

Weiner Neil
Form 4
March 21, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Weiner Neil

2. Issuer Name and Ticker or Trading Symbol
CAMBIUM LEARNING GROUP, INC. [ABCD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2013

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

C/O CAMBIUM LEARNING GROUP, INC., 17855 N. DALLAS PARKWAY, SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

DALLAS, TX 75287

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock, \$0.001 par value per share	03/19/2013		D ⁽¹⁾	25,000 ⁽¹⁾	D \$ 0 24,030	D	
Common Stock, \$0.001 par value per share					1,557,599 ⁽²⁾	I ⁽²⁾	By Foxhill Opportunity Fund, L.P. ⁽²⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Weiner Neil
C/O CAMBIUM LEARNING GROUP, INC.
17855 N. DALLAS PARKWAY, SUITE 400
DALLAS, TX 75287

X

Signatures

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

03/21/2013

____Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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

- As previously disclosed by Neil Weiner (the "Reporting Person") in a prior Form 4 filing, the Reporting Person was awarded 25,000 restricted shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc. (the "Company") on February 21, 2013, in consideration of his services as a director of the Company. On March 19, 2013, this award was rescinded by the Company's Board of Directors (the "Board") as a result of certain amendments made to the Company's Board compensation program.
- (1) February 21, 2013, in consideration of his services as a director of the Company. On March 19, 2013, this award was rescinded by the Company's Board of Directors (the "Board") as a result of certain amendments made to the Company's Board compensation program.
- (2) The Reporting Person, as the managing member of Foxhill Capital Partners, LLC (which is the investment manager of Foxhill Opportunity Fund, L.P. ("Foxhill Domestic Fund")) and the managing member of Foxhill Capital (GP), LLC (which is the general partner of Foxhill Domestic Fund), may be deemed to beneficially own 1,557,599 shares of Common Stock beneficially owned by Foxhill Master Fund for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended. The Reporting Person's interest in the shares of

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Common Stock held by Foxhill Domestic Fund is limited to the extent of his pecuniary interest, if any, in Foxhill Domestic Fund.

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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