Weiner Neil Form 4 February 03, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287 January 31,

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Check this box

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Weiner Neil

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

CAMBIUM LEARNING GROUP,

(Check all applicable)

INC. [ABCD]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 02/01/2011

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

C/O CAMBIUM LEARNING GROUP, INC., 17855 N. DALLAS PARKWAY, SUITE 400

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DALLAS, TX 75287

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following Reported

Ownership Form: Direct Beneficial (D) or Indirect (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A) Code V Amount (D) Transaction(s) (Instr. 3 and 4)

Common Stock,

\$0.001 par 02/01/2011 value per

8,771 Α (1)

(1) Α

Price

14,771

D

Common

share

share

Stock, \$0.001 par value per

2,911,172 (2) I

By Foxhill Opportunity Master Fund. L.P. (2)

1

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. 6. Date Exercisable and		7. Titl	e and	8. Price of	9	
Derivativ	e Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Da	ate Amou		nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities		(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Expiration Exercisable Date	Expiration Date	Title			
				Code V	(A) (D)						
				Code V	(A) (D)		*	Title	Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Weiner Neil

C/O CAMBIUM LEARNING GROUP, INC. 17855 N. DALLAS PARKWAY, SUITE 400 DALLAS, TX 75287

X

Signatures

/s/ Neil Weiner By: Todd W. Buchardt, Esq., Attorney-in-Fact

02/03/2011

**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).
- On February 1, 2011 (the "Grant Date"), Neil Weiner (the "Reporting Person") was awarded 8,771 restricted shares of common stock, par value \$0.001 per share ("Common Stock"), of Cambium Learning Group, Inc. (the "Company") in consideration of his services as a director of the Company. These restricted shares were granted to the Reporting Person pursuant and subject to the Company's 2009 Equity Compensation Plan. All of these 8,771 restricted shares vest one year from the Grant Date.
- The Reporting Person, as the general partner of Foxhill Opportunity Fund, L.P., the general partner of Foxhill Opportunity Master Fund,

 L.P. ("Foxhill Master Fund"), may be deemed to beneficially own 2,911,172 shares of Common Stock beneficially owned by Foxhill

 Master Fund. The Reporting Person disclaims beneficial ownership of the shares of Common Stock beneficially owned by Foxhill Master

 Fund except to the extent of his pecuniary interest therein.

Reporting Owners 2

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