDINGS FOLLOWING THE MERGERS' Holdings Employment Agreements.

If the mergers are completed and Mr. Klausner has not been terminated for cause or resigned other than for good reason for a period of six months following the effective time, he will be entitled to receive the 2009 Change in Control Bonus Payment and the Change in Control Payment and, in the case of the Retention Bonus, if Mr. Klausner has not been terminated for cause or resigned other than for good reason for a period of one year following the effective time, in each case as described above and in the following amounts:

Payment	Amount
2009 Change in Control Bonus Payment	\$ 751,906
Retention Bonus	268,538
Change in Control Payment	805,612
Total	\$ 1,826,056

Almond Employment Terms. The employment terms letter, dated June 19, 2009, between Voyager and Bradley C. Almond, Chief Financial Officer of Voyager, provides for payments and other benefits upon a change in control or if Mr. Almond's employment is terminated by the company without cause or by Mr. Almond for good reason at any other time. Under the terms of Mr. Almond's employment letter, he is entitled to receive:

Acceleration of Long-Term Incentive Plan Awards: Mr. Almond's employment terms letter provides for a cash Long Term Incentive Plan, or LTIP, award equal to \$100,000 payable November 14, 2009 and \$45,000 payable November 14, 2010, provided that he does not voluntarily terminate his employment without good reason prior to such payment dates;

Termination Without Cause LTIP Payment: If Mr. Almond is terminated without cause, any unpaid amounts under the LTIP will become immediately payable; and

Change in Control LTIP Payment: If a change in control occurs, all outstanding LTIP payment awards will accelerate and become due upon a change in control;

Regular Severance Benefits: If Mr. Almond is terminated without cause or resigns for good reason at any time:

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salary continuation in an amount equal to the sum of his then current base salary for 12 months and an amount equal to accrued but unused vacation days; and

until the earlier of 12 months from the date of termination and the date on which Mr. Almond commences other employment which offers benefits substantially similar to, or better than, those provided by Voyager to its active employees, continuation in Voyager's medical, dental and vision plans; and

Change in Control Bonus Payment: If a change in control occurs in 2009 and (i) Mr. Almond continues employment with Voyager, a successor or an affiliate through March 1, 2010; or

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(ii) Mr. Almond is terminated without cause or resigns for good reason prior to March 1, 2010, a change in control bonus payment in the amount of \$200,000 is payable on March 1, 2010.

The Voyager merger constitutes a change in control under the terms of Mr. Almond's employment letter. If a change in control occurs and Mr. Almond is employed by Voyager, Mr. Almond will be entitled to any LTIP Payment not yet made, and if a change in control occurs on or before December 31, 2009, and Mr. Almond either continues employment with Holdings through March 1, 2010 or is terminated without cause or resigns for good reason prior to that date, he will be entitled to receive the Change in Control Bonus Payment described above, each in the following amount:

Payment	Amount
LTIP Payment(1)	\$ 145,000
Change in Control Bonus Payment	200,000
Total	\$ 345,000

(1) Represents amount to be paid if a change in control occurs prior to November 14, 2009 and no LTIP payment has previously been made.

Campbell Employment Terms. The employment terms letter, dated March 3, 2009, between Voyager Expanded Learning and John Campbell, Chief Operating Officer of Voyager Expanded Learning, provides for payments and other benefits upon a change in control or if Mr. Campbell's employment is terminated by the company without cause prior to December 31, 2009. Under the terms of Mr. Campbell's employment letter, he is entitled to receive:

Change in Control Bonus Payment: If a change in control occurs in 2009 and (i) Mr. Campbell continues employment with Voyager, a successor or an affiliate through March 1, 2010; or (ii) Mr. Campbell is terminated without cause prior to March 1, 2010, a change in control bonus payment in the amount of \$265,000; and

Enhanced Severance Benefits: If Mr. Campbell is terminated without cause prior to December 31, 2009:

continuation of his then current base salary for one year; and

until the earlier of 12 months from the date of termination and the date on which Mr. Campbell commences other employment which offers benefits substantially similar to, or better than, those provided by Voyager to its active employees, continuation in Voyager's medical, dental and vision plans.

The Voyager merger constitutes a change in control under the terms of Mr. Campbell's employment letter. If a change in control occurs on or before December 31, 2009, and Mr. Campbell either continues employment through March 1, 2010 or is terminated without cause prior to that date, he will be entitled to receive the Change in Control Bonus Payment in the amount of \$265,500.

Employment Following the Mergers

Following the mergers, Mr. Klausner will serve as Chief Executive Officer of Holdings, Mr. Almond will serve as Chief Financial Officer of Holdings, Mr. Campbell will serve as Senior Vice President and the President of the Cambium Learning Technologies business unit of Holdings and Mr. Buchardt will serve as General Counsel of Holdings. No executive officer of Voyager other than Mr. Klausner has entered into a separate employment agreement with Holdings.

Holdings Directors

Pursuant to the terms of the merger agreement, Voyager will designate four members of the Holdings board of directors, three of whom will be Richard Surratt, Ronald Klausner and Frederick J. Schwab. Mr. Surratt and Mr. Klausner are currently executive officers of Voyager and Mr. Schwab is currently a

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director of Voyager. Directors who serve on the board of directors of Holdings are expected to be compensated for their service in that capacity in accordance with a customary director compensation policy. For more information, see MANAGEMENT OF HOLDINGS FOLLOWING THE MERGERS.

Indemnification and Insurance

For a period that extends until the statute of limitations expires with respect to claims against the present and former officers and directors of Voyager and its subsidiaries, Holdings is required to indemnify those persons against all liabilities and costs (including attorneys' fees) arising out of actions or omissions occurring at or before the effective time (including the execution of the merger agreement) to the full extent permitted by Delaware law and the certificates of incorporation and by-laws of Voyager and its subsidiaries. Subject to various limitations described in the merger agreement, Holdings and Cambium have also agreed, on behalf of themselves and certain of their subsidiaries, to accept the contractual obligations of Voyager and its subsidiaries (to the extent that these obligations exist) under their respective certificates of incorporation and by-laws to provide exculpation from liability, indemnification and advancement of expenses with respect to their officers, directors, employees and agents.

The merger agreement contemplates that before the effective time, Voyager will purchase a six-year prepaid tail policy to cover claims under its then-existing directors' and officers' insurance policies and its then existing fiduciary liability insurance policies arising out of or pertaining to any action or omission occurring on or before the effective time, all on terms which, subject to various exceptions set forth in the merger agreement, will be no less favorable than the insurance then maintained in effect by Voyager. Excess insurance policies to be provided by Voyager may be used to provide coverage in place of any insolvent underlying insurer.

Stock Option and Stock Appreciation Rights Ownership

In addition to the interests of Voyager's directors and officers described above, which may be different from, or in addition to, the interests of other Voyager stockholders, many of the directors and officers of Voyager own options to purchase Voyager common stock. Under the merger agreement, Voyager will make reasonable efforts to terminate all outstanding options to acquire Voyager common stock prior to completion of the mergers. Any options to purchase Voyager common stock that have not been terminated will, upon completion of the mergers, be converted into options to acquire shares of Holdings common stock, on the same terms and conditions that applied to the Voyager stock options including the exercise price, specified in the related Voyager equity awards. Voyager directors and executive officers will be entitled to the same rights as other option holders with respect to these ownership interests.

Mr. Klausner holds SARs relating to 300,000 shares of Voyager common stock. No other director, officer or employee of Voyager holds any SARs. Pursuant to the terms of Mr. Klausner's SAR, vesting of his SAR will fully accelerate on occurrence of a change in control of Voyager if Mr. Klausner remains continuously employed until the change in control occurs. Pursuant to Mr. Klausner's employment agreement, as amended, at the effective time, 100,000 of Mr. Klausner's SARs will terminate and 200,000 of Mr. Klausner's Voyager SARs, all of which were vested as of April 24, 2009, will convert into fully vested SARs relating to 200,000 shares of Holdings common stock.

In addition, certain executive officers of Voyager who will be serving as executive officers of Holdings following the mergers are expected to be granted, at the effective time, options to purchase shares of Holdings common stock under the 2009 Incentive Plan. Specifically, (i) Ronald Klausner, President of Voyager Expanded Learning, Inc., is expected to be granted options to purchase 750,000 shares of Holdings common stock, (ii) John Campbell, Chief Operating Officer of Voyager Expanded Learning, Inc., is expected to be granted options to purchase 300,000 shares of Holdings common stock, and (iii) Bradley C. Almond, Chief Financial Officer of Voyager, is expected to be granted options to purchase 250,000 shares of Holdings common stock. Other than these option awards, the Holdings board of directors has not yet made any determinations with respect to options to be granted to executive officers of Voyager, although the board may grant additional options in the future.

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Interests of Cambium s Directors and Officers in the Mergers

When considering the recommendation of the Cambium board of directors with respect to the Cambium merger, you should be aware that the executive officers of Cambium s operating subsidiary, Cambium Learning, and Cambium s directors have interests that are different from, or in addition to, those of the Cambium stockholder. These interests may present actual or potential conflicts of interest, and these interests, to the extent material, are described below. Cambium s board of directors was aware of these interests and considered them, among other matters, in approving the Cambium merger and approving and adopting the merger agreement. These potential conflicts of interest include:

the retention of some of the officers of Cambium Learning as officers or employees of Holdings or its subsidiaries;

the designation of an officer of Cambium Learning and all of the directors of Cambium as directors of Holdings; and

the treatment of interests held by Cambium Learning s officers in the Cambium Learning management incentive plan at the effective time of the mergers.

Employment Following the Mergers

Following the mergers, David Cappellucci, Cambium Learning s Chief Executive Officer, will serve as President of Holdings, George Logue, Cambium Learning s Executive Vice President, will serve as an Executive Vice President and the President of the Supplemental Solutions business unit of Holdings, and Alex Saltonstall, the General Manager of Cambium Learning Technologies, will continue to serve in that capacity. None of Mr. Cappellucci, Mr. Logue or Mr. Saltonstall are entitled to receive any payment upon the completion of the mergers. For more information, see CAMBIUM EXECUTIVE COMPENSATION 2008 Potential Payments Upon Termination or a Change in Control on page 246.

Mr. Cappellucci is currently employed by Cambium Learning pursuant to an employment agreement dated April 12, 2007. In connection with the transactions contemplated by the mergers, on June 26, 2009, Mr. Cappellucci entered into an amendment to his employment agreement with Holdings and Cambium Learning pursuant to which, among other things, at the effective time of the mergers, he agreed to assign his employment agreement, as amended, to Holdings. Pursuant to the terms of this amendment, Mr. Cappellucci will serve as the President of Holdings. For more information see MANAGEMENT OF HOLDINGS FOLLOWING THE MERGERS Holdings Employment Agreements on page 177. No executive officer of Cambium, other than Mr. Cappellucci, has entered into a separate employment agreement with Holdings. Mr. Logue is currently party to an employment agreement with Cambium Learning. Mr. Saltonstall and Mr. Logue may enter into agreements with Holdings in the future that provide for compensation, severance and other benefits commensurate with their new positions, as determined by the board of directors of Holdings. For more information, see CAMBIUM EXECUTIVE COMPENSATION on page 247.

Holdings Directors

Pursuant to the terms of the merger agreement, Cambium will designate five members of the Holdings board of directors, two of which will be Jeffrey T. Stevenson and Scott J. Troeller, current directors of Cambium, one of which will be Mr. Cappellucci and the remainder of which will be designated by Cambium. Pursuant to Mr. Cappellucci s employment agreement, as amended, for so long as Mr. Cappellucci remains employed by Holdings as President or Vice Chairman, as the case may be, he will be nominated for election to the Holdings board of directors; provided,

that, continuing service as a director will remain subject to election by the stockholders of Holdings and in accordance with Holdings' governance policies and applicable law. Non-employee directors who serve on the board of directors of Holdings are expected to be compensated for their service in that capacity in accordance with a customary director compensation policy. For more information, see MANAGEMENT OF HOLDINGS FOLLOWING THE MERGERS on page 177.

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Management Incentive Plan

In addition to the interests of Cambium's directors and certain executive officers of Cambium Learning described above, which may be different from, or in addition to, the interests of the Cambium stockholder, certain employees of Cambium Learning, including Mr. Cappellucci, own interests in VSS-Cambium Management, LLC that were previously granted to such persons as part of a management incentive program, which we refer to as the MIP. VSS-Cambium Management, LLC currently owns a profits-only interest in VSS-Cambium Holdings, LLC. It is contemplated that prior to the effective time of the mergers, VSS-Cambium Management, LLC will cease to be a member of VSS-Consonant Holdings, LLC and will become a member of VSS-Cambium Holdings III, LLC, after which VSS-Cambium Management, LLC and the participants in the MIP will only own a profits-only interest in VSS-Cambium Holdings III, LLC and will no longer have a profits interest in, or any right to allocations or distributions from, VSS-Cambium Holdings, LLC. It is further contemplated that upon closing of the mergers, the interests of plan participants in the MIP will terminate. In connection with the closing of the mergers, in order to provide certain of such participants with equity incentive compensation in the combined company, these participants may be granted stock options under the 2009 Incentive Plan.

In addition, certain executive officers of Cambium Learning who will be serving as executive officers of Holdings following the mergers are expected to be granted options to purchase shares of Holdings common stock under the 2009 Incentive Plan at the effective time. Specifically, (i) David Cappellucci, Chief Executive Officer of Cambium Learning, is expected to be granted options to purchase 600,000 shares of Holdings common stock, and (ii) George Logue, Executive Vice President of Cambium Learning, is expected to be granted options to purchase 250,000 shares of Holdings common stock. Other than these option awards, the Holdings board of directors has not yet made any determinations with respect to options to be granted to executive officers of Cambium Learning, although the board may grant additional options in the future.

Financing

Immediately following the Voyager merger, Cambium Learning will acquire one of Voyager's operating subsidiaries, Voyager Expanded Learning, Inc., as a Permitted Acquisition under Cambium Learning's senior secured and senior unsecured credit agreements. Cambium Learning will acquire all of the capital stock of Voyager Expanded Learning, thereby making it a wholly owned subsidiary of Cambium Learning and, as such, it will become a subsidiary guarantor pursuant to the credit agreement. Cambium Learning will pay to Voyager aggregate consideration of \$75 million, consisting of approximately \$10 million to \$15 million in cash drawn from the revolving loans under the senior secured credit agreement and the issuance of approximately \$60 million to \$65 million in equity by VSS-Cambium Holdings IV, LLC, an indirect wholly owned subsidiary of Cambium. See THE MERGERS Diagrams Transfer of Voyagers Subsidiaries. Holdings believes that this acquisition is structured within the credit agreement's Permitted Acquisition rules, and no additional financing for this acquisition or for the mergers is presently anticipated other than \$25 million in cash which Cambium's sole stockholder will contribute to Holdings immediately prior to the effective time. The lenders under both credit agreements have ratified and approved this acquisition pursuant to the amendments. See MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS FOR CAMBIUM Liquidity and Capital Resources Long-Term Debt on page 235.

Regulatory Approvals

Under the HSR Act and the rules promulgated under the HSR Act by the Federal Trade Commission, the mergers cannot be completed until the companies have made required notifications, provided certain information and materials to the Federal Trade Commission, or FTC, and the Antitrust Division of the U.S. Department of Justice and the specified waiting period requirements have expired or been terminated. Cambium and Voyager filed the required

notification and report forms with the Federal Trade Commission and the Antitrust Division of the U.S. Department of Justice on July 9, 2009. The FTC announced on July 20, 2009 that the waiting period was terminated, effective immediately, thus completing the HSR review of the mergers.

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Appraisal Rights

In connection with the Voyager merger, record holders of Voyager common stock who comply with the requirements of Section 262 of the DGCL, which we refer to as Section 262, will be entitled to appraisal rights if the Voyager merger is completed. Under Section 262, as a result of completion of the Voyager merger, holders of shares of Voyager common stock with respect to which appraisal rights are properly demanded and perfected and not withdrawn or lost are entitled, in lieu of receiving the Voyager merger consideration, to have the fair value of their shares at the effective time of the Voyager merger (exclusive of any element of value arising from the accomplishment or expectation of the mergers), together with a fair rate of interest, if any, determined by the Delaware Court of Chancery and paid to them in cash by complying with the provisions of Section 262. Voyager is required to send a notice to that effect to each stockholder not less than 20 days prior to the Voyager special meeting. A copy of Section 262 must be included with the notice. This proxy statement/prospectus constitutes notice to you of the availability of appraisal rights in connection with the Voyager merger, and a copy of Section 262 is attached as Annex B to this proxy statement/prospectus.

The following is a brief summary of the material provisions of Section 262, which sets forth the procedures for demanding appraisal rights. This summary is qualified in its entirety by reference to Section 262. Failure to precisely follow any of the statutory procedures set forth in Section 262 may result in a loss of your appraisal rights.

Stockholders of record who desire to exercise their appraisal rights must satisfy all of the conditions set forth in Section 262 and described below.

A stockholder who desires to exercise appraisal rights must (1) not vote in favor of the adoption of the merger agreement and (2) deliver a written demand for appraisal of the stockholder's shares to Voyager before the vote on the adoption of the merger agreement at the Voyager special meeting.

A demand for appraisal must be executed by or for the stockholder of record, fully and correctly, as the stockholder's name appears on the certificates representing shares of Voyager common stock. **Beneficial owners who do not also hold the shares of record may not directly make appraisal demands to Voyager. The beneficial holder must, in these cases, have the stockholder of record, such as a broker, bank or other nominee, submit the required demand in respect of those shares.** If shares are owned of record in a fiduciary capacity, such as by a trustee, guardian or custodian, the demand must be executed by the fiduciary. If shares are owned of record by more than one person, as in a joint tenancy or tenancy in common, the demand must be executed by all joint owners. An authorized agent, including an agent of two or more joint owners, may execute the demand for appraisal for a stockholder of record; however, the agent must identify the record owner and expressly disclose that, in exercising the demand, the agent is acting as agent for the record owner. In addition, the stockholder must continuously hold the shares of record from the date of making the demand through the effective time of the Voyager merger.

A record owner, such as a broker, who holds shares as a nominee for others may exercise appraisal rights with respect to the shares held for all or less than all beneficial owners of shares as to which the holder is the record owner. In that case, the written demand must set forth the number of shares covered by the demand. Where the number of shares is not expressly stated, the demand will be presumed to cover all shares outstanding in the name of the record owner.

Beneficial owners who are not record owners and who intend to exercise appraisal rights should instruct the record owner to comply strictly with the statutory requirements with respect to the exercise of appraisal rights before the vote on the adoption of the merger agreement at the Voyager special meeting. A holder of shares held in street name who desires appraisal rights with respect to those shares must take all actions that may be necessary to ensure that a timely

and proper demand for appraisal is made by the record owner of the shares. Shares held through brokerage firms, banks and other financial institutions are frequently deposited with and held of record in the name of a nominee of a central security depository. Any holder of shares desiring appraisal rights with respect to shares held through a brokerage firm, bank or other financial institution is responsible for ensuring that the demand for appraisal is made by the record holder. The

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stockholder should instruct the firm, bank or institution that the demand for appraisal must be made by the record holder of the shares, which might be the nominee of a central security depository if the shares have been so deposited.

If you hold your shares of Voyager common stock in a brokerage account or in other nominee form and you wish to exercise appraisal rights, you should consult with your broker or the other nominee to determine the appropriate procedures for the making of a demand for appraisal by the broker or other nominee.

As required by Section 262, a demand for appraisal must be in writing and must reasonably inform Voyager of the identity of the record holder (which might be a nominee as described above) and of the holder's intention to seek appraisal of the holder's shares.

Stockholders of record who elect to demand appraisal of their shares must mail or deliver their written demand to: Voyager Learning Company, 1800 Valley View Lane, Suite 400, Dallas, Texas, 75234, Attention: Public and Investor Relations. The written demand for appraisal should specify the stockholder's name and mailing address and that the stockholder is demanding appraisal of the stockholder's shares. The written demand must be received by Voyager prior to the Voyager special meeting. Neither voting (in person or by proxy) against, abstaining from voting on or failing to vote on the proposal to adopt the merger agreement will alone suffice to constitute a written demand for appraisal within the meaning of Section 262. In addition, the stockholder must not vote the stockholder's shares of common stock in favor of the adoption of the merger agreement. **Because a signed proxy that does not contain voting instructions will, unless revoked, be voted in favor of the adoption of the merger agreement, a stockholder who votes by proxy and who wishes to exercise appraisal rights must vote against the adoption of the merger agreement or abstain from voting on the adoption of the merger agreement.**

Within 120 days after the effective time of the Voyager merger, but not thereafter, either the surviving corporation in the Voyager merger or any stockholder who has timely and properly demanded appraisal of the stockholder's shares and who has complied with the requirements of Section 262 and is otherwise entitled to appraisal rights may file a petition in the Delaware Court of Chancery demanding a determination of the fair value of the shares of all stockholders who have properly demanded appraisal.

Within 120 days after the effective time of the Voyager merger, any stockholder who has complied with Section 262 will, upon written request to the surviving corporation, be entitled to receive a written statement setting forth the aggregate number of shares not voted in favor of the merger agreement and with respect to which demands for appraisal rights have been received and the aggregate number of holders of those shares. The written statement will be mailed to the requesting stockholder within ten days after the written request is received by the surviving corporation or within ten days after expiration of the period for delivery of demands for appraisal, whichever is later. Notwithstanding the foregoing, a person who is the beneficial owner of shares of common stock held either in a voting trust or by a nominee on behalf of the person may, in the person's own name, file a petition or request from the surviving corporation the written statement described in this paragraph.

Upon the filing of a petition for appraisal by a stockholder, service of a copy of the petition will be made upon the surviving corporation. If a petition for appraisal is duly filed by a stockholder and a copy of the petition is delivered to the surviving corporation, the surviving corporation will then be obligated, within 20 days after receiving service of a copy of the petition, to file in the office of the Register in Chancery in which the petition was filed a duly verified list containing the names and addresses of all stockholders who have demanded an appraisal of their shares and with whom agreements as to the value of their shares have not been reached by the surviving corporation. After notice is provided to dissenting stockholders who demanded appraisal of their shares, the Delaware Court of Chancery is empowered to conduct a hearing upon the petition, and to determine those stockholders who have complied with Section 262 and who have become entitled to the appraisal rights provided thereby. The Delaware Court of Chancery may require the stockholders who have demanded appraisal for their shares to submit their stock certificates to the

Register in Chancery for notation thereon of the pendency of the appraisal proceedings; and if any stockholder fails to comply with that direction, the Court of Chancery may dismiss the proceedings as to that stockholder.

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After the Court of Chancery determines the stockholders entitled to appraisal, the appraisal proceeding will be conducted in accordance with the rules of the Court of Chancery, including any rules specifically governing appraisal proceedings. Through the proceeding, the Court of Chancery will determine the fair value of the shares of common stock, exclusive of any element of value arising from the accomplishment or expectation of the mergers, together with interest, if any, to be paid on the amount determined to be the fair value. Unless the Delaware Court of Chancery in its discretion determines otherwise for good cause shown, interest from the effective time of the Voyager merger through the date of payment of the judgment will be compounded quarterly and will accrue at five percent over the Federal Reserve discount rate (including any surcharge) as established from time to time during the period between the effective time of the Voyager merger and the date of payment of the judgment.

In determining fair value, the Delaware Court of Chancery is to take into account all relevant factors. In *Weinberger v. UOP, Inc.*, the Delaware Supreme Court discussed the factors that could be considered in determining fair value in an appraisal proceeding, stating that proof of value by any techniques or methods which are generally considered acceptable in the financial community and otherwise admissible in court should be considered and that [f]air price obviously requires consideration of all relevant factors involving the value of a company. The Delaware Supreme Court stated that in making this determination of fair value the court must consider market value, asset value, dividends, earnings prospects, the nature of the enterprise and any other facts which were known or which could be ascertained as of the date of merger which throw any light on future prospects of the merged corporation. The Delaware Supreme Court construed Section 262 to mean that elements of future value, including the nature of the enterprise, which are known or susceptible of proof as of the date of the merger and not the product of speculation, may be considered. However, the Delaware Supreme Court noted that Section 262 provides that fair value is to be determined exclusive of any element of value arising from the accomplishment or expectation of the merger.

Stockholders considering seeking appraisal should bear in mind that the fair value of their shares determined under Section 262 could be more than, the same as, or less than the Voyager merger consideration they are entitled to receive pursuant to the merger agreement if they do not seek appraisal of their shares, and that opinions of investment banking firms as to fairness from a financial point of view are not necessarily opinions as to fair value under Section 262.

The cost of the appraisal proceeding may be determined by the Delaware Court of Chancery and assessed among the parties as the Delaware Court of Chancery deems equitable in the circumstances. Upon application of a stockholder seeking appraisal rights, the Delaware Court of Chancery may order that all or a portion of the expenses incurred by the stockholder in connection with the appraisal proceeding, including, reasonable attorneys' fees and the fees and expenses of experts, be charged pro rata against the value of all shares entitled to appraisal. In the absence of such a determination of assessment, each party bears its own expenses.

No petition timely filed in the Delaware Court of Chancery demanding appraisal will be dismissed as to any stockholders without the approval of the Delaware Court of Chancery, and that approval may be conditioned upon any terms the Delaware Court of Chancery deems just; provided, however, that at any time within 60 days after the effective time of the Voyager merger, any stockholder who has not commenced an appraisal proceeding or joined that proceeding as a named party has the right to withdraw the stockholder's demand for appraisal and to accept the Voyager merger consideration to which the stockholder is entitled pursuant to the merger agreement by delivering to the surviving corporation a written withdrawal of the demand for appraisal. However, any attempt to withdraw the demand for appraisal made more than 60 days after the effective time of the Voyager merger will require written approval of the surviving corporation. If the surviving corporation does not approve a request to withdraw a demand for appraisal when that approval is required, or, except with respect to any stockholder who withdraws the stockholder's right to appraisal in accordance with the proviso above regarding the withdrawal of the demand for appraisal, if the Delaware Court of Chancery does not approve the dismissal of an appraisal proceeding, the stockholder will be entitled to receive only the appraised value determined in any appraisal proceeding, which value

could be less than, equal to or more than the Voyager merger consideration being offered pursuant to the merger agreement.

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If no petition for appraisal is filed with the Delaware Court of Chancery within 120 days after the effective time of the Voyager merger, stockholders' rights to appraisal will cease and all stockholders will be entitled only to receive the Voyager merger consideration provided for in the merger agreement. Inasmuch as the parties to the merger agreement have no obligation to file such a petition, and have no present intention to do so, any stockholder who desires that a petition be filed is advised to file it on a timely basis.

The foregoing is a brief summary of Section 262 that sets forth the procedures for demanding statutory appraisal rights. This summary is qualified in its entirety by reference to Section 262, a copy of the text of which is attached as Annex B to this proxy statement/prospectus. Failure to timely and properly comply with all the procedures set forth in Section 262 will result in the loss of a stockholder's statutory appraisal rights. For more information about stockholder voting, see **THE SPECIAL MEETING OF VOYAGER STOCKHOLDERS** on page 49.

In view of the complexity of Section 262, stockholders who may wish to dissent from the Voyager merger and pursue appraisal rights should consult their legal advisors.

Listing on the NASDAQ Global Market of Holdings Shares Issued Pursuant to the Mergers

Under the terms of the merger agreement, Holdings has applied to have its common stock, including those shares to be issued in connection with the mergers, listed on the NASDAQ Global Market. However, the listing of Holdings common stock on the NASDAQ Global Market is not a condition to the completion of the mergers. Holdings' common stock currently is not traded or quoted on a stock exchange or quotation system.

Deregistration of Voyager Common Stock after the Mergers

Voyager common stock is quoted on the Pink Sheets under the symbol **VLCY.PK**. When the mergers described in this proxy statement/prospectus are completed, the Voyager common stock currently quoted on the Pink Sheets will cease to be quoted on the Pink Sheets and will be deregistered under the Exchange Act.

Material U.S. Federal Income Tax Consequences of the Mergers

The following discussion of the U.S. federal income tax consequences of the mergers represents the opinions of Lowenstein Sandler PC and McDermott Will & Emery LLP as to the material U.S. federal income tax consequences of the mergers to U.S. Holders (as defined below) of Voyager common stock who hold such stock as a capital asset. The discussion is based on the Internal Revenue Code of 1986, as amended, which we refer to as the Code or as the Internal Revenue Code, the Treasury Regulations thereunder, and administrative rulings and court decisions in effect as of the date hereof, all of which are subject to change at any time, possibly with retroactive effect.

For purposes of this discussion, the term **U.S. Holder** means:

a citizen or resident of the United States;

a corporation, or other entity taxable as a corporation, created or organized under the laws of the United States or any of its political subdivisions;

a trust that (1) is subject to the primary supervision of a court within the United States and the control of one or more United States persons or (2) has a valid election in effect under applicable United States Treasury Regulations to be treated as a United States person; or

an estate that is subject to U.S. federal income tax on its income regardless of its source.

If a partnership holds Voyager common stock, the tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership. A partnership, or a U.S. Holder that is a partner in a partnership, holding Voyager common stock should consult its tax advisor regarding the tax treatment of the mergers.

This discussion is not a complete description of all of the tax consequences of the mergers and, in particular, may not address U.S. federal income tax considerations applicable to stockholders who are subject

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to special treatment under U.S. federal income tax law including, for example, persons who are not U.S. Holders, expatriates or other former long-term residents of the U.S., financial institutions, dealers in securities, traders of securities that elect the mark-to-market method of accounting for their securities, insurance companies or tax-exempt entities, 401(k) and other tax-free qualified plans, holders who acquired Voyager common stock pursuant to the exercise of an employee stock option or right or otherwise as compensation, holders who hold Voyager common stock as part of a hedge, straddle, conversion or constructive sale transaction, holders whose functional currency is not the U.S. dollar, and holders who are subject to the alternative minimum tax. This discussion does not address the tax consequences to any person who actually or constructively owns 5% or more of Voyager common stock or any person who actually or constructively owns both Voyager common stock and Cambium common stock. Also, this discussion does not address U.S. federal income tax considerations applicable to holders of options or warrants to purchase Voyager or Holdings common stock, or holders of debt instruments convertible into Voyager common stock. In addition, no information is provided herein with respect to the tax consequences of the mergers under applicable state, local or non-U.S. laws, U.S. law other than income tax laws, or under any proposed Treasury Regulations that have not taken effect as of the date of this proxy statement/prospectus.

THE U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE MERGERS ARE COMPLEX. HOLDERS OF VOYAGER COMMON STOCK ARE URGED TO CONSULT WITH THEIR TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES OF THE MERGERS TO THEM AND THE OWNERSHIP OF THE CONTINGENT VALUE RIGHTS ISSUED PURSUANT TO THE MERGERS, INCLUDING THE APPLICATION AND EFFECT OF U.S. FEDERAL, STATE AND LOCAL, FOREIGN AND OTHER TAX LAWS.

The obligation of Cambium to complete the mergers is conditioned on the receipt of an opinion from its tax counsel, Lowenstein Sandler PC, dated the effective date of the mergers, that the mergers, taken together, will be treated for U.S. income tax purposes as a transaction described in Section 351 of the Code. The obligation of Voyager to complete the mergers is conditioned on the receipt of an opinion from its tax counsel, McDermott Will & Emery, LLP, dated the effective date of the mergers, that the mergers, taken together, will be treated for U.S. income tax purposes as a transaction described in Section 351 of the Code. In addition, in connection with the mailing of this document to U.S. Holders of Voyager common stock, each of Lowenstein Sandler PC and McDermott Will & Emery, LLP has delivered an opinion to the same effect as the opinions described above, which opinions are executed and filed with the SEC as Exhibit 8.1 and Exhibit 8.2, respectively, to the registration statement. These opinions, which we refer to as the tax opinions, are subject to customary qualifications and assumptions, including that the mergers will be completed according to the terms of the merger agreement. In rendering the tax opinions, each counsel has required and will rely upon factual representations and covenants, including those contained in the certificates of officers of Cambium, Voyager and Holdings and others, which factual representations and covenants must remain true and accurate as of the effective time of the mergers. If any of the factual representations, covenants or assumptions upon which the tax opinions are based is inaccurate, the U.S. federal income tax consequences of the mergers could differ from those described in the tax opinions. The tax opinions are not binding on the IRS or the courts, and the parties have not and do not intend to request a ruling from the IRS with respect to the mergers. Accordingly, there can be no assurance that the IRS will not challenge any of the conclusions reflected in the tax opinions or that a court will not sustain such a challenge.

Federal Income Tax Consequences to U.S. Holders of Voyager Common Stock

As a result of the mergers, taken together, being treated as an exchange described in Section 351 of the Code, U.S. Holders of Voyager common stock will be subject to the following tax consequences:

Exchange of Voyager Common Stock Solely for Cash and CVRs. A U.S. Holder of Voyager common stock who exchanges Voyager common stock solely for cash and CVRs will generally recognize gain or loss equal to the difference between (i) the sum of (x) the total amount of cash received pursuant to the merger agreement and (y) the

fair market value of the CVRs received, and (ii) the U.S. Holder's adjusted tax basis in the Voyager common stock surrendered.

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Exchange of Voyager Common Stock for a Combination of Holdings Common Stock, Cash and CVRs. The material U.S. federal income tax consequences to U.S. Holders of Voyager common stock who receive Holdings common stock, cash and CVRs pursuant to the merger agreement are determined under Section 351 of the Code which, in general, results in the following:

gain will be recognized on the exchange of Voyager common stock for Holdings common stock, CVRs and cash pursuant to the merger agreement equal to the lesser of:

the excess of the sum of the fair market value of the Holdings common stock, the cash and the fair market value of the CVRs received pursuant to the merger agreement by such U.S. Holder over the U.S. Holder's adjusted tax basis in the Voyager common stock surrendered pursuant to the merger agreement, and

the sum of the fair market value of the CVRs and the amount of cash received by the U.S. Holder pursuant to the merger agreement;

no loss will be recognized by a U.S. Holder of Voyager common stock who receives Holdings common stock pursuant to the merger agreement;

the aggregate adjusted basis of the Holdings common stock received pursuant to the merger agreement by a U.S. Holder of Voyager common stock will be equal to the aggregate adjusted basis of the Voyager common stock surrendered by a U.S. Holder of Voyager common stock, reduced by the fair market value of the CVRs and the amount of cash received pursuant to the merger agreement and increased by any amount of gain that the U.S. Holder of Voyager common stock recognizes with respect to the transaction;

the holding period of the Holdings common stock received pursuant to the merger agreement by a U.S. Holder of Voyager common stock will include the holding period of the Voyager common stock exchanged for that Holdings common stock; and

in the case of a U.S. Holder who acquired different blocks of Voyager common stock at different times and at different prices, any gain or loss will be determined separately with respect to each block of Voyager common stock, and the sum of the fair market value of the CVRs and the amount of cash received will be allocated pro rata to each such block of stock; any such U.S. Holder should consult with its tax advisor regarding the manner in which the above rules would apply to such U.S. Holder.

Federal Income Tax Consequences Associated with the CVRs

There is substantial uncertainty as to the tax treatment of the CVRs and U.S. Holders of Voyager common stock are urged to consult with their tax advisors as to the particular tax consequences to them of the receipt and ownership of the CVRs. This analysis and the analysis above assumes that the CVRs are not eligible for open transaction treatment or the installment method of reporting and, accordingly, that the fair market value of the CVRs must be included as part of the merger consideration on the date on which the mergers are completed.

Consistent with that treatment, a U.S. Holder's initial tax basis in a CVR received pursuant to the merger agreement will equal the fair market value of the CVR on the date of the mergers, and the holding period for the CVR will begin on the day following the date of the mergers. Although not entirely clear, as payments are received with respect to the CVRs, a portion of each payment will likely be characterized for U.S. federal income tax purposes as interest which will be taxable to the U.S. Holder of the CVR as ordinary income. The portion treated as interest will equal the excess of the total amount of the payment received over its present value at the effective time of the mergers, calculated using the applicable federal rate as the discount rate. The applicable federal rate is a rate reflecting an average of market

yields on Treasury debt obligations for different ranges of maturities that is published monthly by the Internal Revenue Service. The relevant applicable federal rate will be the lower of the lowest applicable federal rate in effect during the period from April 1, 2009 through June 30, 2009 or the lowest applicable federal rate in effect during the 3-month period ending with the month that includes the date of the completion of the mergers. The portion of each payment received that is not treated as interest will be treated as principal and applied against the U.S. Holder's tax basis in the CVR, with any amount in excess of basis taxable to the holder as capital gain. To the extent that

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the ultimate amount paid with respect to the CVR that is treated as principal is less than the U.S. Holder's tax basis in the CVR, the U.S. Holder will treat the difference as a capital loss.

Although less likely, it is possible that cash method holders of Voyager common stock may be permitted to treat the receipt of the CVRs as pursuant to an open transaction. In that case, a U.S. Holder would not take into account the fair market value of the CVRs in determining such U.S. Holder's taxable gain, as described above, but rather would recognize gain, if at all, only as payments with respect to the CVRs are made. A portion of each payment received by a U.S. Holder would be characterized as interest as described in the preceding paragraph. However, because, under this approach, a U.S. Holder would not have a tax basis in the CVRs, the portion of each payment received that is not characterized as interest would be treated as capital gain.

Due to the substantial uncertainty regarding the tax treatment of the CVRs, U.S. Holders of Voyager common stock should consult their tax advisors concerning the recognition of gain, if any, resulting from the receipt and ownership of the CVRs.

Cash Instead of Fractional Shares

Holdings intends to take the position that receipt of cash instead of a fractional share of Holdings common stock by a U.S. Holder of Voyager common stock may be treated as cash received in exchange for Voyager common stock as described above. It is possible, however, that the receipt of cash instead of fractional shares may be treated as if the U.S. Holder received the fractional shares pursuant to the merger agreement and then received the cash in a redemption of the fractional shares, in which case such U.S. Holder should generally recognize gain or loss equal to the difference between the amount of the cash received instead of the fractional shares and such U.S. Holder's tax basis allocable to such fractional shares.

Taxation of Capital Gain or Loss

Gain or loss recognized by a U.S. Holder pursuant to the merger agreement will generally constitute capital gain or loss, and any such capital gain or loss will constitute long-term capital gain or loss if such U.S. Holder's holding period is greater than one year as of the date of the completion of the mergers. For non-corporate U.S. Holders, this long-term capital gain generally will be taxed at a maximum U.S. federal income tax rate of 15%. The deductibility of capital losses is subject to limits.

Loss Limitations

In general, the rules of Section 382 of the Code apply to limit a corporation's ability to utilize existing net operating loss (NOL) carryovers once the corporation experiences an ownership change. An ownership change occurs when the percentage of stock held by five-percent shareholders increases by more than fifty percentage points during a prescribed testing period.

As a result of the mergers, the stock ownership of Voyager will change to such an extent as to cause its NOL carryovers to be subject to limitation under Section 382 of the Code. It is not expected that the mergers alone will cause the NOL carryovers of Cambium to be subject to limitation under Section 382 of the Code. However, the mergers, in combination with other transactions involving Cambium during the prescribed testing period, could cause the NOL carryovers of Cambium to be subject to limitation under Section 382 of the Code.

Backup Withholding

Backup withholding (at a current rate of 28%) may apply with respect to the cash consideration received by a U.S. Holder of Voyager common stock (including cash received pursuant to the CVRs), unless such U.S. Holder:

is a corporation or comes within certain other exempt categories and, when required, demonstrates this fact; or

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provides a correct taxpayer identification number, certifies as to no loss of exemption from backup withholding and that such U.S. Holder is a U.S. person (including a U.S. resident alien) and otherwise complies with applicable requirements of the backup withholding rules.

A U.S. Holder of Voyager common stock who does not provide Holdings (or the exchange agent) with its correct taxpayer identification number in the required manner may be subject to penalties imposed by the IRS. Any amounts withheld under the backup withholding rules may be allowed as a refund or a credit against such U.S. Holder's U.S. federal income tax liability, provided that such U.S. Holder furnishes certain required information to the IRS.

Reporting Requirements

U.S. Holders of Voyager common stock receiving Holdings common stock as a result of the transaction will be required to attach to their U.S. federal income tax returns for the taxable year in which the closing of the transaction occurs, and maintain a permanent record of, a complete statement of all the facts relating to the exchange of stock in connection with the transaction. The facts to be disclosed by a U.S. Holder of Voyager common stock include the U.S. Holder's basis in the Voyager common stock transferred to Holdings and the number of shares of Holdings common stock received pursuant to the merger agreement.

This discussion under Material U.S. Federal Income Tax Consequences of the Transaction does not address tax consequences that may vary with, or are contingent on, individual circumstances. Moreover, it does not address any non-income tax or any foreign, state or local tax consequences of the mergers. Tax matters are very complicated, and the tax consequences of the transaction to you will depend upon the facts of your particular situation. Accordingly, you are strongly urged to consult with a tax advisor to determine the particular U.S. federal, state, local or foreign income or other tax consequences to you of the transaction.

Accounting Treatment of the Mergers

The transaction will be accounted for as a purchase of Voyager by Cambium, as the term purchase is used under U.S. generally accepted accounting principles, for accounting and financial reporting purposes. As a result, the historical financial statements of Cambium will become the historical financial statements of Holdings.

Under applicable accounting guidance for business combinations, an acquiring entity is required to recognize all of the assets acquired and liabilities assumed in a transaction at the acquisition-date fair value, with limited exceptions. Acquisition-related costs are required to be recognized separately from the acquisition and expensed as incurred, restructuring costs generally be expensed in periods subsequent to the acquisition date, and changes in accounting for deferred tax asset valuation allowances and acquired income tax uncertainties after the measurement period be recognized as a component of provision for income taxes. In addition, acquired in-process research and development is capitalized as an indefinite-lived intangible asset until completed or abandoned and then amortized over its estimated useful life as a definite-lived asset.

In accordance with business combination accounting, Cambium will allocate the purchase price of the acquired company to the tangible and intangible assets acquired and liabilities assumed based on their estimated fair values. The assets, including identifiable intangible assets, and liabilities (including executory contracts and other commitments) of Voyager will be recorded at their respective fair values and added to those of Cambium. Any excess of the purchase price over the net fair values of Voyager's tangible and identifiable intangible assets will be recorded as goodwill. Financial statements of Holdings issued after the mergers will reflect these fair values and will not be restated retroactively to reflect the historical financial position or results of operations of Voyager. The results of operations of Voyager will be included in the results of operations of Holdings beginning on the effective date of the

mergers. See UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION on page 156.

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THE MERGER AGREEMENT

We have summarized below material provisions of the merger agreement. We have attached a copy of the merger agreement to this proxy statement/prospectus as Annex A, and we incorporate that Annex by reference into this document. This summary does not purport to be complete and may not contain all of the information about the merger agreement that is important to you. We encourage you to read the merger agreement carefully and in its entirety, since the rights and obligations of the parties are governed by the express terms of the merger agreement and not by this summary or any other information contained in this proxy statement/prospectus.

The description of the merger agreement in this proxy statement is included to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about Voyager or the other parties thereto. In particular, the assertions embodied in Voyager's and Cambium's representations and warranties contained in the merger agreement are qualified by information in the disclosure schedules provided by Voyager and Cambium in connection with the signing of the merger agreement. The disclosure schedules contain information that modifies, qualifies and creates exceptions to the representations and warranties set forth in the merger agreement. Moreover, certain representations and warranties in the merger agreement were used for the purpose of allocating risk between Voyager and Cambium, rather than establishing matters as facts. Accordingly, investors and security holders should not rely on the representations and warranties in the merger agreement as characterizations of the actual state of facts about Voyager or Cambium.

Structure

The following parties have executed the merger agreement:

Holdings;

Voyager;

VSS Cambium Holdings II Corp., which, prior to the effective time of the mergers, will be the indirect owner of all of the outstanding capital stock of Cambium Learning;

Voyager merger sub, which was formed solely for the purpose of enabling Holdings to acquire Voyager;

Cambium merger sub, which was formed solely for the purpose of enabling Holdings to acquire Cambium; and

the Stockholders' Representative, which was formed solely for the purpose of representing the Voyager stockholders after the mergers described below are completed.

Voyager and Cambium determined to combine their businesses through the execution, delivery and performance of the merger agreement. The merger agreement provides that, after the closing of the mergers is completed and the certificates of merger are filed with the Secretary of State of the State of Delaware, the following steps will occur:

Voyager merger sub will merge with and into Voyager. As a result of this merger, which we refer to as the Voyager merger, Voyager will become a wholly owned subsidiary of Holdings. By virtue of the completion of the Voyager merger, the stockholders of Voyager will cease to be stockholders of Voyager and their shares of Voyager stock will automatically be converted into the right to receive the merger consideration payable to Voyager stockholders pursuant to the merger agreement or, if they properly exercise their appraisal rights, the

right to receive the consideration payable to dissenting stockholders pursuant to Section 262.

Cambium merger sub will merge with and into Cambium. As a result of this merger, which we refer to as the Cambium merger, Cambium will become a wholly owned subsidiary of Holdings. By virtue of the completion of the Cambium merger, the sole stockholder of Cambium will cease to be a stockholder of Cambium and its Cambium stock will automatically be converted into the right to

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receive the merger consideration payable to Cambium's sole stockholder pursuant to the merger agreement.

We refer to the first time at which both the Voyager merger and the Cambium merger are fully effective as the effective time or the effective time of the mergers.

Merger Consideration

General

Upon completion of the Voyager merger, the stockholders of Voyager immediately prior to the effective time will be entitled to receive, for each share of Voyager common stock that they owned of record immediately prior to the effective time, the following consideration (which we refer to as the Voyager consideration):

subject to the election procedures described under Voyager Consideration Stock or Cash Election and Election Procedures for Voyager Stockholders, either one share of Holdings common stock or \$6.50 in cash, without interest;

a portion of certain agreed upon tax refunds that Voyager receives prior to the completion of the closing, which portion we refer to as the Voyager Per Share Pre-closing Tax Refund Consideration in this proxy statement/prospectus; and

a contingent value right, which we sometimes refer to as a CVR and which is described in additional detail below.

Upon completion of the Cambium merger, Cambium's sole stockholder will be entitled to receive, for each share of Cambium common stock it owned of record immediately prior to the effective time, the following consideration (which we refer to as the Cambium consideration):

0.8448961 of a share of Holdings common stock; and

the right to purchase additional shares of Holdings common stock pursuant to a warrant, which we refer to in this proxy statement/prospectus as the Holdings Warrant and which is described in additional detail below.

Voyager consideration

We provide below further information regarding the three elements of the Voyager consideration:

Stock or Cash Election. Under the election procedures described elsewhere in this proxy statement/prospectus:

Voyager stockholders who elect to convert some or all of their Voyager common stock into Holdings common stock pursuant to the Voyager merger will be entitled to receive one share of Holdings common stock for each share of Voyager common stock subject to that election which is owned by them immediately prior to the effective time of the Voyager merger;

Voyager stockholders who fail to submit their election form at or before the election deadline described elsewhere herein will be entitled to receive one share of Holdings common stock for each share of Voyager common stock owned by them immediately prior to the effective time of the Voyager merger;

Voyager stockholders who exercise their appraisal rights pursuant to the procedures described elsewhere in this proxy statement/prospectus, but abandon their efforts to exercise such rights before receiving cash in accordance with such procedures, will be entitled to receive one share of Holdings common stock for each share of Voyager common stock owned by them immediately prior to the effective time of the Voyager merger; and

Voyager stockholders who elect to convert some or all of their Voyager common stock into cash pursuant to the Voyager merger will be entitled to receive \$6.50 in cash for each share of Voyager

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common stock that they elect to convert into cash and that is owned by them immediately prior to the effective time of the Voyager merger, subject to proration rules set forth in the merger agreement in the event that the cash payable pursuant to these elections exceeds a sum which we refer to in this proxy statement/prospectus as the Total Cash for Cash Election. The Total Cash for Cash Election equals \$25 million plus a formula amount which we refer to in this proxy statement/prospectus as the Available Voyager Cash for Cash Election. To the extent that these proration rules preclude a Voyager stockholder from having all of the stockholder's shares of Voyager common stock for which a cash election has been made converted into cash, the portion of the shares which are not converted into cash, which we refer to in this proxy statement/prospectus as the Re-Designated Shares, will be converted into Holdings common stock as if the stockholder had elected to have the Re-Designated Shares converted into Holdings common stock.

The parties have designated Wells Fargo Bank, N.A., to serve as the exchange agent in connection with the Voyager merger and the Cambium merger. If the Voyager stockholders elect to receive an aggregate amount of cash in excess of the Total Cash for Cash Election, then the exchange agent will denominate a portion of the shares of Voyager common stock that such stockholders elect to convert into cash as Re-Designated Shares, which means that those shares will be converted into Holdings common stock notwithstanding the fact that such stockholders elected to have such shares converted into cash. For each such affected stockholder, the number of such shares that will be treated as Re-Designated Shares will equal the Cutback Number described below, multiplied by a fraction, the numerator of which is the number of shares that such stockholder elected to have converted into cash and the denominator of which is the number of shares that all of the Voyager stockholders elected to have converted into cash. The Cutback Number constitutes the number of shares of Voyager common stock that all of the Voyager stockholders elect to have converted into cash minus the maximum number of shares of Voyager common stock that may be converted into cash pursuant to the merger agreement. That maximum number equals the Total Cash for Cash Election divided by the ascribed value of \$6.50 per share. Thus, if the Total Cash for Cash Election is \$65,000,000, the maximum number of shares of Voyager common stock that may be converted into cash pursuant to the merger agreement is 10,000,000 shares. In that instance, if Voyager stockholders elect to have 12,500,000 shares of Voyager common stock converted into cash, the Cutback Number would be 2,500,000 (that is, 12,500,000 minus the maximum number of shares of Voyager common stock that can be converted into cash, or 10,000,000).

The following table shows the amount of cash and stock consideration that would be received by a Voyager stockholder owning 1,000 shares of Voyager common stock if the cash available for cash elections is as set forth at the various assumed levels in the table. The amount of cash available for elections can not exceed the maximum level in the table, but could be less than the minimum level in the table, depending primarily upon Voyager's cash needs during the period prior to the closing. The table does not include the amount of cash to be paid to Voyager stockholders from certain tax refunds received prior to closing and from the contingent value rights described below. The amounts shown are based on 29,874,145 shares of common stock outstanding as of September 30, 2009. These amounts also assume that each Voyager stockholder elects to receive cash for each share of Voyager common stock held by such stockholder and that no stockholder exercises its appraisal rights.

Amount of Cash Available for Cash Elections (the Total Cash for Cash Election)	Cash Consideration	Shares of Holdings Common Stock
\$62,500,000	\$2,086.50	679
\$65,000,000	\$2,171.00	666
\$67,500,000	\$2,255.50	653

As noted above, the amount of cash available for cash elections by Voyager stockholders will equal \$25,000,000 plus the Available Voyager Cash for Cash Election. The Available Voyager Cash for Cash Election equals the lesser of:

\$42,500,000; and

the formula amount described below under the caption Closing Calculations.

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Voyager Per Share Pre-closing Tax Refund Consideration. Voyager expects that it and its subsidiaries will receive specified tax refunds between June 20, 2009 and the eighteen month anniversary of the effective time; we refer to those tax refunds, together with \$15.2 million of tax refunds received by Voyager and its subsidiaries prior to June 20, 2009, as Voyager Tax Refunds. As part of the merger consideration, the former Voyager stockholders will be entitled to receive, on a pro rata basis, the aggregate amount of Voyager Tax Refunds received prior to the closing less a holdback amount, which we refer to as the Voyager Tax Refund Holdback Amount, equal to the lesser of \$4,000,000 and the amount of Voyager Tax Refunds received during the period from June 21, 2009 through the date of the closing. Because we are unable to determine the dollar amount of Voyager Tax Refunds that will be received prior to the closing, we do not yet know the dollar amount of the Voyager Per Share Pre-closing Tax Refund Consideration.

Contingent Value Rights (CVRs). As part of the merger consideration, Voyager stockholders will be entitled to receive one CVR for each share of Voyager common stock owned by the Voyager stockholder immediately prior to the effective time. A CVR is a right to receive the quotient of:

the aggregate proceeds, if any, payable under the contingent value rights agreement described below, which represents the right to receive certain Voyager Tax Refunds received by Voyager or Holdings within the first 18 months after the effective time, the Voyager Tax Refund Holdback Amount, the remaining amount, if any, reserved under the escrow agreement described below with respect to certain liabilities under Section 280G of the Internal Revenue Code and certain other amounts contemplated in the escrow agreement, in each case net of certain agreed upon liabilities, all as further described in the contingent value rights agreement and the escrow agreement; *divided by*

the aggregate number of shares of Voyager common stock outstanding immediately prior to the effective time.

The dollar value of the CVRs cannot be determined at present. See RELATED AGREEMENTS on page 150 for descriptions of the contingent value rights agreement and the escrow agreement.

Cambium consideration

VSS-Cambium Holdings III, LLC, which will be the sole stockholder of Cambium immediately prior to the effective time, and which we sometimes refer to as the Cambium stockholder in this proxy statement/prospectus, will receive a total of 20,454,312 shares of Holdings common stock in the Cambium merger. Those shares, together with the 3,846,154 shares of Holdings common stock that Holdings will issue to the Cambium stockholder in exchange for a \$25,000,000 capital contribution to be made by the Cambium stockholder to Holdings prior to the effective time, will represent approximately 55.5%, of the total number of shares of Holdings common stock that will be outstanding upon completion of the Voyager merger and the Cambium merger, assuming no exercise of any portion of the Holdings Warrant, assuming no exercise of appraisal rights by Voyager's stockholders and assuming that the maximum amount of cash payable in the mergers is payable to the Voyager stockholders. The number of shares of Holdings common stock issuable to the Cambium stockholder in the Cambium merger and in connection with the \$25,000,000 capital contribution assumes that there will be 29,874,145 shares of Voyager common stock outstanding immediately prior to the effective time. To the extent that the number of shares of Voyager common stock outstanding immediately prior to the effective time is greater or less than 29,874,145, the number of shares of Holdings common stock issued to the Cambium stockholder above will be increased or decreased, respectively, so that the shares of Cambium common stock owned by the Cambium stockholder will convert into the same percentage of shares of Holdings common stock immediately after the effective time as would have been the case had the number of shares of Voyager common stock outstanding immediately prior to the effective time been 29,874,145.

The Cambium stockholder will also receive a Holdings Warrant. The Holdings Warrant will entitle the Cambium stockholder to purchase shares of Holdings common stock at an exercise price of \$0.01 per share (subject to adjustment). The aggregate number of shares of Holdings common stock issuable upon exercise of the Holdings Warrant will equal the sum of (i) a recoupment amount, which we refer to as the Cambium Specified Asset Recoupment Amount in this proxy statement/prospectus, (ii) an additional issuance amount, which we refer to as the Additional Share Amount in this proxy statement/prospectus, and (iii) a formula

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amount to be determined at the closing of the mergers, which we refer to as the Formula Amount. The Cambium Specified Asset Recoupment Amount, the Additional Share Amount and the Formula Amount will be determined as follows:

Cambium Specified Asset Recoupment Amount. On or about April 26, 2008, prior to the issuance of Cambium Learning's 2007 year-end financial statements, Cambium Learning undertook an internal investigation that revealed irregularities involving the control and use of cash and certain other general ledger accounts, resulting from a misappropriation of assets. These irregularities were perpetrated by a former employee over more than a three-year period beginning in 2004 and continuing through April 2008. For purposes of this proxy statement/prospectus:

The phrase Net Windle Proceeds means the difference between: (i) the cash proceeds received by Cambium and its subsidiaries from and after June 1, 2009 from any indemnity payment, insurance payment or any other payment or recovery arising from or related to any judgment, arbitration, order, decree, settlement negotiation or other proceeding, whether criminal or civil in nature, in connection with the theft, fraud, malfeasance and other conduct committed by the former Cambium employee or any other person involved in such conduct with the former employee against Cambium and its subsidiaries, but only to the extent such cash proceeds are used to retire or extinguish indebtedness under Cambium's existing credit agreements, *minus* (ii) any out-of-pocket costs and expenses and/or tax liabilities directly incurred from and after the closing in connection with the collection or recovery of the amounts described in the preceding clause, including, without limitation, any attorney, accountant, investigator and other professional fees.

To date, Cambium has recovered approximately \$535,000 of Net Windle Proceeds. Cambium believes that the likely maximum amount of Net Windle Proceeds is \$4,250,000, although Cambium cannot assure you that it will recover any more than it has recovered to date. Accordingly, Cambium believes that the Cambium Special Asset Recoupment Amount will be in the range of 37,038 to 294,230 shares.

The phrase Cambium Specified Asset Recoupment Amount equals 0.45, multiplied by the quotient of the Net Windle Proceeds divided by \$6.50.

Additional Share Amount. The phrase Additional Share Amount equals the lesser of:

145,000; and

the number of shares of Voyager common stock in excess of 29,874,145 which are outstanding immediately prior to the effective time and which (i) do not otherwise result in an adjustment, at or prior to the effective time, to the number of shares of Holdings common stock to be issued under the merger agreement and (ii) are surrendered for exchange pursuant to the merger agreement on or prior to the second anniversary of the closing.

We expect that the Additional Share amount will be zero, although it could be up to 145,000 shares.

Formula Amount. As described below under Cambium's Credit Agreements, there are instances in which Cambium may be required by the merger agreement to make equity cure payments to cure defaults under Cambium Learning's existing senior secured and senior unsecured credit agreements prior to the closing. There are also instances in which VSS or related entities may:

acquire and then retire indebtedness outstanding under Cambium Learning's credit agreements (with a balance of \$166.7 million as of September 30, 2009);

make equity contributions which result in the retirement of indebtedness outstanding under Cambium Learning's credit agreements; or

make limited payments to obtain waivers under Cambium Learning's credit agreements.

If Cambium makes such equity cure payments, or if such indebtedness is retired or if such limited payments are made, the Formula Amount will equal the sum of (i) the dollar amount of such equity cure

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payments, (ii) the dollar amount by which such debt is retired and (iii) the dollar amount (up to \$1,000,000) of such limited payments, divided in each case by \$6.50.

To date, \$2,959,000 of such equity contributions have been made. We do not expect any further equity contributions to be made prior to the completion of the mergers, nor do we expect any other payments to be made that would increase the Formula Amount. Thus, we expect that the Formula Amount will equal 455,230 shares.

The Holdings Warrant is subject to customary registration rights in favor of the holder of the Holdings Warrant and its permitted successors and assigns. The Holdings Warrant will expire five years after the closing.

Election Procedures for Voyager Stockholders

Wells Fargo Shareowner Services is mailing an election form to Voyager stockholders of record separately from this proxy statement/prospectus. The election form enables each Voyager stockholder to elect to receive cash for some or all of such stockholder's shares of Voyager common stock, to elect to receive Holdings common stock for some or all of such stockholder's shares of Voyager common stock or to make no election with respect to some or all of such stockholder's shares of Voyager common stock. If a Voyager stockholder does not submit an election form on a timely basis, such stockholder will be deemed to have made no election with respect to all of such stockholder's shares of Voyager common stock.

Except with respect to shares subject to the exercise of appraisal rights, which we refer to as Dissenting Shares, each share of Voyager common stock for which a stock election is made, or for which no election is made, or which is treated as a Re-Designated Share under the allocation procedures described above, will be converted into the right to receive, upon completion of the Voyager merger, one share of Holdings common stock, the Voyager Per Share Pre-closing Tax Refund Consideration and one CVR.

Except with respect to Dissenting Shares, each share of Voyager common stock for which a valid and timely cash election is made, other than those shares which are treated as Re-Designated Shares pursuant to the allocation procedures described above, will be converted into the right to receive, upon completion of the Voyager merger, \$6.50 in cash, the Voyager Per Share Pre-closing Tax Refund Consideration and one CVR.

To make a cash election or a share election, Voyager stockholders of record must properly complete and sign the form of election and must send the completed form of election to Wells Fargo Bank, National Association, the exchange agent, at the following addresses:

By U.S. Mail to:

Wells Fargo Shareowner Services
Corporate Actions Department
P.O. Box 64858
St. Paul, Minnesota 55164-0858

By Overnight Courier or Hand-Delivery to:

Wells Fargo Shareowner Services
Corporate Actions Department
161 North Concord Exchange
South St. Paul, Minnesota 55075

Any questions regarding the cash or share elections should be directed to:

Wells Fargo Bank, N.A.
Shareholder Relations Department
1-877-262-8260

Edgar Filing: Voyager Learning CO - Form DEFM14A

The exchange agent must receive, by the election deadline, the completed and signed election form with respect to your Voyager shares. The election deadline will be 5:00 p.m., New York City time, on December 7, 2009, the business day immediately prior to the date of the special meeting at which Voyager stockholders will vote on the Voyager merger. Please DO NOT return the election form in the same envelope with your proxy card; please use the envelope that was provided with the election form to ensure it is returned timely to Wells Fargo Shareowner Services.

If you own shares of Voyager common stock in street name through a bank, broker or other nominee and you wish to make an election, you will receive or should seek instructions from the financial institution holding your shares concerning how to make your election. Street name holders may be subject to an

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election deadline earlier than the general deadline of the business day immediately prior to the date of the Voyager special meeting. Therefore, you should carefully read any materials you receive from your bank, broker or other nominee. If you submit your election form to your bank, broker or other nominee prior to the election deadline but your bank, broker or other nominee does not submit your election form to the exchange agent prior to the election deadline, you will be treated as if you made no election.

Voyager stockholders may change their election prior to the election deadline by submitting a written notice of revocation to the exchange agent or by submitting new election materials bearing a later date. Revocations must specify the name in which shares are registered on Voyager's stock transfer books and other information that the exchange agent may request. If Voyager stockholders wish to submit a new election, they must do so in accordance with the election procedures described in this proxy statement/prospectus and the form of election. Voyager stockholders who instruct a broker, bank or other nominee to submit an election for their shares must follow the directions of the broker, bank or other nominee for changing those instructions. **Whether you change your election by submitting a written notice of revocation or by submitting new, later-dated election materials, the notice or materials must be received by the exchange agent by the election deadline in order for the revocation to be valid.**

Closing Date; Effective Time

The merger agreement requires us to conduct the closing on or before the fifth business day after all conditions to the closing, including approval of Voyager stockholders and receipt of all necessary regulatory approvals, have either been satisfied or, where permitted by law, waived. Upon completion of the closing, we will file certificates of merger relating to the Voyager merger and the Cambium merger with the Secretary of State of the State of Delaware. The effective time will occur at the first time when both of the certificates of merger have been filed.

The parties currently expect to conduct the closing promptly after the Voyager stockholder meeting is completed.

Surrender of Stock Certificates

The exchange agent will mail letters of transmittal to all holders of record of Voyager common stock and Cambium common stock promptly after the effective time. In order to receive the merger consideration, a former Voyager stockholder must either (i) surrender to the exchange agent its Voyager stock certificates, together with a properly completed letter of transmittal, or (ii) in the case of Voyager shares held in book-entry form, cause the exchange agent to receive an agent's message (or such other evidence, if any, of transfer as the exchange agent may reasonably request) with respect to such shares. Upon receipt of such surrendered materials or agent's message from a former Voyager stockholder, the exchange agent will transmit to such stockholder the following:

a certificate representing any shares of Holdings common stock that such stockholder is entitled to receive as merger consideration;

a check or wire transfer representing any cash that such stockholder is entitled to receive as merger consideration; and

a contingent value right.

The Cambium stockholder will receive from the exchange agent, upon receipt of its Cambium stock certificates endorsed for transfer, the following:

a certificate representing the shares of Holdings common stock that the Cambium stockholder is entitled to receive as merger consideration; and

the Holdings Warrant that the Cambium stockholder is entitled to receive as merger consideration.

No interest will be paid on any of the cash payable pursuant to the Voyager merger. *Stockholders should not submit their stock certificates to the exchange agent with the enclosed proxy card or with the separately*

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mailed election form or otherwise at any time prior to the receipt of a letter of transmittal promptly after the effective time.

Treatment of Voyager Stock Options and Stock Appreciation Rights

Voyager has agreed to use commercially reasonable efforts to terminate all outstanding Voyager stock options and stock appreciation rights at an expense not to exceed \$25,000. To the extent any such stock options or stock appreciation rights remain outstanding as of the closing date, such stock options will be converted, at the effective time, into options to acquire, on the same terms and conditions (including applicable vesting provisions) as were applicable prior to the closing, that number of shares of Holdings common stock equal to the number of shares subject to such Voyager stock options immediately prior to the effective time, at a price per share equal to the per share exercise price specified in such Voyager stock options immediately prior to the effective time, and such converted options will be assumed by Holdings. Similarly, the stock appreciation rights relating to Voyager common stock which have not been terminated as of the effective time will be converted, as of the effective time, into stock appreciation rights relating to, on the same terms and conditions (including applicable vesting provisions) as were applicable under the Voyager stock appreciation rights, that number of shares of Holdings common stock equal to the number of shares of Voyager common stock subject to such Voyager stock appreciation rights immediately prior to the effective time, at an exercise price equal to the per share exercise price specified in such Voyager stock appreciation rights immediately prior to the effective time, and such converted stock appreciation rights will be assumed by Holdings.

Holdings has agreed to register the shares of Holdings common stock covered by the Holdings stock options that replace these Voyager stock options and has agreed to maintain the effectiveness of the registration for so long as such options remain outstanding.

Representations and Warranties

Voyager has made various representations and warranties in the merger agreement that are subject, in some cases, to specified exceptions and qualifications contained in the merger agreement or in the disclosure schedules delivered in connection with the execution of the merger agreement. Voyager's representations and warranties relate to, among other things, the following:

Voyager's and its subsidiaries' proper organization, good standing and qualification to do business, Voyager's ownership of its subsidiaries and Voyager's governing instruments;

Voyager's capitalization, including, in particular, the number of shares of Voyager common stock, stock options and stock appreciation rights outstanding;

Voyager's corporate power and authority to enter into the merger agreement and other agreements referenced in the merger agreement and, subject to stockholder approval, to complete the transactions contemplated by these agreements;

the approval and recommendation by Voyager's board of directors of the merger agreement and other agreements referenced in the merger agreement and the completion of the transactions contemplated by the merger agreement, including the Voyager merger;

the required consents and approvals of governmental entities in connection with the transactions contemplated by the merger agreement;

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the absence of violations of or conflicts with Voyager's and Voyager's subsidiaries' governing documents, applicable law or certain agreements as a result of entering into the merger agreement and other agreements referenced in the merger agreement and consummating the Voyager merger;

Voyager's SEC filings since December 31, 2005, including the financial statements contained or incorporated therein and Voyager's internal controls and disclosure controls and procedures;

the conduct of the business of Voyager and its subsidiaries between December 31, 2008 and June 20, 2009;

the absence of undisclosed liabilities;

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the absence of a material adverse effect applicable to Voyager and its subsidiaries since December 31, 2008;

tax matters;

intellectual property;

title to or leasehold rights in real and personal property;

environmental matters;

material contracts and the performance of obligations thereunder;

employee benefit plans;

labor and employment matters;

legal proceedings, compliance with laws, licenses, permits and certain indemnification claims;

the absence of undisclosed broker's fees;

Voyager's and its subsidiaries' insurance policies;

related party transactions involving Voyager and its subsidiaries;

the customers and vendors of Voyager and its subsidiaries;

accounts receivable and inventory;

prebilling and prepayment practices;

compliance with the Foreign Corrupt Practices Act and applicable export controls;

software used by Voyager and its subsidiaries;

actions that could affect the tax treatment of the transactions contemplated by the merger agreement;

the fairness opinion provided by Allen & Company to Voyager;

the vote required by Voyager stockholders to approve the Voyager merger;

accuracy and compliance as to form with applicable securities laws of this proxy statement/prospectus and the registration statement;

the inapplicability of certain anti-takeover statutes and plans;

bank accounts; and

transaction expenses.

Many of the representations and warranties that Voyager made in the merger agreement are qualified by a material adverse effect standard (that is, they will not be deemed to be untrue or incorrect unless their failure to be true or correct, individually or in the aggregate, would have a material adverse effect on Voyager and its subsidiaries, taken as a whole) or by knowledge. For the purposes of the merger agreement, a Voyager material adverse effect means any change, effect, event, occurrence, state of facts, non-occurrence or omission (or any development that has had or is reasonably likely to have any effect) (i) that is materially adverse to the business, financial condition or results of operations of Voyager and its subsidiaries, taken as a whole, or (ii) would prevent or materially delay the completion of the Voyager merger.

A Voyager material adverse effect will not have occurred, however, as a result of any change, effect, event, occurrence, state of facts, non-occurrence, omission or development involving:

a disruption in financial, credit, banking or securities markets (including any disruption thereof and any decline in the price of any security or market index) or any interest rate or exchange rate changes, generally, which does not disproportionately affect Voyager and its subsidiaries, taken as a whole;

any material downturn in general business or economic condition to the extent it does not disproportionately affect Voyager and its subsidiaries, taken as a whole, compared to other participants in the industries in which Voyager and its subsidiaries operate;

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any change attributable to the announcement or pendency of the transactions contemplated by the merger agreement, including any cancellations of or delays in customer agreements, any reduction in sales, any disruption in supplier, distributor, partner or similar relationships or any loss of employees, or resulting from or relating to compliance with the terms of, or the taking of any action required by, the merger agreement;

any change arising from or relating to any change after June 20, 2009 in generally accepted accounting principles as consistently applied by Voyager;

any change resulting from or relating to political or economic conditions, including acts of terrorism or war, to the extent it does not disproportionately affect Voyager and its subsidiaries, taken as a whole, compared to other participants in the industries in which Voyager and its subsidiaries operate;

any change arising from or relating to laws issued by any governmental authority after June 20, 2009 applicable to Voyager, Cambium and Holdings to the extent it does not disproportionately affect Voyager and its subsidiaries, taken as a whole, compared to other participants in the industries in which Voyager and its subsidiaries operate;

any change, in and of itself, in the market price or trading volume of Voyager common stock, provided that this factor will not exclude the underlying event or occurrence which may have caused such change in market price or trading volume;

the failure, in and of itself, by Voyager to meet or exceed any internal or public projections, forecasts or earnings predictions, provided that this factor will not exclude any event or occurrence which caused such failure; and

the taking of any action, or failure to take action, to which Cambium has expressly consented or approved in writing.

For the purposes of the merger agreement, a knowledge qualification with respect to a representation made by Voyager limits the representation to the actual knowledge after due inquiry of various senior executive officers of Voyager.

You should be aware that these representations and warranties are made by Voyager to Holdings and Cambium, may be subject to important limitations and qualifications agreed to by Holdings and Cambium, may be qualified by disclosures made to Holdings and Cambium that are not necessarily reflected in the merger agreement, may be used by the parties as a means of allocating risk to one of the parties if the statements prove to be inaccurate, may be qualified by materiality standards that are different than what may be viewed as material by you or other investors, and were made only as of the date of the merger agreement, or other date as specified in the agreement. Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

Cambium also made various representations and warranties in the merger agreement that are subject, in some cases, to specified exceptions and qualifications contained in the merger agreement or in the disclosure schedules it delivered in connection with the execution of the merger agreement. Cambium's representations and warranties, which in large part are similar to Voyager's representations and warranties, relate to, among other things, the following:

Cambium's and its subsidiaries' proper organization, good standing and qualification to do business, Cambium's ownership of its subsidiaries and Cambium's governing instruments;

Cambium's capitalization including, in particular, the number of shares of Cambium common stock outstanding;

Cambium's corporate power and authority to enter into the merger agreement and other agreements referenced in the merger agreement and to complete the transactions contemplated by these agreements;

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the approval and recommendation by Cambium's board of directors of the merger agreement and other agreements referenced in the merger agreement and the completion of the transactions contemplated by the merger agreement, including the Cambium merger;

the required consents and approvals of governmental entities in connection with the transactions contemplated by the merger agreement;

the absence of violations of or conflicts with Cambium's and Cambium's subsidiaries' governing documents, applicable law or certain agreements as a result of entering into the merger agreement and other agreements referenced in the merger agreement and completing the Cambium merger;

Cambium's financial statements and accounting/auditing practices, procedures and methodologies;

the conduct of the business of Cambium and its subsidiaries between December 31, 2008 and June 20, 2009;

the absence of undisclosed liabilities;

the absence of a material adverse effect applicable to Cambium and its subsidiaries since December 31, 2008;

tax matters;

intellectual property;

title to or leasehold rights in real and personal property;

environmental matters;

material contracts and the performance of obligations thereunder;

credit agreements;

employee benefit plans;

labor and employment matters;

legal proceedings, compliance with laws, licenses and permits;

the absence of undisclosed broker's fees;

Cambium's and its subsidiaries' insurance policies;

related party transactions involving Cambium and its subsidiaries;

the customers and vendors of Cambium and its subsidiaries;

accounts receivable and inventory;

prebilling and prepayment practices;

compliance with the Foreign Corrupt Practices Act and applicable export controls;

software used by Cambium and its subsidiaries;

actions that could affect the tax treatment of the transactions contemplated by the merger agreement;

accuracy and compliance as to form with applicable securities laws of this proxy statement/prospectus and the registration statement;

the inapplicability of certain anti-takeover statutes;

bank accounts; and

transaction expenses.

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Many of the representations and warranties that Cambium made in the merger agreement are, like the representations and warranties made by Voyager, qualified by a material adverse effect standard (that is, they will not be deemed to be untrue or incorrect unless their failure to be true or correct, individually or in the aggregate, would have a material adverse effect on Cambium and its subsidiaries, taken as a whole) or by knowledge. For purposes of the merger agreement, a Cambium material adverse effect means any change, effect, event, occurrence, state of facts, non-occurrence, omission or development (i) that is materially adverse to the business, financial condition or results of operations of Cambium and its subsidiaries, taken as a whole, or (ii) which would prevent or materially delay the completion of the Cambium merger.

A Cambium material adverse effect will not have occurred, however, as a result of any change, effect, event, occurrence, state of facts, non-occurrence, omission or development involving:

a disruption in financial, credit, banking or securities markets or any interest rate or exchange rate changes, generally, which does not disproportionately affect Cambium and its subsidiaries, taken as a whole, compared to other companies with indebtedness similar to Cambium and its subsidiaries;

any material downturn in general business or economic conditions to the extent it does not disproportionately affect Cambium and its subsidiaries, taken as a whole, compared to other participants in the industries in which Cambium and its subsidiaries operate;

any change attributable to the announcement or pendency of the transactions contemplated by the merger agreement, including any cancellations of or delays in customer agreements, any reduction in sales, any disruption in supplier, distributor, partner or similar relationships or any loss of employees, or resulting from or relating to compliance with the terms of, or the taking of any action required by, the merger agreement;

any change arising from or relating to any change after June 20, 2009 in generally accepted accounting principles as consistently applied by Cambium;

any change resulting from or relating to political or economic conditions, including acts of terrorism or war to the extent it does not disproportionately affect Cambium and its subsidiaries, taken as a whole, as compared with other participants in the industries in which Cambium and its subsidiaries operate;

any change arising from or relating to laws issued by any governmental authority after June 20, 2009 applicable to Cambium, Voyager and Holdings to the extent it does not disproportionately affect Cambium and its subsidiaries, taken as a whole, compared to other participants in the industries in which Cambium and its subsidiaries operate;

the failure, in and of itself, by Cambium to meet or exceed any internal projections, forecasts or earnings predictions, provided that this factor will not exclude any event or occurrence which caused such failure; and

the taking of any action, or failure to take action, to which Voyager has expressly consented or approved in writing.

For the purposes of the merger agreement, a knowledge qualification with respect to a representation made by Cambium limits the representation to the actual knowledge after due inquiry of various senior executive officers of Cambium Learning and various employees of VSS.

You should be aware that these representations and warranties are made by Cambium to Voyager and Holdings, may be subject to important limitations and qualifications agreed to by Holdings and Voyager, may be qualified by disclosures made to Holdings and Voyager and are not necessarily reflected in the merger agreement, may be used by the parties as a means of allocating risk to one of the parties if the statements prove to be inaccurate, may be qualified by materiality standards that are different than what may be viewed as material by you or other investors, and were made only as of the date of the merger agreement, or other date as specified in the agreement. Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

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Further, Holdings made certain limited representations and warranties in the merger agreement that are subject, in some cases, to specified exceptions and qualifications contained in the merger agreement. Holdings' representations and warranties relate to, among other things, the following:

Holdings' formation, proper organization, good standing and qualification to do business and its governing documents;

Holdings' capitalization, including, in particular, the number of shares of Holdings' common stock outstanding;

Holdings' corporate power and authority to enter into the merger agreement and other agreements referenced in the merger agreement and to complete the transactions contemplated by these agreements;

the required consents and approvals of governmental entities in connection with the transactions contemplated by the merger agreement;

the absence of violations of or conflicts with Holdings' governing documents, applicable law or certain agreements as a result of entering into the merger agreement; and

accuracy and compliance as to form with applicable securities laws of this proxy statement/prospectus and the registration statement;

These representations and warranties are made by Holdings to Voyager and Cambium, may be subject to important limitations and qualifications agreed to by Voyager and Cambium, may be qualified by disclosures made to Voyager and Cambium and are not necessarily reflected in the merger agreement, may be used by the parties as a means of allocating risk to one of the parties if the statements prove to be inaccurate, may be qualified by materiality standards that are different than what may be viewed as material by you or other investors, and were made only as of the date of the merger agreement, or other date as specified in the agreement. Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time.

Conduct of the Businesses of Voyager and Cambium Pending the Closing

Under the merger agreement, Voyager and Cambium (on their own behalf and on behalf of their respective subsidiaries) have agreed that, subject to certain agreed-upon exceptions or unless the other gives its prior written consent (which consent will not be unreasonably withheld, conditioned or delayed), from June 20, 2009 through and including the effective time:

each will conduct business in the ordinary course of business consistent with past practice in all material respects;

each will use reasonable best efforts to maintain and preserve its respective business organizations and to retain the services of its respective officers and key employees and maintain its respective relationships with customers, suppliers, lessees, licensees and other third parties; and

Holdings will not conduct business or incur any material liabilities.

Voyager and Cambium each has also agreed that during the same time period, and again subject to certain agreed-upon exceptions or unless the other gives its prior written consent (which consent will not be unreasonably withheld, conditioned or delayed), that it will not, and will not cause its respective subsidiaries, to:

pay any dividends or distribution with respect to its outstanding shares of capital stock other than dividends and distributions paid to it by its respective subsidiaries;

split, combine or reclassify its capital stock or issue any other securities in respect of, in lieu of or in substitution for shares of its capital stock, other than any such transaction by a wholly owned subsidiary;

purchase, redeem or otherwise acquire any shares of its capital stock or other securities;

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increase the compensation or other benefits payable or provided to its executive officers and/or directors; increase the compensation or other benefits payable or provided to its other employees, other than in the ordinary course of business consistent with past practice; enter into or amend in any material respect any employment or similar agreement with any of its employees, directors or officers, except for certain severance agreements entered into with employees (other than executive officers) in the ordinary course of business; or enter into or amend any collective bargaining agreement, plan, trust, fund, policy or arrangement for the benefit of any of its current or former directors, officers or employees;

make any loans to its employees, officers or directors;

amend its certificate of incorporation, by-laws or similar governing instruments;

issue, sell, pledge, dispose of or encumber, or authorize the issuance, sale, pledge, disposition or encumbrance of, any shares of its capital stock, other than in connection with its outstanding stock options, stock appreciation rights and other contractual commitments;

sell, lease, license, transfer, exchange or swap, mortgage or otherwise encumber or otherwise dispose of any material portion of its properties or assets, including the capital stock of subsidiaries;

make unbudgeted capital expenditures;

acquire or make any investment in any business;

incur indebtedness for borrowed money, except (i) transactions with or among its direct or indirect wholly owned subsidiaries, (ii) indebtedness to replace, renew, extend, refinance or refund any existing indebtedness on materially no less favorable terms and in a principal amount no greater than the outstanding principal amount of the indebtedness being replaced, renewed, extended, refinanced or refunded and (iii) indebtedness incurred pursuant to agreements in effect on June 20, 2009;

enter into specified related party transactions;

enter into, or materially amend, modify or fail to renew, any material contract or waive, release or transfer any material rights or claims under any such contracts, except that Voyager, Cambium and their respective subsidiaries will not be prohibited from (i) entering into multi-year contracts reflecting discounts and gross profitability that are consistent in all material respects with other similarly sized single-year and multi-year transactions entered into by Voyager prior to June 20, 2009 or (ii) taking other actions in the ordinary course of business consistent with past practice;

settle, compromise, pay or satisfy any claim, action or proceeding, other than actions involving monetary damages of not more than \$2,500,000 in the aggregate since June 20, 2009;

make any material change in any financial accounting method or make any material tax election, other than changes and elections required by generally accepted accounting principles or applicable law;

purchase, sell or grant a security interest in real property, or enter into any material lease, sublease or other occupancy agreement with respect to real property or materially modify or terminate any real property lease;

adopt a plan of complete or partial liquidation, dissolution, restructuring, recapitalization or other corporate reorganization;

in the case of Cambium, modify or obtain a waiver of any of the material terms of Cambium Learning's senior secured or senior unsecured credit agreements or take (or omit to take) any other action under such agreements, to the extent described in a schedule agreed upon by the parties or to the extent such modification, waiver or other action would be reasonably likely to result in a Cambium material adverse effect;

knowingly take any action that will likely result in its representations and warranties in the merger agreement becoming false or inaccurate in any material respect; or

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agree to take any of the foregoing actions.

Non-Solicitation of Competing Offers

Subject to exceptions described in the merger agreement, Voyager has agreed that it will not:

initiate, solicit, encourage or facilitate any inquiry, proposal or offer that will lead to or would constitute, or that is reasonably likely to lead to, a Voyager alternative proposal (as described below);

engage in any negotiations concerning, or provide information relating to Voyager in connection with, or have any discussions with any third party relating to, or that is reasonably likely to lead to, a Voyager alternative proposal;