
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) **August 15, 2007**

HAIGHTS CROSS COMMUNICATIONS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

333-109381

(Commission File Number)

13-4087398

(IRS Employer Identification No.)

**10 New King Street
White Plains, New York**

(Address of Principal Executive Offices)

10604

(Zip Code)

(914) 289-9400

(Registrant's Telephone Number, Including Area Code)

N/A

(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 (*see* General Instruction A.2. below):

- 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 1.02 Termination of a Material Definitive Agreement.

Effective August 15, 2007, Hights Cross Operating Company (the “Borrower”) terminated its Revolving Credit Agreement (the “Credit Agreement”), dated as of August 20, 2003, by and among the Borrower, the several lenders from time to time parties thereto (the “Lenders”), Bear Sterns Corporate Lending Inc., as Syndication Agent (in such capacity, the “Syndication Agent”), and The Bank of New York (“BNY”), as administrative agent for the Lenders (in such capacity, the “Administrative Agent”) as amended by Amendment No. 1 and Waiver No. 1, dated as of January 26, 2004, Amendment No. 2 and Waiver No. 2, dated as of April 14, 2004, Amendment No. 3 and Consent No. 3, dated as of December 1, 2004, Amendment No. 4 and Waiver No. 3, dated as of March 31, 2005, Amendment No. 5 and Consent No. 4, dated as of March 31, 2005, Amendment No. 6 dated March 30, 2006 and Amendment No. 7 and Waiver No. 4 dated March 28, 2007. Under the terms of the Credit Agreement, the Borrower could borrow up to \$30,000,000. Hights Cross Communications, Inc. (“HCCI”) was effecting a recapitalization of its capital stock pursuant to the terms of that certain Recapitalization Agreement dated June 29, 2007 by and among HCCI and the Investors listed therein (the “Recapitalization Agreement”). Pursuant to the terms of the Recapitalization Agreement, HCCI was required to receive a waiver from the Lenders under Section 8(k) of the Credit Agreement but HCCI was not able to secure such a waiver from the Lenders. The Investors waived the requirement under Recapitalization Agreement conditioned upon the termination of the Credit Agreement. There were no penalties incurred in connection with termination.

Item 8.01. Other Events.

On August 15, 2007, HCCI issued a press release announcing the close of its recapitalization. The text of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Hights Cross Communications, Inc. on August 15, 2007

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.

HAIGHTS CROSS COMMUNICATIONS, INC.

Date: August 21, 2007

By: /s/ Paul J. Crecca
Name: Paul J. Crecca
Title: Executive Vice President and Chief
Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Hights Cross Communications, Inc. on August 15, 2007

HAIGHTS CROSS COMMUNICATIONS
PRESS RELEASE

Investor Contact:

Paul J. Crecca
(914) 289-9420
pjcrecca@haightscross.com

Editorial Contact:

Michael Stugrin
(562) 498-6353
mstugrin@verizon.net

FOR IMMEDIATE RELEASE

HAIGHTS CROSS COMMUNICATIONS
COMPLETES RECAPITALIZATION

White Plains, NY, August 15, 2007 – Hights Cross Communications, Inc. (HCC) today announced that having fulfilled all the requisite closing conditions pursuant to the previously disclosed recapitalization agreement dated June 29, 2007, on August 10, 2007 HCC completed the transactions contemplated by that agreement.

Under the terms of the recapitalization agreement, holders of the HCC's previously outstanding Series B Senior Preferred Stock converted into approximately 82% of the outstanding shares of common stock, while the holders of HCC's previously outstanding Series A and Series C Preferred Stock converted into approximately 15% of HCC's common stock, and management acquired new shares of common stock under the terms of a management stock purchase agreement representing the remaining 3%. All previously outstanding shares of common stock were reclassified into one share of common stock in a reverse split and common stock warrants and options have been cancelled.

Under the terms of a shareholders agreement entered into at the closing of the recapitalization, HCC has a new six member Board of Directors composed of Mr. Peter J. Quandt, our current Chairman and Chief Executive Officer, and five persons designated by various former Series B and Series A holders.

Also on August 10, 2007, upon the closing of the recapitalization, HCC and certain former Series B holders entered into a release agreement, pursuant to which, among other things, such holders would dismiss a pending legal action against HCC filed by certain former Series B holders, in which they have asserted claims under 8 Del. Code. § 220 and under a certain Investors Agreement, dated December 10, 1999, seeking access to HCC's books and records.

Evercore Partners served as financial advisor to the company in completing the recapitalization and will assist HCC in evaluating strategic alternatives, including a potential sale of some or all of the company.

About Hights Cross Communications:

Founded in 1997 and based in White Plains, NY, Hights Cross Communications is a premier educational and library publisher dedicated to creating the finest books, audio products, periodicals, software and online services, serving the following markets: K-12 supplemental education, public library and school publishing, audio books, and medical continuing education publishing. Hights Cross companies include: Sundance/Newbridge Educational Publishing (Northborough, MA), Triumph Learning (New York, NY), Buckle Down Publishing (Iowa City, IA), Options Publishing (Merrimack, NH), Recorded Books (Prince Frederick, MD), and Oakstone Publishing (Birmingham, AL). For more information, visit www.hightscross.com.

Safe Harbor Statement:

This press release contains certain forward-looking statements which you can identify by terms such as “subject to”, “might”, and similar expressions intended to identify forward-looking statements. These statements reflect the conditions upon which the transactions discussed in this release are contingent on certain future events the outcome of which is not certain. These uncertainties and other factors may cause our actual outcome of the transactions discussed in this release to be materially different from those expressed or implied by our forward-looking statements. In light of these uncertainties, there can be no assurance that the events and circumstances described in forward-looking statements contained in this press release will in fact occur. You should read this press release completely and with the understanding that our actual results may be materially different from what we expect. We will not update these forward-looking statements, even though our situation may change in the future. We qualify all of our forward-looking statements by these cautionary statements.