

CAMBIUM LEARNING GROUP, INC.

Form 3

July 10, 2015

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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)

1. Name and Address of Reporting Person *

McWhorter Jeffery Scott
 (Last) (First) (Middle)

17855 DALLAS PARKWAY,
 SUITE 400

(Street)

DALLAS, TX 75287

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 07/10/2015

3. Issuer Name and Ticker or Trading Symbol

CAMBIUM LEARNING GROUP, INC. [ABCD]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

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)

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 (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Expiration Date Title Amount or Number of Shares

(Instr. 5)

Stock Options (right to buy)	Â (1)	Â (1)	Common Stock, par value \$0.001 per share	10,000	\$ (1)	D	Â
Stock Options (right to buy)	Â (2)	Â (2)	Common Stock, par value \$0.001 per share	13,400	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McWhorter Jeffery Scott 17855 DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287	Â	Â	Â General Counsel	Â

Signatures

J. Scott McWhorter, Esq.,
Attorney-in-Fact

07/10/2015

**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).

- On May 14, 2014, the reporting person was granted options ("2014 Options") to purchase a total of 10,000 shares of common stock, par value \$0.001, of Cambium Learning Group, Inc. (the "Company"), in consideration of his services as an employee of the Company. The
- (1) 2014 Options were granted to the reporting person pursuant and subject to the Cambium Learning Group, Inc. 2009 Equity Incentive Plan. The per-share exercise price of the 2014 Options is \$2.14 and the 2014 Options vest in equal monthly installments on the last day of the month over a four year period, with an initial vesting date of May 31, 2014.
- On May 5, 2015, the reporting person was granted options ("2015 Options") to purchase a total of 13,400 shares of common stock, par value \$0.001, of Cambium Learning Group, Inc., in consideration of his services as an employee of the Company. The 2015 Options were
- (2) granted to the reporting person pursuant and subject to the Cambium Learning Group, Inc. 2009 Equity Incentive Plan. The per-share exercise price of the 2015 Options is \$2.96 and the 2015 Options vest in equal monthly installments on the last day of the month over a four year period, with an initial vesting date of May 31, 2015.

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

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