

Fonte Paul
Form 3
March 28, 2013

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>Â Fonte Paul</p> <p>(Last) (First) (Middle)</p> <p>C/O CAMBIUM LEARNING GROUP, INC.,Â 3767 RANCHERO DRIVE, SUITE 200</p> <p>(Street)</p> <p>ANN ARBOR,Â MIÂ 48108</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/19/2013</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</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Technology Officer</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</p> <p><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) |
|------------------------------------|--|---|--|
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | 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 | 22,500 | \$ 4.5 | D | Â |
| Stock Options (right to buy) | Â (1) | 01/27/2020 | Common Stock, par value \$0.001 per share | 7,500 | \$ 6.5 | D | Â |
| Stock Options (right to buy) | Â (2) | 02/01/2021 | Common Stock, par value \$0.001 per share | 7,500 | \$ 4.5 | D | Â |
| Stock Options (right to buy) | Â (2) | 02/01/2021 | Common Stock, par value \$0.001 per share | 2,500 | \$ 6.5 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Fonte Paul C/O CAMBIUM LEARNING GROUP, INC. 3767 RANCHERO DRIVE, SUITE 200 ANN ARBOR, MI 48108 | Â | Â | Â Chief Technology Officer | Â |

Signatures

/s/ Paul Fonte, By: Todd W. Buchardt, Esq.,
Attorney-in-Fact

03/28/2013

__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, Paul Fonte (the "Reporting Person") was granted options to purchase a total of 30,000 shares of common stock, par value \$0.001 ("Common Stock"), of Cambium Learning Group, Inc. (the "Company"), in consideration of his services as an employee of the Company. These options were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Incentive Plan. All of these options vest in equal increments of twenty-five percent (25%) per year beginning on December 8, 2010.

(2)

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On February 1, 2011 (the "Grant Date"), the Reporting Person was granted options to purchase a total of 10,000 shares of Common Stock, in consideration of his services as an employee of the Company. These options were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Incentive Plan. All of these options vest in equal increments of twenty-five percent (25%) per year beginning on the one-year anniversary of the Grant Date.

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.