

CAMBIUM LEARNING GROUP, INC.

Form 8-K

January 08, 2014

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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):

January 7, 2014

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)

(I.R.S. Employer  
Identification No.)

17855 North Dallas Parkway, Suite 400,  
Dallas, Texas

75287

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

214-932-9500

Not Applicable

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed in a Current Report on Form 8-K filed on August 29, 2013 by Cambium Learning Group, Inc. (the "Company"), the Company received a letter from the Listing Qualifications Department of the NASDAQ Stock Market ("NASDAQ") on August 28, 2013 noting that the Company was no longer in compliance with Rule 5605 (the "Rule") which requires the Company to have at least three independent directors serving on its Audit Committee, one of whom qualifies as a financial expert.

On December 11, 2013, the Board of Directors of the Company appointed Dr. Walter G. Bumphus to serve as a member of the Audit Committee effective January 1, 2014. The Board also appointed existing Audit Committee member Thomas Kalinske as the Chairman of the Audit Committee and the Audit Committee financial expert.

On January 7, 2014, the Company received a letter from NASDAQ noting that as a result of these actions, the Company complies with the Rule and the matter is now closed.

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**SIGNATURES**

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

CAMBIUM LEARNING GROUP, INC.

*January 8, 2014*

By: */s/ Barbara Benson*

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*Name: Barbara Benson  
Title: Chief Financial Officer*