

CAMBIUM LEARNING GROUP, INC.

Form 8-K

March 07, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 8, 2011**

**Cambium Learning Group, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-34575**

**27-0587428**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

**17855 N. Dallas Parkway,  
Suite 400, Dallas, TX**

**75287**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(214) 932-9500**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02. Results of Operations and Financial Condition.**

On March 3, 2011, Cambium Learning Group, Inc. (the Company ) issued a press release and hosted a conference call announcing its financial results for the three and twelve months ended December 31, 2010. A copy of the press release and a transcript of the conference call are attached hereto as Exhibits 99.1 and 99.2, respectively.

This press release attached hereto as Exhibit 99.1 and the transcript attached hereto as Exhibit 99.2, insofar as they disclose historical information regarding the Company s results of operations and or financial condition for the three and twelve months ended December 31, 2010, are being furnished to the Securities and Exchange Commission under Item 2.02 of Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

99.1 Press Release, dated March 3, 2011

99.2 Transcript of Cambium Learning Group s investor conference call held on March 3, 2011

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned duly authorized officer of the registrant.

Date: March 7, 2011

CAMBIUM LEARNING GROUP, INC.

By: /s/ Bradley C. Almond  
Bradley C. Almond  
Senior Vice President and  
Chief Financial Officer

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**INDEX TO EXHIBITS**

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