

CAMBIUM LEARNING GROUP, INC.  
Form S-8 POS  
December 18, 2018

As filed with the Securities and Exchange Commission on December 18, 2018

Registration No. 333-164262

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

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8 REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

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Cambium Learning Group, Inc.  
(Exact name of Registrant as specified in its charter)

Delaware 27-0587428  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification Number)

17855 Dallas Parkway, Suite 400 75287  
Dallas, Texas (Zip Code)  
(Address of principal executive offices)  
Cambium Learning Group, Inc.  
2009 Equity Incentive Plan  
(Full title of the plan)

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Barbara Benson  
Chief Financial Officer  
Cambium Learning Group, Inc.  
17855 Dallas Parkway, Suite 400  
Dallas, Texas 75287  
(Name and address of agent for service)

(888) 399-1995  
(Telephone number, including area code, of agent for service)

Copies to:

Richard A. Presutti	Scott McWhorter
Schulte Roth & Zabel LLP	General Counsel
919 Third Ave.	Cambium Learning Group, Inc.
New York, NY 10022	17855 Dallas Parkway, Suite 400
(212) 756-2000	Dallas, Texas 75287
	(888) 399-1995

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” or an “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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#### DEREGISTRATION OF SECURITIES

Cambium Learning Group, Inc. (the “Registrant”) previously registered shares of the Registrant’s common stock, par value \$0.001 per share (“Common Stock”), under the Registration Statement on Form S-8 (No. 333 164262) filed by the Registrant with the Securities and Exchange Commission on January 8, 2010 (the “Registration Statement”) registering 5,000,000 shares of Common Stock for issuance under the Cambium Learning Group, Inc. 2009 Equity Incentive Plan, as amended (the “Plan”).

On December 18, 2018, pursuant to that certain Agreement and Plan of Merger, dated as of October 12, 2018, by and among the Registrant, Cambium Holding Corp. (formerly known as Campus Holding Corp.) (“Parent”), and Campus Merger Sub Inc., a wholly owned subsidiary of Parent (“Merger Sub”), Merger Sub merged with and into the Registrant, with the Registrant surviving as a wholly owned subsidiary of Parent (the “Merger”).

As a result of the Merger, the Registrant is no longer issuing securities under the Plan. This Post-Effective Amendment No. 1 is being filed to terminate the effectiveness of the Registration Statement and, in accordance with the undertakings made by the Registrant in the Registration Statement, to deregister the remaining unissued shares of Common Stock that were registered for issuance pursuant to the Registration Statement in connection with the Plan. The Registration Statement is hereby amended to reflect the deregistration of all such shares.

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SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No.1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, in the State of Texas, on this 18th day of December 2018.

Cambium Learning Group,  
Inc.

By: /s/ Barbara Benson  
Barbara Benson  
Chief Financial Officer

No other person is required to sign this Post-Effective Amendment in reliance upon Rule 478 under the Securities Act of 1933, as amended.