

Weiner Neil  
Form 3/A  
January 28, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Foxhill Capital Partners LLC		(Month/Day/Year)	Voyager Learning CO [VLCY.PK]	
(Last)	(First)	(Middle)	11/10/2008	
502 CARNEGIE CENTER,Â SUITE 104			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	11/19/2008
PRINCETON,Â NJÂ 08540			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> Officer	<input type="checkbox"/> Form filed by More than One Reporting Person
			(give title below)	(specify below)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,776,225 (1) (2) (3) (4)	I (2) (3) (4)	By Foxhill Opportunity Master Fund, L.P. (2) (3) (4)
Common Stock	333,820 (2) (3) (4)	I (2) (3) (4)	By managed account (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foxhill Capital Partners LLC 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	^	^ X	^	^
Foxhill Opportunity Fund LP 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	^	^ X	^	^
Foxhill Capital (GP) LLC 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	^	^ X	^	^
Weiner Neil 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	^	^ X	^	^
Foxhill Opportunity Master Fund LP C/O GOLDMAN SACHS (CAYMAN) TRUST LTD. HARBOUR CTR 2ND FL, N CHURCH ST BOX 896 GEORGETOWN, GRAND CAYMAN, E9 KY1-1103	^	^ X	^	^
Foxhill Opportunity Offshore Fund Ltd C/O GOLDMAN SACHS (CAYMAN) TRUST LTD. HARBOUR CTR 2ND FL, N CHURCH ST BOX 896 GEORGETOWN, GRAND CAYMAN, E9 KY1-1103	^	^ X	^	^

## Signatures

FOXHILL OPPORTUNITY MASTER FUND, L.P., By: /s/ Neil Weiner, authorized person	01/28/2009
__Signature of Reporting Person	Date
FOXHILL OPPORTUNITY FUND, L.P., By: FOXHILL CAPITAL (GP), LLC, its general partner, By: /s/ Neil Weiner, its managing member	01/28/2009
__Signature of Reporting Person	Date
FOXHILL OPPORTUNITY OFFSHORE FUND, LTD., By: /s/ Neil Weiner, director	01/28/2009
__Signature of Reporting Person	Date
FOXHILL CAPITAL (GP), LLC, By: /s/ Neil Weiner, its managing member	01/28/2009

