

Gettridge Carolyn
Form 3
May 19, 2011

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Gettridge Carolyn</p> <p>(Last) (First) (Middle)</p> <p>C/O CAMBIUM LEARNING GROUP, INC., 17855 N. DALLAS PARKWAY, SUITE 400</p> <p>(Street)</p> <p>DALLAS, TX 75287</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/31/2010</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>CAMBIUM LEARNING GROUP, INC. [ABCD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP of HR & Urban Development</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, par value \$0.001 per share | 1,439 | D | |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------------|------------------|-----------------|---|----------------------------|------------------------------|--|---|
| Stock Options (right to buy) | Â (1) | 01/27/2020 | Common Stock, par value \$0.001 per share | 75,000 | \$ 4.5 | D | Â |
| Stock Options (right to buy) | Â (1) | 01/27/2020 | Common Stock, par value \$0.001 per share | 25,000 | \$ 6.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Gettridge Carolyn C/O CAMBIUM LEARNING GROUP, INC. 17855 N. DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287 | Â | Â | Â SVP of HR & Urban Development | Â |

Signatures

/s/ Carolyn M. Gettridge By: Todd W. Buchardt, Esq.,
Attorney-in-Fact

05/19/2011

__Signature of Reporting Person

Date

Explanation of Responses:

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

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On January 27, 2010 (the "Grant Date"), the Reporting Person was granted options ("Options") to purchase a total of 100,000 shares of common stock, par value \$0.001 per share, of Cambium Learning Group, Inc. (the "Company"), in consideration of her services as an officer of the Company. The Options were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Incentive Plan. The per-share exercise price of the Options is (i) \$4.50 with respect to 75,000 Options and (ii) \$6.50 with respect to 25,000 Options. All of the Options vest ratably on a daily basis over a four-year period beginning on the Grant Date, for so long as the Reporting Person is employed by the Company, and subject to the terms and conditions of her stock option award agreement and the Plan.

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

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