# **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Under the Securities Exchange Act of 1934** 

# **CHURCHILL DOWNS INC**

(Name of Issuer)

COMMON STOCK (Title of Class of Securities)

171484108 (CUSIP Number)

October 7, 2014 (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 information required on 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).

CUSIP N	No. 1714841	108	Page 2 of 41 Pages
1		OF REPORTING PERSONS ENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)	
		ster Fund, Ltd.	
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
	(a) 🗆	(b) □	
3	SEC USE		
3	old obl		
4	CITIZEN	ISHIP OR PLACE OF ORGANIZATION	
	Cayman		
		5 SOLE VOTING POWER	
	(DED 05	332,839 (See Item 4)	
	IBER OF LIARES	6 SHARED VOTING POWER	
	FICIALLY		
OW	NED BY	None (see Item 4)	
	ACH	7 SOLE DISPOSITIVE POWER	
	ORTING RSON	222 020 (C I )	
	VITH	332,839 (See Item 4)  8 SHARED DISPOSITIVE POWER	
		6 SHARED DISPOSITIVE POWER	
		None	
9	AGGREC	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		(See Item 4)	
10	CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □	
	Not Appl	iicahla	
11		IT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	1.92%		
12	TYPE OF	F REPORTING PERSON*	
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CUSIP N	To. 171484	108		Page 3 of 41 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Global, LLC						
2	CHECK	ΤH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) $\Box$						
3	(a)  SEC USE		b)				
3	SEC USE	<u>.</u> U	NLY				
4	CITIZEN	ISF	IIP OR PLACE OF ORGANIZATION				
	_						
	Delaware						
		5	SOLE VOTING POWER				
NII IN	IBER OF		332,839				
	IARES	6	SHARED VOTING POWER				
	FICIALLY						
OW	NED BY		None (See Item 4)				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON		222 222				
	VITH		332,839				
•	VIIII	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	332,839 (						
10	CHECK	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Not Applicable						
11			DF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
		- '					
	1.92%						
12	TYPE OI	FR	EPORTING PERSON*				
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CUSIP N	o. 171484	108		Page 4 of 41 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Global Investments, Ltd.						
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(-)	0					
3	(a)  SEC USE						
3	SEC USE	± 0	NLY				
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION				
	_						
	Cayman						
		5	SOLE VOTING POWER				
NII IM	BER OF		332,839				
	ARES	6	SHARED VOTING POWER				
	FICIALLY						
OWI	NED BY		None (See Item 4)				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON		200 000				
	VITH	_	332,839				
•	, 1111	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	332,839 (						
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Not Applicable						
11			OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
10	1.92%						
12	TYPE OI	FК	EPORTING PERSON*				
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CUSIP N	o. 171484	108		Page 5 of 41 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Institutional Fund, LLC						
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
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3	(a)  SEC USE		o)				
3	SEC USE	± 0	NLY				
4	CITIZEN	ISH	IIP OR PLACE OF ORGANIZATION				
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	Delaware						
		5	SOLE VOTING POWER				
NII IM	BER OF		332,839				
	ARES	6	SHARED VOTING POWER				
BENE	FICIALLY						
	NED BY		None (See Item 4)				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON		222.020				
	VITH	0	332,839 SHARED DISPOSITIVE POWER				
		ŏ	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	332,839 (						
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Not Applicable						
11			OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	1.92%						
12	TYPE OI	F R	EPORTING PERSON*				
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CUSIP N	o. 171484	108		Page 6 of 41 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Institutional Fund, Ltd.						
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
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3	(a)  SEC USE						
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4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION				
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	Cayman						
		5	SOLE VOTING POWER				
NII IM	BER OF		332,839				
	ARES	6	SHARED VOTING POWER				
	FICIALLY						
OWI	NED BY		None (See Item 4)				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON		200 000				
	VITH	_	332,839				
•	, 1111	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	332,839 (						
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Not Applicable						
11			OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
10	1.92%						
12	TYPE OI	FК	EPORTING PERSON*				
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CUSIP N	To. 1714841	108	Page 7 of 41 Pages	
1		OF REPORTING PERSONS ENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)		
	Atlas Inst	titutional Fund II, LLC		
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) □	(b) □		
3	SEC USE			
3	SEC OSE	JONEI		
4	CITIZEN	ISHIP OR PLACE OF ORGANIZATION		
	Delaware			
		5 SOLE VOTING POWER		
NITIN	IDED OF	332,839		
	IBER OF L IARES	6 SHARED VOTING POWER		
	FICIALLY			
	NED BY	None (See Item 4)		
	ACH	7 SOLE DISPOSITIVE POWER		
	ORTING RSON			
	77007.7	332,839		
•	VIIII	8 SHARED DISPOSITIVE POWER		
		None (See Item 4)		
9	AGGREC	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
		(See Item 4)		
10	CHECK I	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □		
	NI - ( A 1)	P11.		
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
11	FERCEN	1 OF CLASS REFRESENTED BT AMOUNT IN ROW (9)		
	1.92%			
12	TYPE OF	F REPORTING PERSON*		
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CUSIP N	Io. 171484	108		Page 8 of 41 Pages		
1			REPORTING PERSONS			
	I.R.S. ID	EN	TIFICATION NOS. OF ABOVE PERSONS (Entities Only)			
	Atlas Ins	titu	tional Fund II, Ltd.			
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	<i>⟨</i>	-				
3	(a)  SEC USI		b)			
3	SEC USI	2 0	NLI			
4	CITIZEN	ISH	IIP OR PLACE OF ORGANIZATION			
	<i>C</i>					
	Cayman	5	SOLE VOTING POWER			
		J	SOLE VOTING FOWER			
NUM	IBER OF		332,839			
	IARES	6	SHARED VOTING POWER			
	FICIALLY					
	NED BY		None (See Item 4)			
	ACH ORTING	7	SOLE DISPOSITIVE POWER			
	RSON		332,839			
V	VITH	8	SHARED DISPOSITIVE POWER			
-	10000	- A	None (See Item 4)			
9	AGGRE	JA.	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	332,839	Sec	• Item 4)			
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	Not Applicable					
11	PERCEN	T (	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	1.92%					
12		F R	EPORTING PERSON*			
	CO					

CUSIP N	o. 171484	108		Page 9 of 41 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Global Japan Unit Trust						
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
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3	(a)  SEC USE		o)				
3	SEC USE	± 0	NLY				
4	CITIZEN	ISH	IIP OR PLACE OF ORGANIZATION				
	Cayman						
		5	SOLE VOTING POWER				
NII IM	BER OF		332,839				
	ARES	6	SHARED VOTING POWER				
	FICIALLY						
OWI	NED BY		None (See Item 4)				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON		222 222				
	VITH	_	332,839				
•	, 1111	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	332,839 (						
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Not Applicable						
11			OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
			· ·				
	1.92%						
12	TYPE OI	F R	EPORTING PERSON*				
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CUSIP N	Io. 171484	108		Page 10 of 41 Pages		
1			REPORTING PERSONS			
	I.R.S. ID	EN	TIFICATION NOS. OF ABOVE PERSONS (Entities Only)			
	Atlas Enl	nan	ced Master Fund, Ltd.			
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
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3	(a)  SEC USI		b)			
3	SEC USI	<u>.</u> U	NLY			
4	CITIZEN	ISH	IIP OR PLACE OF ORGANIZATION			
	<i>C</i>					
	Cayman	5	SOLE VOTING POWER			
		J	SOLE VOTING FOWER			
NUM	IBER OF		305,949			
	IARES	6	SHARED VOTING POWER			
	FICIALLY					
	NED BY		None (See Item 4)			
	ACH ORTING	7	SOLE DISPOSITIVE POWER			
	RSON		305,949			
V	VITH	8	SHARED DISPOSITIVE POWER			
-	10000	- A	None (See Item 4)			
9	AGGRE	JА	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	305,949 (	Sec	e Item 4)			
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	Not Applicable					
11	PERCEN	IT (	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	1.76%					
12		F R	EPORTING PERSON*			
	CO					

CUSIP N	To. 171484	108		Page 11 of 41 Pages			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
			ced Fund, L.P.				
2	CHECK	ΤН	E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) $\Box$	0					
3	(a)  SEC USE						
3	SEC USE	. 0	NLY				
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION				
	_						
	Delaware						
		5	SOLE VOTING POWER				
NII IN/	IBER OF		305,949				
	ARES	6	SHARED VOTING POWER				
	FICIALLY						
OWI	NED BY		None (See Item 4)				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON						
	VITH		305,949				
•	V1111	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GA.	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	305,949 (						
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* $\ \square$				
	Not Appl	ion	ala.				
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	LLICEIV	1 (	A CLASS REPRESENTED DI TRICOTTI IN TOTA (3)				
	1.76%						
12	TYPE OI	R	EPORTING PERSON*				
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CUSIP N	o. 1714841	108		Page 12 of 41 Page			
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
			ced Fund, Ltd.				
2	CHECK '	ТН	E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) $\Box$	0					
3	(a)  SEC USE		D)				
3	SEC USI	. 0	NL1				
4	CITIZEN	SH	IIP OR PLACE OF ORGANIZATION				
	Cayman						
		5	SOLE VOTING POWER				
NII IN A	DED OF		305,949				
	BER OF ARES	6	SHARED VOTING POWER				
_	FICIALLY						
	NED BY		None (See Item 4)				
	ACH	7	SOLE DISPOSITIVE POWER				
	ORTING RSON		207.040				
	/ITH	_	305,949				
•	, , , , , ,	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	305,949 (		· ·				
10	CHECK	во	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	1.76%						
12	TYPE OF	R	EPORTING PERSON*				
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CUSIP N	o. 171484	108		Page 13 of 41 Pages		
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	Atlas Fundamental Trading Master Fund, Ltd.					
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗆		b) 🗆			
3	SEC USE	ΞO	NLY			
4	CITIZEN	ISH	IIP OR PLACE OF ORGANIZATION			
	Cayman					
:	0.0)	5	SOLE VOTING POWER			
NII IN	DED OF		24,628			
NUMBER OF 24,628 SHARES 6 SHARED VOTING POWER						
BENEFICIALLY						
OWNED BY None (See Item 4)						
	ACH	7	SOLE DISPOSITIVE POWER			
	ORTING RSON		2.4.000			
	/ITH		24,628			
•	/1111	8	SHARED DISPOSITIVE POWER			
			None (See Item 4)			
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	24,628 (5					
10	CHECK	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □			
	Not Applicable					
11			OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	.14%					
12	TYPE OI	FR	EPORTING PERSON*			
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CUSIP N	o. 171484	108		Page 14 of 41 Pages	
1	NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
			mental Trading Fund, L.P.		
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆	(1	b) 🗆		
3	SEC USE				
4	CITIZEN	CI	IIP OR PLACE OF ORGANIZATION		
4	CITIZEN	ЮП	IP OR PLACE OF ORGANIZATION		
	Delaware	<u>)</u>			
		5	SOLE VOTING POWER		
NIT IN A	DED OF		24,628		
NUMBER OF					
SHARES 6 SHARED VOTING POWER BENEFICIALLY					
OWNED BY Nor			None (See Item 4)		
	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING RSON				
	KSON /ITH	_	24,628		
•	V 1 1 1 1 1	8	SHARED DISPOSITIVE POWER		
			None (See Item 4)		
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	24,628 (\$				
10	CHECK	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □		
	Not Applicable				
11			OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		
10	.14%	- P	EDODTING DEDCOMP		
12	I YPE OI	· K	EPORTING PERSON*		
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CUSIP N	To. 171484	108		Page 15 of 41 Page		
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
			nental Trading Fund, Ltd.			
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗆	a	a) $\square$			
3	SEC USI					
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION			
	Cayman					
	Gayman	5	SOLE VOTING POWER			
NIIV	IBER OF		24,628			
SHARES 6 SHARED VOTING POWER						
BENEFICIALLY OWNED BY None (See Item 4)						
	ACH	7	SOLE DISPOSITIVE POWER			
	ORTING					
	RSON VITH		24,628			
•	V1111	8	SHARED DISPOSITIVE POWER			
			None (See Item 4)			
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	24 C20 (C - 1 1)					
10	24,628 (See Item 4)  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □					
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	Not Applicable					
11	PERCEN	IT (	OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	.14%					
12		F R	EPORTING PERSON*			
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CUSIP N	To. 1714841	108		Page 16 of 41 Pages		
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
			sny Atlas Enhanced Fund Limited			
2	CHECK '	ΤН	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) □	0	a) $\square$			
3	SEC USE					
5	old obl					
4	CITIZEN	SH	IP OR PLACE OF ORGANIZATION			
	Jersey					
		5	SOLE VOTING POWER			
			35,666			
	IBER OF IARES	6	SHARED VOTING POWER			
	FICIALLY					
OWI	NED BY		None (See Item 4)			
	ACH	7	SOLE DISPOSITIVE POWER			
	ORTING RSON		DE 000			
	VITH	0	35,666			
·		Ö	SHARED DISPOSITIVE POWER			
			None (See Item 4)			
9	AGGRE	GΑ	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	35,666 (S					
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □			
	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
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	.21%					
12	TYPE OF	R	EPORTING PERSON*			
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CUSIP N	o. 171484	108		Page 17 of 41 Pages		
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	BAM Zie	M	aster Fund, Ltd.			
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	✓ \ □					
3	(a)  SEC USE					
3	SEC USI	2 0	NLI			
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION			
	Cayman					
		5	SOLE VOTING POWER			
NII IN A	DED OF		210,642			
	BER OF ARES	6	SHARED VOTING POWER			
	FICIALLY					
OWI	NED BY		None (See Item 4)			
	ACH	7	SOLE DISPOSITIVE POWER			
	ORTING RSON		040.649			
	VITH	_	210,642			
·	, 1111	8	SHARED DISPOSITIVE POWER			
			None (See Item 4)			
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	210,642 (					
10	CHECK	ВО	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □			
	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	1.21%					
12	TYPE OI	FR	EPORTING PERSON*			
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CUSIP N	o. 171484	108		Page 18 of 41 Pages		
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	BAM Zie					
2	CHECK	TH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗆	(1	o) $\square$			
3	SEC USI	ΞΟ	NLY			
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
NII IM	BED OF		210,642			
NUMBER OF 210,042 SHARES 6 SHARED VOTING POWER						
BENEFICIALLY						
			None (See Item 4)			
	ACH ORTING	7	SOLE DISPOSITIVE POWER			
	RSON		210.642			
	VITH	0	210,642 SHARED DISPOSITIVE POWER			
		0	SHARED DISPOSITIVE POWER			
			None (See Item 4)			
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	210,642					
10	CHECK	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □			
	Not Applicable					
11			DF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	1.21%					
12	TYPE O	FR	EPORTING PERSON*			

CUSIP N	o. 171484	108		Page 19 of 41 Pages		
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	BAM Zie	. Fu	ınd, Ltd.			
2	CHECK	ΤH	E APPROPRIATE BOX IF A MEMBER OF A GROUP*			
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3	(a)  SEC USI		o)			
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	Cayman					
		5	SOLE VOTING POWER			
NI IN	IBER OF		210,642			
	ARES	6	SHARED VOTING POWER			
BENE	FICIALLY					
	NED BY		None (See Item 4)			
	ACH	7	SOLE DISPOSITIVE POWER			
	ORTING RSON		210.642			
	VITH	0	210,642 SHARED DISPOSITIVE POWER			
·		ŏ	SHARED DISPOSITIVE POWER			
			None (See Item 4)			
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	210,642					
10	CHECK	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □			
	Not Applicable					
11			OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
10	1.21%	C P	EDODTING DED COM*			
12	IYPEO	۲K	EPORTING PERSON*			
	CO					

CUSIP N	o. 1714841	108		Page 20 of 41 Pages	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
			et Management L.P.		
2	CHECK '	ГНЕ	APPROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆	(h)			
3	SEC USE				
3	020 002	. 011			
4	CITIZEN	SHI	P OR PLACE OF ORGANIZATION		
	Delaware				
		5 5	SOLE VOTING POWER		
			909,724 (See Item 4)		
	BER OF ARES		SHARED VOTING POWER		
	ARES FICIALLY	Ϊ.	AINED VOINGTOWER		
	NED BY	]	None		
	ACH	7 5	SOLE DISPOSITIVE POWER		
	ORTING				
	RSON /ITH		909,724 (See Item 4)		
V	ИПП	8 3	SHARED DISPOSITIVE POWER		
		١,	None		
9	AGGREC		E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
3	HOOKE	J2 11 1	ANNOON BENEFICIALLY OWNED BY ENGINEEORING PERSON		
	909,724 (	See	item 4)		
10	CHECK	BOX	IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □		
	Not Applicable				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	5.24%				
12		RE	PORTING PERSON*		
	1111 01		··· · · · ·		
Í	IA				

CUSIP N	lo. 1714841	108	Page 21 of 41 Pages			
1	I.R.S. IDI	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
_		Dmitry Balyasny				
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) □	(b) □				
3	SEC USE					
4	CITIZEN	NSHIP OR PLACE OF ORGANIZATION				
	United St	tates				
		5 SOLE VOTING POWER				
		909,724 (See Item 4)				
	IBER OF LARES	6 SHARED VOTING POWER				
	FICIALLY					
	NED BY	None				
	ACH	7 SOLE DISPOSITIVE POWER				
	ORTING RSON	000 704 (Cap Harry 4)				
	VITH	909,724 (See Item 4) 8 SHARED DISPOSITIVE POWER				
		O SHAKED DISPOSITIVE FOWER				
		None				
9	AGGREC	GATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
10		(See Item 4)				
10	CHECK	BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
40	5.24%	E DEDODTING DEDGONA				
12	TYPE OF	F REPORTING PERSON*				
	IN					
1						

# Item 1 (a) <u>Name of Issuer:</u>

CHURCHILL DOWNS INC. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

600 North Hurstbourne Parkway Suite 400 Louisville, KY 40222 United States

#### **Item 2** (a) - (c) This statement is filed on behalf of the following:

- (1) Atlas Master Fund, Ltd. is a Cayman corporation ("AMF"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies.
- (2) Atlas Global, LLC is a Delaware limited liability company ("AG"), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AG owns 11.18% of the equity interests in AMF.
- (3) Atlas Global Investments, Ltd. is a Cayman corporation ("AGI"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AGI owns 20.26% of the equity interests in AMF.
- (4) Atlas Institutional Fund, LLC is a Delaware limited liability company ("AIF LLC"), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AIF LLC owns 4.16% of the equity interests in AMF.
- (5) Atlas Institutional Fund, Ltd. is a Cayman corporation ("AIF LTD"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AIF, LTD owns 15.28% of the equity interests in AMF.
- (6) Atlas Institutional Fund II, LLC is a Delaware limited liability company ("AIF2 LLC"), with its principal business office at 181 West Madison, Suite 3600, and Chicago, IL 60602. AIF2 LLC owns 10.81% of the equity interests in AMF.
- (7) Atlas Institutional Fund II, Ltd. is a Cayman corporation ("AIF2 LTD"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AIF2 LTD owns 26.49% of the equity interests in AMF.

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- (8) Atlas Global Japan Unit Trust is a Cayman exempted unit trust ("AGJ"), with its principal business office at c/o CIBC Bank and Trust Company (Cayman) Limited, CIBC Financial Centre, 11 Dr. Roy's Drive-3rd Floor, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies. AGJ owns 7.66% of the equity interests in AMF.
- (9) Atlas Enhanced Master Fund, Ltd. is a Cayman corporation ("AEMF"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies.
- (10) Atlas Enhanced Fund, L.P. is a Delaware limited partnership ("AEF LP"), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AEF LP owns 21.79% of the equity interests in AEMF.
- (11) Atlas Enhanced Fund, Ltd. is a Cayman corporation ("AEF LTD"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AEF LTD. owns 78.20% of the equity interests in AEMF.
- (12) Atlas Fundamental Trading Master Fund Ltd. is a Cayman corporation ("AFT MASTER"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies.
- (13) Atlas Fundamental Trading Fund, L.P., is a Delaware limited partnership ("AFT LP"), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AFT LP owns 77.71% of the equity interests in AFT MASTER.
- (14) Atlas Fundamental Trading Fund Ltd. is a Cayman corporation ("AFT LTD"), with its principal business office at c/o Maples Corporate Services Limited, P.O Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. AFT LTD owns 22.20% of the equity interests in AFT MASTER.
- (15) Lyxor/Balyasny Atlas Enhanced Fund Limited is a Jersey limited corporation ("LYXOR"), with its registered office at 18 Esplanade, St. Helier, Jersey JE4 8RT, Channel Islands.
- (16) BAM Zie Master Fund, Ltd. is a Cayman corporation ("BZMF"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies.

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- (17) BAM Zie Fund, LLC is a Delaware limited liability company ("BZF LLC"), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. BZF LLC owns 47.61% of the equity interests in BZMF.
- (18) BAM Zie Fund, Ltd. is a Cayman corporation ("BZF LTD"), with its principal business office at c/o Maples Corporate Services Limited, P.O. Box 309, Ugland House, George Town, Grand Cayman KY1-1104, Cayman Islands, British West Indies. BZF LTD owns 52.18% of the equity interests in BZMF.
- (19) Balyasny Asset Management L.P. is a Delaware limited partnership ("BAM"), with its principal business office at 181 West Madison, Suite 3600, and Chicago, IL 60602. BAM is the investment manager to each of AMF, AG, AGI, AIF LLC, AIF LTD, AIF2 LLC, AIF2 LTD, AGJ, AEMF, AEF LP, AEF LTD, AFT MASTER, AFT LP, AFT LTD, LYXOR, BZMF, BZF LLC, BZF LTD.
- (20) Dmitry Balyasny, a United States citizen whose business address is 181 West Madison, Suite 3600, Chicago, IL 60602. Dmitry Balyasny is the sole managing member of the general partner of BAM.
- (d) <u>Title of Class of Securities</u>:

Common Stock

(e) <u>CUSIP Number</u>: 171484108

Item 3 If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

**Item 4** Ownership:

**AMF** 

(a) <u>Amount Beneficially Owned</u>:

332,839

(b) Percent of Class:

1.92%

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# (c) <u>Number of Shares as to which person has</u>:

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

332,839

(iv) Shared power to dispose or to direct disposition of:

None

<u>AG</u>

### (a) Amount Beneficially Owned:

By virtue of its ownership of 11.18% of the equity interest in AMF, AG may be deemed to beneficially own the 332,839 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

1.92%

# (c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

332,839

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 $\begin{array}{c} \hbox{(iv)} & \hbox{Shared power to dispose or to direct disposition of:} \\ & \hbox{None} \end{array}$ 

# <u>AGI</u>

#### (a) Amount Beneficially Owned:

By virtue of its ownership of 20.26% of the equity interest in AMF, AGI may be deemed to beneficially own the 332,839 Shares of the Company's Common Stock beneficially owned by AMF.

### (b) Percent of Class:

1.92%

### (c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(ii) Sole power to dispose or direct disposition of:

332,839

(iv) Shared power to dispose or to direct disposition of:

None

#### AIF LLC

# (a) Amount Beneficially Owned:

By virtue of its ownership of 4.16% of the equity interest in AMF, AIF LLC may be deemed to beneficially own the 332,839 Shares of the Company's Common Stock beneficially owned by AMF.

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(b) <u>Percent of Class</u>:

1.92%

(c) <u>Number of Shares as to which person has:</u>

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

332.839

(iv) Shared power to dispose or to direct disposition of:

None

### AIF LTD

(a) Amount Beneficially Owned:

By virtue of its ownership of 15.28% of the equity interest in AMF, AIF LTD may be deemed to beneficially own the 332,839 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

1.92%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

332,839

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 $\begin{array}{c} \hbox{(iv)} & \hbox{Shared power to dispose or to direct disposition of:} \\ & \hbox{None} \end{array}$ 

### AIF2 LLC

### (a) Amount Beneficially Owned:

By virtue of its ownership of 10.81% of the equity interest in AMF, AIF2 LLC may be deemed to beneficially own the 332,839 Shares of the Company's Common Stock beneficially owned by AMF.

### (b) Percent of Class:

1.92%

### (c) <u>Number of Shares as to which person has:</u>

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

332,839

(iv) Shared power to dispose or to direct disposition of:

None

#### AIF2 LTD

# (a) Amount Beneficially Owned:

By virtue of its ownership of 26.49% of the equity interest in AMF, AIF2 LTD may be deemed to beneficially own the 332,839 Shares of the Company's Common Stock beneficially owned by AMF.

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(b) Percent of Class:
1.92%

# (c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

332.839

(iv) Shared power to dispose or to direct disposition of:

None

### <u>AGJ</u>

### (a) Amount Beneficially Owned:

By virtue of its ownership of 7.66% of the equity interest in AMF, AGJ may be deemed to beneficially own the 332,839 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

1.92%

# (c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

332,839

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

332,839

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(iv) Shared power to dispose or to direct disposition of:
None

# **AEMF**

(a) Amount Beneficially Owned:

305,949

(b) Percent of Class:

1.76%

- (c) <u>Number of Shares as to which person has:</u>
  - (i) Sole power to vote or to direct vote:

305,949

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

305,949

(iv) Shared power to dispose or to direct disposition of:

None

# AEF LP

# (a) Amount Beneficially Owned:

By virtue of its ownership of 21.79% of the equity interest in AEMF, AEF LP may be deemed to beneficially own the 305,949 Shares of the Company's Common Stock beneficially owned by AEMF.

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(b) <u>Percent of Class</u>:

1.76%

(c) <u>Number of Shares as to which person has:</u>

(i) Sole power to vote or to direct vote:

305,949

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

305 949

(iv) Shared power to dispose or to direct disposition of:

None

# AEF LTD

(a) Amount Beneficially Owned:

By virtue of its ownership of 78.20% of the equity interest in AEMF, AEF LTD may be deemed to beneficially own the 305,949 Shares of the Company's Common Stock beneficially owned by AEMF.

(b) Percent of Class:

1.76%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

305,949

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

305,949

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None

AFT MASTER

(a) Amount Beneficially Owned:

24,628

Shared power to dispose or to direct disposition of:

(b) Percent of Class:

(iv)

.14%

- (c) <u>Number of Shares as to which person has</u>:
  - (i) Sole power to vote or to direct vote:

24,628

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

24.628

(iv) Shared power to dispose or to direct disposition of:

None

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#### AFT LP

#### (a) Amount Beneficially Owned:

By virtue of its ownership of 77.71% of the equity interest in AFT MASTER, AFT LP may be deemed to beneficially own the 24,628 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

### (b) Percent of Class:

.14%

# (c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

24,628

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

24,628

(iv) Shared power to dispose or to direct disposition of:

None

# AFT LTD

# (a) Amount Beneficially Owned:

By virtue of its ownership of 22.20% of the equity interest in AFT MASTER, AFT LTD may be deemed to beneficially own the 24,628 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

#### (b) Percent of Class:

.14%

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LYXOR

(a) Amount Beneficially Owned:

35,666

(b) Percent of Class:
.21%

(c) Number of Shares as to which person has:
(i) Sole power to vote or to direct vote:
35,666

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:

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Number of Shares as to which person has:

24,628

24,628

None

35,666

Sole power to vote or to direct vote:

Shared power to vote or to direct vote:

Sole power to dispose or direct disposition of:

Shared power to dispose or to direct disposition of:

(c)

(ii)

(iii)

(iv)

(iv) Shared power to dispose or to direct disposition of:

None

F

# **BZMF**

(a) Amount Beneficially Owned:

210,642

(b) Percent of Class:

1.21%

- (c) Number of Shares as to which person has:
  - (ii) Sole power to vote or to direct vote:

210,642

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

210 642

(iv) Shared power to dispose or to direct disposition of:

None

### **BZF LLC**

(a) Amount Beneficially Owned:

By virtue of its ownership of 47.61% of the equity interest in BZMF, BZF LLC may be deemed to beneficially own the 210,642 Shares of the Company's Common Stock beneficially owned by BZMF.

(b) Percent of Class:

1.21%

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# (c) <u>Number of Shares as to which person has</u>:

(iv) Sole power to vote or to direct vote:

210,642

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

210,642

(iv) Shared power to dispose or to direct disposition of:

None

#### **BZF LTD**

### (a) Amount Beneficially Owned:

By virtue of its ownership of 52.18% of the equity interest in BZMF, BZF LTD may be deemed to beneficially own the 210,642 Shares of the Company's Common Stock beneficially owned by BZMF.

(b) Percent of Class:

1.21%

# (c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:

210,642

(ii) Shared power to vote or to direct vote:

None

(v) Sole power to dispose or direct disposition of:

210,642

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 $\begin{array}{c} \hbox{(iv)} & \hbox{Shared power to dispose or to direct disposition of:} \\ & \hbox{None} \end{array}$ 

#### **BAM**

#### (a) Amount Beneficially Owned:

By virtue of its position as investment manager to each of AMF, AG, AGI, AIF LLC, AIF LTD, AIF2 LLC, AIF2 LTD, AGJ, AEMF, AEF LP, AEF LTD, AFT MASTER, AFT LP, AFT LTD, LYXOR, BZMF, BZF LLC, and BZF LTD, BAM may be deemed to beneficially own the 909,724 Shares of the Company's Common Stock beneficially owned by AMF, AG, AGI, AIF LLC, AIF LTD, AIF2 LLC, AIF2 LTD, AGJ, AEMF, AEF LP, AEF LTD, AFT MASTER, AFT LP, AFT LTD, LYXOR, BZMF, BZF LLC, and BZF LTD.

(b) Percent of Class:

5.24%

- (c) Number of Shares as to which person has:
  - (i) Sole power to vote or to direct vote:

909,724

(ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of:

909 724

(iv) Shared power to dispose or to direct disposition of:

None

#### **Dmitry Balyasny**

### (a) Amount Beneficially Owned:

By virtue of his position as the sole managing member of the general partner of BAM, Mr. Balyasny may be deemed to beneficially own the 909,724 Shares of the Company's Common Stock beneficially owned by BAM.

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(b) Percent of Class: 5.24% Number of Shares as to which person has: (c) (i) Sole power to vote or to direct vote: 909,724 Shared power to vote or to direct vote: (ii) None (iii) Sole power to dispose or direct disposition of: (iv) Shared power to dispose or to direct disposition of: None Item 5 Ownership of Five Percent or Less of a Class: Applicable Item 6 Ownership of More than Five Percent on Behalf of Another Person: Not Applicable

Item 7 <u>Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:</u> Not Applicable

<u>Identification and Classification of Members of the Group:</u> Item 8

Not Applicable

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# Item 9 <u>Notice of Dissolution of Group</u>:

Not Applicable

### **Item 10** <u>Certification</u>:

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.

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#### **SIGNATURE**

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. Date: October 14, 2014 ATLAS MASTER FUND, LTD. ATLAS GLOBAL, LLC By: /s/ Scott Schroeder By: /s/ Scott Schroeder Scott Schroeder Scott Schroeder Authorized Signatory Authorized Signatory ATLAS GLOBAL INVESTMENTS, LTD. ATLAS INSTITUTIONAL FUND, LLC By: /s/ Scott Schroeder By: /s/ Scott Schroeder Scott Schroeder Scott Schroeder Authorized Signatory **Authorized Signatory** ATLAS INSTITUTIONAL FUND, LTD. ATLAS INSTITUTIONAL FUND II, LLC By: /s/ Scott Schroeder By: /s/ Scott Schroeder Scott Schroeder Scott Schroeder

ATLAS INSTITUTIONAL FUND II, LTD.

Authorized Signatory

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

ATLAS GLOBAL JAPAN UNIT TRUST

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Representative

**Authorized Signatory** 

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ATLAS ENHANCED MASTER FUND, LTD.	ATLAS ENHANCED FUND, L.P.
By: /s/ Scott Schroeder	By: /s/ Scott Schroeder
Scott Schroeder	Scott Schroeder
Authorized Signatory	Authorized Signatory
ATLAS ENHANCED FUND, LTD.	ATLAS FUNDAMENTAL TRADING MASTER FUND LTD.
By: /s/ Scott Schroeder	By: /s/ Scott Schroeder
Scott Schroeder	Scott Schroeder
Authorized Signatory	Authorized Signatory
ATLAS FUNDAMENTAL TRADING FUND, L.P.	ATLAS FUNDAMENTAL TRADING FUND, LTD.
By: /s/ Scott Schroeder	By: /s/ Scott Schroeder
Scott Schroeder	Scott Schroeder
Authorized Signatory	Authorized Signatory
LYXOR/BALYASNY ATLAS ENHANCED FUND LIMITED	BAM ZIE MASTER FUND, LTD
By: /s/ Scott Schroeder	By: /s/ Scott Schroeder
Scott Schroeder	Scott Schroeder
Authorized Representative	Authorized Signatory
BAM ZIE FUND, LLC	BAM ZIE FUND, LTD
By: /s/ Scott Schroeder	By: /s/ Scott Schroeder
Scott Schroeder	Scott Schroeder
Authorized Signatory	Authorized Signatory
BALYASNY ASSET MANAGEMENT L.P.	DMITRY BALYASNY
By: /s/ Scott Schroeder	By: /s/ Scott Schroeder
Scott Schroeder	Scott Schroeder
Authorized Signatory	Authorized Representative

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