

Weiner Neil

Form 3

November 19, 2008

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

Â Foxhill Capital Partners LLC

(Last)

(First)

(Middle)

502 CARNEGIE  
CENTER,Â SUITE 104

(Street)

PRINCETON,Â NJÂ 08540

(City)

(State)

(Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

11/10/2008

3. Issuer Name **and** Ticker or Trading Symbol  
Voyager Learning CO [VLCY.PK]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☐ Form filed by One Reporting  
Person  
☒ Form filed by More than One  
Reporting Person**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

2,775,925 (1) (2) (3)

I (1) (2) (3)

By Foxhill Opportunity Master  
Fund, L.P. (1) (2) (3)

Common Stock

333,820 (1) (2) (3)

I (1) (2) (3)

By managed account (1) (2) (3)

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 Security4. Conversion  
or Exercise5. Ownership  
Form of6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

# Edgar Filing: Weiner Neil - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foxhill Capital Partners LLC 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	Â	Â X	Â	Â
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	Â	Â X	Â	Â
Foxhill Opportunity Fund LP 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	Â	Â X	Â	Â
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	Â	Â X	Â	Â
Foxhill Capital (GP) LLC 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	Â	Â X	Â	Â
Weiner Neil 502 CARNEGIE CENTER SUITE 104 PRINCETON, NJ 08540	Â	Â X	Â	Â

## Signatures

FOXHILL OPPORTUNITY MASTER FUND, L.P., By: /s/ Neil Weiner, authorized person	11/19/2008
_____ **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	11/19/2008
_____ **Signature of Reporting Person	Date
FOXHILL OPPORTUNITY OFFSHORE FUND, LTD., By: /s/ Neil Weiner, director	11/19/2008
_____ **Signature of Reporting Person	Date
FOXHILL CAPITAL (GP), LLC, By: /s/ Neil Weiner, its managing member	11/19/2008

## Edgar Filing: Weiner Neil - Form 3

\_\_Signature of Reporting Person

Date

FOXHILL CAPITAL PARTNERS, LLC, By: /s/ Neil Weiner, its managing member

11/19/2008

\_\_Signature of Reporting Person

Date

/s/ Neil Weiner

11/19/2008

\_\_Signature of Reporting Person

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).

(1) 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 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.

(2) (Continued from footnote 1) 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.

(3) The Reporting Persons disclaim beneficial ownership of these securities except to the extent of their pecuniary interest therein, if any, and 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.