

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 |

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| <u>Signature of Reporting Person</u> | Date |
|---|------------|
| FOXHILL CAPITAL PARTNERS, LLC, By: /s/ Neil Weiner, its managing member | 01/28/2009 |
| <u>Signature of Reporting Person</u> | Date |
| /s/ Neil Weiner | 01/28/2009 |
| <u>Signature of Reporting Person</u> | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
The original Form 3 understated the number of shares owned by Foxhill Opportunity Master Fund L.P. by 300 shares, and such amount
(1) was also omitted from the six Form 4s filed by the Reporting Persons after the original Form 3 was filed. The correct ownership amount is stated above.
As the general partners of Foxhill Opportunity Master Fund, L.P., Foxhill Opportunity Fund, L.P. and Foxhill Opportunity Offshore Fund, Ltd. may be deemed to beneficially own the shares of Common Stock beneficially owned by Foxhill Opportunity Master Fund, L.P. As the general partner of Foxhill Opportunity Fund, L.P., Foxhill Capital (GP), LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Foxhill Opportunity Master Fund, L.P. As the investment manager of each of Foxhill
(2) Opportunity Master Fund, L.P., Foxhill Opportunity Fund, L.P., Foxhill Opportunity Offshore Fund, Ltd. and a managed account for the benefit of a third party, Foxhill Capital Partners, LLC may be deemed to beneficially own the shares of Common Stock beneficially owned by Foxhill Opportunity Master Fund, L.P. and the shares of Common Stock held in a managed account for the benefit of a third party.
(3) (Continuation from footnote 2) As the managing member of Foxhill Capital (GP), LLC and Foxhill Capital Partners, LLC, Neil Weiner may be deemed to beneficially own the shares of Common Stock beneficially owned by Foxhill Opportunity Master Fund, L.P. and the shares of Common Stock held in a managed account for the benefit of a third party.
The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, if any, and
(4) this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.