

---

---

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

---

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

---

**LEARN CW INVESTMENT CORPORATION**  
(Name of Issuer)

Class A Ordinary Shares, par value \$0.0001 per share  
(Title of Class of Securities)

G54157105  
(CUSIP Number)

August 1, 2024  
(Date of Event Which Requires Filing of this Statement)

---

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

1	NAMES OF REPORTING PERSONS Koch Industries, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Kansas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 (1)
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER 0 (1)
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0 (1)	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.0%	
12	TYPE OF REPORTING PERSON OO	

(1) Effective August 1, 2024, pursuant to an internal reorganization, Koch Industries, LLC (formerly known as Koch Industries, Inc.) (“KII”) ceased to own equity interests, directly or indirectly, of Spring Creek Capital, LLC (“Spring Creek”), and Koch, Inc. became the indirect ultimate parent company of both Spring Creek and KII. Accordingly, KII no longer has (or shall be deemed to have) beneficial ownership of any Class A Ordinary Shares, par value \$0.0001 per share (the “Public Shares”), of Learn CW Investment Corporation (the “Issuer”) held by Spring Creek.

1	NAMES OF REPORTING PERSONS	
	Spring Creek Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0% (1)	
12	TYPE OF REPORTING PERSON OO	

(1) Calculated using 9,338,421 Public Shares deemed outstanding as of May 21, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on May 22, 2024.

1	NAMES OF REPORTING PERSONS	
	Koch, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Kansas	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
	6	SHARED VOTING POWER 0
	7	SOLE DISPOSITIVE POWER
	8	SHARED DISPOSITIVE POWER 0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0% (1)	
12	TYPE OF REPORTING PERSON CO	

(1) Calculated using 9,338,421 Public Shares deemed outstanding as of May 21, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on May 22, 2024.

**Item 1(a). Name of Issuer: Learn CW Investment Corporation (the “Issuer”)**

**Item 1(b). Address of Issuer’s Principal Executive Officers:** 11755 Wilshire Blvd., Suite 2320, Los Angeles, California 90025

**Item 2(a). Name of Person Filing:**

Spring Creek Capital, LLC (“Spring Creek”)  
SCC Holdings, LLC (“SCC”)  
KIM, LLC (“KIM”)  
Koch Investments Group, LLC (“KIG”)  
Koch Investments Group Holdings, LLC (“KIGH”)  
Koch Companies, LLC (“KCLLC”)  
Koch, Inc.  
Koch Industries, LLC (formerly known as Koch Industries, Inc.) (“KII”)

(Each a “Reporting Person,” and collectively, the “Reporting Persons”).

**Item 2(b). Address or Principal Business Office or, if None, Residence:**

The principal business office for all Reporting Persons filing is:

4111 E. 37<sup>th</sup> Street North  
Wichita, KS 67220

**Item 2(c). Citizenship:** See Item 4 of each cover page.

**Item 2(d). Title of Class of Securities:** Class A Ordinary Shares, par value \$0.0001 per share (“Public Shares”).

**Item 2(e). CUSIP No.:** G54157105.

**Item 3. If this Statement is Filed Pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a** Not applicable.

**Item 4. Ownership.**

(a) Amount beneficially owned: See Item 9 of each cover page.

(b) Percent of class: See Item 11 of each cover page. Calculated using 9,338,421 Public Shares deemed outstanding as of May 21, 2024, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on May 22, 2024.

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote: See Item 5 of each cover page.
- (ii) Shared power to vote or to direct the vote: See Item 6 of each cover page.
- (iii) Sole power to dispose or to direct the disposition of: See Item 7 of each cover page.
- (iv) Shared power to dispose or to direct the disposition of: See Item 8 of each cover page.

Spring Creek is beneficially owned by SCC, SCC is beneficially owned by KIM, KIM is beneficially owned by KIG, KIG is beneficially owned by KIGH, KIGH is beneficially owned by KCLLC, and KCLLC is beneficially owned by Koch, Inc., in each case by means of ownership of all voting equity instruments. As of the date hereof, none of the Reporting Persons hold any Public Shares.

**Item 5. Ownership of 5 Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than 5 percent of the class of securities, check the following

**Item 6. Ownership of More than 5 Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certifications.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 9, 2024

**Spring Creek Capital, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Vice President and Secretary

**SCC Holdings, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Secretary

**KIM, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Vice President and Secretary

**Koch Investments Group, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Secretary

**Koch Investments Group Holdings, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Secretary

**Koch Companies, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Assistant Secretary

**Koch, Inc.**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Assistant Secretary

**Koch Industries, LLC**

By: /s/ Michael F. Zundel  
Name: Michael F. Zundel  
Title: Assistant Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Title</u>
99.1	Joint Filing Agreement



## JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G/A filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the Class A Ordinary Shares, par value \$0.0001 per share, of Learn CW Investment Corporation (this "Agreement"), is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below that is named as a reporting person in such filing in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: August 9, 2024

**Spring Creek Capital, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Vice President and Secretary

**SCC Holdings, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Secretary

**KIM, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Vice President and Secretary

**Koch Investments Group, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Secretary

**Koch Investments Group Holdings, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Secretary

**Koch Companies, LLC**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Assistant Secretary

**Koch, Inc.**

By: /s/ Raffaele G. Fazio  
Name: Raffaele G. Fazio  
Title: Assistant Secretary

**Koch Industries, LLC**

By: /s/ Michael F. Zundel  
Name: Michael F. Zundel  
Title: Assistant Secretary