
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): October 8, 2008

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

(I.R.S. 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 1.01 Entry into a Material Definitive Agreement.

On October 8, 2008, Hights Cross Communications, Inc. (the "Company") entered into Amendment No. 2 ("Amendment No. 2") to the Shareholders Agreement, dated as of August 10, 2007 and as amended on January 29, 2008 (the "Shareholders Agreement"), by and among the Company and the investors listed therein (the "Investors"). The Shareholders Agreement provides each Investor with a right to purchase its pro rata share of any proposed sale of additional securities on the same terms and conditions as offered to third parties. Amendment No. 2 amends the Shareholders Agreement to provide that this preemptive right shall be inapplicable with respect to 36,526 shares of common stock of the Company issued or issuable in connection with, or upon the exercise of, options or other awards granted or to be granted to directors or certain of their affiliates.

The above discussion of Amendment No. 2 is qualified in its entirety by reference to the text thereof, a copy of which is attached as Exhibit 10.1 and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Effective October 8, 2008, the Company amended and restated its Second Amended and Restated Certificate of Incorporation of the Company, as amended (the "Existing Charter") by filing the Third Amended and Restated Certificate of Incorporation of the Company (the "Third Amended and Restated Charter"). Certain provisions of the Existing Charter were amended or restated to provide for the following:

- Addition of Section C "Reclassification" to Article IV, which ratifies and confirms the Company's reclassification of its common stock and preferred stock that occurred on August 10, 2008 (the "Recapitalization") by further reclassifying all shares of each and every class and series of capital stock of the Company outstanding immediately prior to the filing of the Third Amended and Restated Charter into shares of new Common Stock as reflected on the Company's stock ledger, which ledger reflects the ownership of the Company based upon the effectiveness of the Recapitalization; and
- Addition of a new Article VIII, which makes explicit the Company's ability to provide certain indemnification rights and advancement of expenses to its directors, officers and agents in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

The above discussion of the Third Amended and Restated Charter is qualified in its entirety by reference to the text thereof, a copy of which is attached as Exhibit 3.1 and is incorporated herein by reference.

[E/O]

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Third Amended and Restated Certificate of Incorporation of Hights Cross Communications, Inc., dated October 8, 2008
10.1	Amendment No. 2 dated October 8, 2008 to Shareholders Agreement dated August 10, 2007, as amended on January 29, 2008

SIGNATURE

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.

Dated: October 10, 2008

HAIGHTS CROSS COMMUNICATIONS, INC.

By: /s/ Mark Kurtz

Name: Mark Kurtz

Title: Senior Vice President and Chief Financial
Officer

[E/O]

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EXHIBIT INDEX

Exhibit Number	Description
3.1	Third Amended and Restated Certificate of Incorporation of Hights Cross Communications, Inc., dated October 8, 2008
10.1	Amendment No. 2 dated October 8, 2008 to Shareholders Agreement dated August 10, 2007, as amended on January 29, 2008

Exhibit 3.1

**THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HAIGHTS CROSS COMMUNICATIONS, INC.**

HAIGHTS CROSS COMMUNICATIONS, INC., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Haight Cross Communications, Inc. The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on November 12, 1999.

2. This Third Amended and Restated Certificate of Incorporation of the Corporation, which amends, restates and integrates the provisions of the Second Amended and Restated Certificate of Incorporation, as amended, was duly adopted by the Board of Directors of the Corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "General Corporation Law") and was duly adopted by the stockholders of the Corporation in accordance with the applicable provisions of Sections 228, 242 and 245 of the General Corporation Law.

3. The text of the Second Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to provide as herein set forth in full.

ARTICLE I

The name of the Corporation is Haight Cross Communications, Inc.

ARTICLE II

The address of its registered office in the State of Delaware is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law.

ARTICLE IV

The total number of shares of all classes of stock in which the Corporation shall have the authority to issue is 33,970,000, consisting of (i) 30,000,000 shares of common stock, par value

\$0.0003 per share (the “Common Stock”) and (ii) 3,970,000 shares of undesignated preferred stock, par value \$0.0003 per share (the “Undesignated Preferred Stock”).

A. COMMON STOCK

1. Designation; Ranking. A total of 30,000,000 shares of the Corporation’s capital stock shall be designated as Common Stock.
2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.
3. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefore as and when determined by the Board of Directors.
4. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders.
5. Fractional Shares; Uncertificated Shares. The Corporation may issue fractional shares of Common Stock. Fractional shares shall be entitled to dividends (on a pro rata basis), and the holders of fractional shares shall be entitled to all rights as stockholders of the Corporation to the extent provided herein and under applicable law in respect of such fractional shares. Shares of Common Stock, or fractions thereof, may, but need not be, represented by share certificates. Such shares, or fractions thereof, not represented by share certificates (“Uncertificated Shares”) shall be registered in the stock records book of the Corporation. The Corporation at any time at its sole option may deliver to any registered holder of such shares share certificates to represent Uncertificated Shares previously issued (or deemed issued) to such holder.

B. UNDESIGNATED PREFERRED STOCK

Undesignated Preferred Stock may be issued from time to time in one or more series, each of such series to have such terms as stated or expressed herein and in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation as hereinafter provided. Any shares of Undesignated Preferred Stock that may be redeemed, purchased or otherwise acquired by the Corporation may be reissued except as otherwise provided by law or this Certificate of Incorporation. Different series of Undesignated Preferred Stock shall not be construed to constitute different classes of shares for the purposes of voting by classes unless expressly provided.

Authority is hereby expressly granted to the Board of Directors from time to time to issue the Undesignated Preferred Stock in one or more series, and in connection with the creation of any such series, by resolution or resolutions providing for the issue of the shares thereof, to determine and fix such voting powers, whether full, limited, or none, and such designations, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, including, without limitation thereof, dividend rights, conversion rights, redemption privileges and liquidation preferences, as shall be stated and expressed in such resolutions, all to the fullest extent now or hereafter permitted by the General Corporation Law of Delaware and the terms of this Certificate of Incorporation. Without limiting the generality of the foregoing, the resolutions providing for the issuance of any series of Undesignated Preferred Stock may provide that such series shall be superior or rank equally or be junior to any other series to the extent permitted by law and the terms of this Certificate of Incorporation. Except as otherwise specifically provided in this Certificate of Incorporation, no vote of the holders of the Common Stock shall be required for the issuance of any shares of any series of the Undesignated Preferred Stock authorized by and complying with the conditions of the Certificate of Incorporation, the right to have such vote being expressly waived by all present and future holders of the capital stock of the Corporation.

C. RECLASSIFICATION

All shares of each and every class and series of capital stock of the Corporation outstanding immediately prior to the filing of this Third Amended and Restated Certificate of Incorporation are hereby reclassified into shares of Common Stock, held in the names and amounts as listed in the stock ledger of the Corporation as of said time. A copy of such stock ledger shall be made available to any requesting holder of capital stock of the Corporation in compliance with the provisions of Section 220 of the General Corporation Law.

ARTICLE V

Except as otherwise expressly provided in this Certificate, the property, affairs and business of the Corporation shall be managed under the direction of the Board of Directors and, except as otherwise expressly provided by law, the Bylaws or this Certificate of Incorporation, all of the powers of the Corporation shall be vested in such Board. The number of Directors shall be fixed by resolution duly adopted from time to time by the Board of Directors. A Director need not be a stockholder of the Corporation.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE VII

A Director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law or (iv) for any transaction from which the Director derived an improper personal benefit. If the General Corporation Law is amended after the effective date of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law, as so amended.

Any amendment, repeal or modification of this Article VII shall not adversely affect any right or protection existing at the time of such repeal or modification with respect to any acts or omissions occurring before such repeal or modification.

ARTICLE VIII

To the fullest extent permitted by applicable law, the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and any other persons to which General Corporation Law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law.

Any amendment, repeal or modification of the foregoing provisions of this Article VIII shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

ARTICLE IX

Elections of Directors need not be by written ballot unless the Bylaws of the Corporation shall so provide. Meetings of stockholders may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of the General Corporation Law or on the application of trustees in dissolution or of any receiver or

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receivers appointed for this Corporation under the provisions of Section 279 of the General Corporation Law order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

[END OF TEXT]

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IN WITNESS WHEREOF, the Corporation has caused this Third Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer on this 8th day of October, 2008.

HAIGHTS CROSS COMMUNICATIONS, INC.

By: /s/ Paul J. Crecca

Name: Paul J. Crecca

Title: President and Chief Executive Officer

Exhibit 10.1

**AMENDMENT NO. 2 TO
SHAREHOLDERS AGREEMENT**

AMENDMENT No. 2 dated October 8, 2008 (the "Amendment") to the Shareholders Agreement dated August 10, 2007 (the "Shareholders Agreement") by and among Hights Cross Communications, Inc., a Delaware corporation (the "Company"), the Persons identified on Schedule A thereto as the Investors (each, an "Investor" and collectively, the "Investors") and any other Shareholder who from time to time becomes party to the Shareholders Agreement by execution of a Joinder Agreement in substantially the form attached thereto as Exhibit A. All capitalized terms not otherwise defined herein shall have the same meaning given to them in the Shareholders Agreement.

WHEREAS, Section 6.3 of the Shareholders Agreement provides that it may be amended by the prior written consent of the Company, a Majority Vote of the Series A Major Investor(s) and a Majority Vote of the Series B Major Investors and such parties desire to amend the Shareholders Agreement as set forth below to provide the Investor Directors with the option to elect the Chief Executive Officer of the Company to be a director of the Company.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Section 3.5 of the Shareholders Agreement shall be replaced in its entirety with the following:

"Exceptions to Pre-emptive Rights. Notwithstanding the foregoing Sections 3.1 — 3.4, the right to purchase granted under this Article III shall be inapplicable with respect to 36,526 shares of Common Stock (as appropriately adjusted for any stock split, combination, reorganization, recapitalization, reclassification, stock distribution, stock dividend or similar event) issued or issuable in connection with, or upon the exercise of, options or other awards granted or to be granted to directors (or the Major Investor that nominates such director, or an affiliate thereof) of the Company, including shares of Common Stock issued in replacement of shares of such Common Stock repurchased or issuable upon the exercise of any options to purchase shares of such Common Stock."

2. Effective Date. This Amendment No. 2 shall be effective as of the effective date of the original Shareholders Agreement.

3. No Other Changes. Except as amended hereby, the Agreement shall remain in full force and effect and in accordance with its terms. This Amendment shall be limited solely for the purpose and to the extent expressly set forth herein and nothing express or implied shall constitute an amendment, supplement, modification or waiver to any other term, provision or condition of the Agreement.

4. Counterparts. This Amendment may be executed and delivered (including by facsimile and PDF transmission) in any number of counterparts, each of which when executed shall be deemed to be an original but all of which taken together shall constitute one and the same Amendment.

5. Governing Law. This Amendment shall be governed by and construed under the laws of the State of Delaware (without effect to conflict of law principles thereto).

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, this Amendment has been executed as a sealed instrument by the parties hereto or their duly authorized representatives, effective as of the date first above written.

THE COMPANY:

Haights Cross Communications, Inc.

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

INVESTORS:

Media/Communications Partners III Limited Partnership

By: M/C III L.L.C., its General Partner

By: /s/ Christopher S. Gaffney
Name: Christopher S. Gaffney
Title: Manager

M/C Investors L.L.C.

By: /s/ Christopher S. Gaffney
Name: Christopher S. Gaffney
Title: Manager

Columbia Funds Master Investment Trust-Columbia High
Income Master Portfolio

By: MacKay Shields LLC, its Sub-advisor

By: /s/ J. Matthew Philo
Name: J. Matthew Philo
Title: Senior Managing Director

Columbia Funds Variable Insurance Trust-Columbia High
Yield Fund, Variable Series

By: MacKay Shields LLC, its Sub-advisor

By: /s/ J. Matthew Philo
Name: J. Matthew Philo
Title: Senior Managing Director

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The Mainstay Funds on Behalf of its High Yield Corporate
Bond Fund

By: MacKay Shields LLC, its Sub-advisor

By: /s/ J. Matthew Philo

Name: J. Matthew Philo

Title: Senior Managing Director

The Mainstay Funds on Behalf of its Diversified Income
Fund

By: MacKay Shields LLC, its Sub-advisor

By: /s/ J. Matthew Philo

Name: J. Matthew Philo

Title: Senior Managing Director

Mainstay VP Series Fund, Inc. on Behalf of its High Yield
Corporate Bond Portfolio

By: MacKay Shields LLC, its Sub-advisor

By: /s/ J. Matthew Philo

Name: J. Matthew Philo

Title: Senior Managing Director

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Monarch Opportunities Fund LP (f/k/a Quadrangle Debt Opportunities Fund LP)

By: Monarch Alternative Capital LP (f/k/a Quadrangle Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T. J. Vigliotta

Name: T. J. Vigliotta
Title: Principal

Monarch Income Fund LP (f/k/a Quadrangle Debt Recovery Income Fund LP)

By: Monarch Alternative Capital LP (f/k/a Quadrangle Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T. J. Vigliotta

Name: T. J. Vigliotta
Title: Principal

Monarch Debt Recovery Master Fund Ltd (f/k/a QDRF Master Ltd)

By: Monarch Alternative Capital LP (f/k/a Quadrangle Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T. J. Vigliotta

Name: T. J. Vigliotta
Title: Principal

Monarch Income Master Fund Ltd (f/k/a Quadrangle Debt Recovery Income Fund Master Ltd)

By: Monarch Alternative Capital LP (f/k/a Quadrangle Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T. J. Vigliotta

Name: T. J. Vigliotta
Title: Principal

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Monarch Opportunities Master Fund Ltd (f/k/a Quadrangle
Debt Opportunities Fund Master Ltd)

By: Monarch Alternative Capital LP (f/k/a Quadrangle
Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T. J. Vigliotta

Name: T. J. Vigliotta
Title: Principal

Glenview Capital Master Fund, Ltd.

By: /s/ Mark Horowitz
Name: Mark Horowitz
Title: Chief Operating Officer and General Counsel

Glenview Institutional Partners, L.P.

By: /s/ Mark Horowitz
Name: Mark Horowitz
Title: Chief Operating Officer and General Counsel

Glenview Capital Partners, L.P.

By: /s/ Mark Horowitz
Name: Mark Horowitz
Title: Chief Operating Officer and General Counsel

Glenview Capital Management, LLC

By: /s/ Mark Horowitz
Name: Mark Horowitz
Title: Chief Operating Officer and General Counsel

Deephaven Distressed Opportunities Trading Ltd.

By: /s/ Jeffrey Golbus
Name: Jeffrey Golbus
Title: Portfolio Manager