

CAMBIUM LEARNING GROUP, INC.

Form 4

July 31, 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 *
BUCHARDT TODD

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)
17855 N. DALLAS PARKWAY,
SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
07/30/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
SVP, Gen. Counsel & Secretary

(Street)
DALLAS, TX 75287

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

(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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$0.001 par value per share | | | | | 6,181 | D | |

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

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.

SEC 1474 (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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|---------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amoun Nun Sha |
| Stock Options (right to buy) | \$ 4.5 | 07/30/2013 | | D | | (1) | 01/27/2020 | Common Stock, par value \$0.001 per share | 13 |
| Stock Options (right to buy) | \$ 6.5 | 07/30/2013 | | D | | (1) | 01/27/2020 | Common Stock, par value \$0.001 per share | 43 |
| Stock Options (right to buy) | \$ 1.3 | 07/30/2013 | | A | | (2) | 01/27/2020 | Common Stock, par value \$0.001 per share | 10 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUCHARDT TODD
17855 N. DALLAS PARKWAY, SUITE 400
DALLAS, TX 75287

SVP, Gen. Counsel & Secretary

Signatures

/s/ Todd W.
Buchardt

07/31/2013

**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).

(1)

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The Options vest in equal increments of twenty-five percent (25%) per year beginning on December 8, 2010 (the "Initial Vesting Date"), such that the Options will vest as to one-quarter (1/4) of the shares on the Initial Vesting Date and on each of the second, third and fourth anniversaries of the Initial Vesting Date.

- (2) On July 30, 2013, Cambium Learning Group, Inc. (the "Company") cancelled, pursuant to the Company's option exchange offer, options granted to the reporting person. In exchange the reporting person received replacement options based on a conversion ratio determined by the Compensation Committee of the Company's Board of Directors. Each of the replacement options has an exercise price of \$1.30 and vests in equal monthly installments on the last day of each month of the four year period commencing on January 1, 2013. The replacement options continue to expire on the scheduled expiration date applicable to the cancelled options.

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.