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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): January 28, 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))

Item 1.01 Entry into a Material Definitive Agreement.

On January 29, 2008, Hights Cross Communications, Inc. (“HCCI” or the “Company”) entered into an amendment (the “Amendment”) to the Shareholders Agreement dated August 10, 2007 (the “Shareholders Agreement”) by and among HCCI and the investors listed therein. Pursuant to the Shareholders Agreement, five director positions (the “Investor Directors”) may be designated by certain investor groups that are party to the agreement. The Amendment amends Section 4.1(b) of the Shareholders Agreement to provide that at the option of the majority of the Investor Directors, the Chief Executive Officer of HCCI will be appointed to the Board of Directors of HCCI. Prior to the Amendment, the appointment of the Chief Executive Officer to the Board of Directors was automatic.

A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

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

Effective January 29, 2008, the Second Amended and Restated Certificate of Incorporation of HCCI (the “Charter”) was amended by a Certificate of Amendment (the “Charter Amendment”). The Charter Amendment restates Article IV of the Charter in its entirety and eliminates the Company’s authorized Series A Preferred Stock and Series B Senior Preferred Stock. The Charter Amendment also decreased the par value of the Company’s common stock and preferred stock to \$0.0003 per share.

Effective January 30, 2008, the Company filed a Certificate of Elimination of Shares Designated as Series C Preferred Stock (the “Certificate of Elimination”) that decreased the number of shares of preferred stock designated Series C Preferred Stock from 3,500 shares to zero.

Copies of the Charter Amendment and Certificate of Elimination are attached hereto as Exhibit 3.1 and Exhibit 3.2 and are incorporated by reference herein.

Item 8.01 Other Events.

On January 28, 2008, the Company issued a press release announcing the completion of a comprehensive strategic review and the finalization of plans to offer for sale all of its business assets.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Second Amended and Restated Certificate of Incorporation of Haight Cross Communications, Inc. dated January 29, 2008
3.2	Certificate of Elimination of Shares of Haight Cross Communications, Inc. Designated as Series C Preferred Stock dated January 30, 2008
10.1	Amendment dated January 29, 2008 to Shareholders Agreement dated August 10, 2007
99.1	Press release dated January 28, 2008

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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: January 30, 2008

HAIGHTS CROSS COMMUNICATIONS, INC.

By: /s/ Mark Kurtz

Name: Mark Kurtz

Title: Senior Vice President and Chief Financial
Officer

EXHIBIT INDEX

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10.1	Amendment dated January 29, 2008 to Shareholders Agreement dated August 10, 2007
99.1	Press release dated January 28, 2008

Exhibit 3.1

**CERTIFICATE OF AMENDMENT
OF
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**

* * * * *

HAIGHTS CROSS COMMUNICATIONS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Second Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by deleting Article IV in its entirety and inserting in lieu thereof:

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 ("Uncertified 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 Uncertified 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.

SECOND: That the aforesaid amendment was duly adopted in accordance with the applicable provisions of Sections 242 and 228 of the General Corporation Law of the State of Delaware.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of Second Amended and Restated Certificate of Incorporation to be signed by its duly authorized officer the 29th day of January, 2008.

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

Exhibit 3.2

**CERTIFICATE OF ELIMINATION
OF
HAIGHTS CROSS COMMUNICATIONS, INC.
SHARES DESIGNATED
AS
SERIES C PREFERRED STOCK**

Hights Cross Communications, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

That a Certificate of the Designations, Preferences and Rights of a Series of Preferred Stock to be known as Series C Preferred Stock of the Corporation, was filed in said office of the Secretary of State on April 15, 2004.

That the Board of Directors of said Corporation, by the vote of its members, as filed with the minutes of the Board of Directors, duly adopted a resolution authorizing and directing the elimination of the shares designated as Series C Preferred Stock of the Corporation in accordance with the provisions of section 151 of the General Corporation Law of the State of Delaware. No shares designated as Series C Preferred Stock remain outstanding or will be issued.

This Certificate of Elimination of Shares shall be effective upon filing.

IN WITNESS WHEREOF, said Hights Cross Communications, Inc. has caused this certificate to be signed by Paul J. Crecca, its President and Chief Executive Officer this 30th day of January, 2008.

Hights Cross Communications, Inc.

/s/ Paul J. Crecca

By: Paul J. Crecca

Title: President and Chief Executive Officer

Exhibit 10.1

**AMENDMENT TO
SHAREHOLDERS AGREEMENT**

AMENDMENT dated January 29, 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 4.1(b) of the Shareholders Agreement shall be replaced in its entirety with the following:

"at the option of the majority of the Investor Directors, the then current Chief Executive Officer of the Company (the "CEO Director") for so long as he or she is Chief Executive Officer of the Company, which individual shall initially be Peter Quandt; provided that if for any reason the CEO Director shall cease to serve as Chief Executive Officer of the Company, each of the Shareholders shall promptly vote their respective shares to remove him or her from the board if he or she has not resigned from such position and to elect the person who replaces him or her as Chief Executive Officer of the Company as the new CEO Director."

2. 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.

3. 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.

4. 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).

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 1 -
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

Quadrangle Debt Recovery Income Fund LP
By: Monarch Alternative Capital L.P. (f/k/a
Quadrangle Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T.J. Vigliotta
Name: T.J. Vigliotta
Title: Principal

Quadrangle Debt Opportunities Fund LP
By: Monarch Alternative Capital L.P. (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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QDRF Master Ltd.
By: Monarch Alternative Capital L.P. (f/k/a
Quadrangle Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T.J. Vigliotta

Name: T.J. Vigliotta

Title: Principal

Quadrangle Debt Recovery Income Fund Master Ltd
By: Monarch Alternative Capital L.P. (f/k/a
Quadrangle Debt Recovery Advisors LP)
Its: Advisor

By: /s/ T.J. Vigliotta

Name: T.J. Vigliotta

Title: Principal

Quadrangle Debt Opportunities Fund Master Ltd
By: Monarch Alternative Capital L.P. (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

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Glenview Capital Partners, L.P.

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



Exhibit 99.1

FOR IMMEDIATE RELEASE

Investor Contact:

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

Evercore Contact:

John Honts
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honts@evercore.com

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**HAIGHTS CROSS COMMUNICATIONS ANNOUNCES
INTENDED SALE OF ALL BUSINESS ASSETS**

White Plains, NY, January 28, 2008 — Hights Cross Communications, Inc. (HCC) today announced that it has completed a comprehensive strategic review and has finalized plans to offer for sale all of its business assets. Included in the sale are the company's three remaining operating units:

- Triumph Learning — HCC's test-prep and intervention business, comprised of its *Coach*, *Buckle Down*, and *Options* brands.
- *Recorded Books* — a leading publisher of unabridged audiobooks and other audio media for libraries, schools, and consumers, with operations in the US and the UK.
- Oakstone Publishing, a publisher of continuing medical education (*Oakstone Medical* and *CMEInfo*) and employee wellness materials (*Oakstone Wellness* and *Personal Best*).

A sale process for Sundance/Newbridge Educational Publishing, HCC's K-12 supplemental education business, began in November 2007 and is continuing.

Paul J. Crecca, HCC's President and Chief Executive Officer, commented: "Upon the completion of our recapitalization in August 2007 and the constitution of our Board of Directors, we indicated we would evaluate all strategic alternatives, including the possible sale of all or substantially all of our assets. Throughout this process, the Hights Cross businesses and our committed employees have remained focused on providing customers with quality products and services, and thus strengthening their positions in the markets they serve. We believe that despite the current economic environment, these assets offer compelling value to prospective buyers."

Evercore Partners Inc. (NYSE: EVR) is the company's financial advisor and is coordinating the sale process.

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 and school libraries, consumers, and continuing medical education. Hights Cross companies include: Sundance/Newbridge Educational Publishing (Northborough, MA), Triumph Learning (New York, NY), Buckle Down Publishing and Options Publishing (Iowa City, IA), 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.