SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

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

CHURCHILL DOWNS INC

(Name of Issuer)

COMMON STOCK (Title of Class of Securities)

> 171484108 (CUSIP Number)

December 31, 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).

1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Mas						
2			PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗆 (b) 🗆						
3	SEC USE O	NLY					
4	CITIZENSH	HIP OI	R PLACE OF ORGANIZATION				
	Cayman						
	-	5	SOLE VOTING POWER				
NU	JMBER OF		322,635 (See Item 4)				
	SHARES	6	SHARED VOTING POWER				
	NEFICIALLY						
0	WNED BY		None (see Item 4)				
	EACH	7	SOLE DISPOSITIVE POWER				
	EPORTING PERSON						
· ·	WITH		322,635 (See Item 4)				
	****	8	SHARED DISPOSITIVE POWER				
		-					
			None				
9	AGGREGA	TE AI	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	322,635 (322,635 (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)						
1	$\frac{1}{1} = \frac{1}{1} = \frac{1}$						
	1.86%						
12	TYPE OF REPORTING PERSON*						
14	IIIL OF N						
	CO						
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1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Glol	bal, L	LC				
2	CHECK TH	IE AP	PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗌 (Ъ) 🗆					
3	SEC USE C	NLY					
5	020 002 0						
4	CITIZENS		R PLACE OF ORGANIZATION				
-	CITZENSI	III OI	AT LAGE OF ONDAIN/LATION				
	Delaware						
	Delaware	-					
		5	SOLE VOTING POWER				
	JMBER OF		322,635				
	SHARES	6	SHARED VOTING POWER				
	NEFICIALLY						
0	WNED BY		None (See Item 4)				
	EACH EPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON						
	WITH		322,635				
	**1111	8	SHARED DISPOSITIVE POWER				
		Ũ					
			None (See Item 4)				
9	ACCRECA		MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
3	AGGINEGA		NOONI DENEFICIALEI OWNED DI EACH REFORTING FERSON				
	377 635 (500 It	rem (1)				
10	322,635 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □						
10	CHECK BU	JA IF	I LE AGGREGATE AMOUNT IN ROW (3) EVOLODES CERTAIN SUARES. 🗖				
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	1.86%						
12	TYPE OF R	EPOF	TING PERSON*				
	00						
	· · · · · · · · · · · · · · · · · · ·						

1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Cla	Atlas Global Investments, Ltd.					
2			PROPRIATE BOX IF A MEMBER OF A GROUP*				
2		lE AP. b) □	PKUPKIAIE BUA IF A MEMBEK UF A GKUUP [™]				
	(a) 🗆 (0) 🗆					
3	SEC USE C	MIV					
3	SEC USE C	INLI					
4	CITIZENSE		R PLACE OF ORGANIZATION				
-	CITIZENSI	in oi	A LACE OF OKGANIZATION				
	Cayman						
	Cuymun	5	SOLE VOTING POWER				
NI	JMBER OF		322,635				
	SHARES	6	SHARED VOTING POWER				
BEN	NEFICIALLY	v					
0	WNED BY		None (See Item 4)				
_	EACH	7	SOLE DISPOSITIVE POWER				
	EPORTING						
	PERSON WITH		322,635				
	**1111	8	SHARED DISPOSITIVE POWER				
		_					
			None (See Item 4)				
9	AGGREGA	TE Al	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	322,635 (See It	tem 4)				
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	1.86%						
12	TYPE OF REPORTING PERSON*						
	CO						
-							

Not Applicable					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
1.000/					
1.86% TYPE OF REPORTING PERSON*					

1	NAMES OF	REP	ORTING PERSONS				
-			CATION NOS. OF ABOVE PERSONS (Entities Only)				
			nal Fund, Ltd.				
2		E AP b) 🗆	PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗆 (0) 🗆					
3	SEC USE O	NLY					
4	CITIZENSE	IIP OI	R PLACE OF ORGANIZATION				
	Cayman						
	Cuyman	5	SOLE VOTING POWER				
	JMBER OF		322,635				
	SHARES IEFICIALLY	6	SHARED VOTING POWER				
	WNED BY		None (See Item 4)				
	EACH	7	SOLE DISPOSITIVE POWER				
	EPORTING PERSON						
	WITH		322,635				
		8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGREGA	TE AI	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
-							
	322,635 (\$						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □						
	Not Applicable						
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	1.86%						
12	TYPE OF REPORTING PERSON*						
	CO						
	CO						

	NAMES OF		OPENIC DEDCONG			
1			ORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	Atlas Institutional Fund II, LLC					
			PROPRIATE BOX IF A MEMBER OF A GROUP*			
2		E AP b) □	PROPRIATE BOA IF A MEMBER OF A GROUP [™]			
	(a) □ (0) 🗆				
3	SEC USE O	NIX				
З	SEC USE U	INLI				
4	CITIZENSI		R PLACE OF ORGANIZATION			
4	CHIZENSE	IIP UI	N PLACE OF ORGANIZATION			
	Delaware					
	Deidwale	5	SOLE VOTING POWER			
		5	SOLE VOTING POWER			
NT	MBER OF		322,635			
-	SHARES	6	SHARED VOTING POWER			
	EFICIALLY	D	SHAKED VUTING POWER			
	WNED BY		None (See Item 4)			
	EACH	7	None (See Item 4) SOLE DISPOSITIVE POWER			
	PORTING	/	SOLE DISPOSITIVE FOWER			
	PERSON					
	WITH	8	322,635 SHARED DISPOSITIVE POWER			
		ð	SUAKED DISPOSITIVE FOWER			
			None (See Itom 4)			
	ACCDECA	TE A .	None (See Item 4) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	AGGKEGA	IE Aľ	VIOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	322,635 (\$	Soo It	tom (1)			
10						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
	Not Applicable					
11	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	1.86%					
12	1.86% TYPE OF REPORTING PERSON*					
12	I I PE OF K	LPUF				
	00					
	00					

1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	A.1 -						
			nal Fund II, Ltd.				
2			PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗆 (b) 🗆					
3	SEC USE C	NLY					
4	CITIZENSE	HP OI	R PLACE OF ORGANIZATION				
	Cayman						
		5	SOLE VOTING POWER				
	JMBER OF		322,635				
	SHARES	6	SHARED VOTING POWER				
	EFICIALLY						
0	WNED BY		None (See Item 4)				
рт	EACH EPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON						
	WITH		322,635				
	****	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGREGA	TE Al	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	322,635 (See It	tem 4)				
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	1.86%						
12	TYPE OF REPORTING PERSON*						
	- 112 01 1						
	CO						
I	00						

1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
			apan Unit Trust				
2			PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) \Box (b) \Box						
3	SEC USE O	NLY					
4	CITIZENSH	IIP OI	R PLACE OF ORGANIZATION				
	Cayman						
	0	5	SOLE VOTING POWER				
NU	JMBER OF		322,635				
	SHARES	6	SHARED VOTING POWER				
BEN	NEFICIALLY	Ŭ					
0	WNED BY		None (See Item 4)				
	EACH	7	SOLE DISPOSITIVE POWER				
	EPORTING	'	SOLE DISCONTIVE LOWER				
	PERSON		322,635				
	WITH	8	SHARED DISPOSITIVE POWER				
		0	SHARED DISPOSITIVE POWER				
			None (See Itom 4)				
	ACCDECA	TT 43	None (See Item 4) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	AGGREGA	IE Al	VIOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	222 625 (Coc T					
10		322,635 (See Item 4)					
10	CHECK BC	DX IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	1.86%						
12	TYPE OF R	EPOF	RTING PERSON*				
	00						
		-					

1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
			d Master Fund, Ltd.				
2			PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗌 (b) 🗆					
3	SEC USE O	NLY					
4	CITIZENSE	IIP OI	R PLACE OF ORGANIZATION				
	-						
	Cayman						
		5	SOLE VOTING POWER				
-	JMBER OF		346,346				
	SHARES IEFICIALLY	6	SHARED VOTING POWER				
	WNED BY						
0	EACH		None (See Item 4)				
RE	EPORTING	7	SOLE DISPOSITIVE POWER				
1	PERSON						
	WITH		346,346				
		8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGREGA	TE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	D 4 C D 4 C 11						
	346,346 (See Item 4)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [∗] □						
	Net Applicable						
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	2.00% TYPE OF REPORTING PERSON*						
12	TYPE OF R	EPOF	(TING PERSON*				
	<u> </u>						
	CO						

1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
		Atlas Enhanced Fund, L.P.					
2			PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) ⊔ (l	b) 🗆					
3	SEC USE O	NIV					
5	JEC UJE U						
4	CITIZENSH	IP OI	R PLACE OF ORGANIZATION				
	Delaware						
		5	SOLE VOTING POWER				
	JMBER OF		346,346				
	SHARES	6	SHARED VOTING POWER				
	EFICIALLY WNED BY						
	EACH		None (See Item 4)				
RE	EPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON						
	WITH	-	346,346				
		8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
		FE AN	None (See Item 4) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	AGGKEGA	IE Aľ	VIOUNT DEINEFICIALLY OWNED BY EACH KEPOKTIING PEKSUN				
	346,346 (See Item 4)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
1							
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	2.00%						
12	TYPE OF R	EPOF	RTING PERSON*				
	00						

1			ORTING PERSONS					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
			l Fund, Ltd.					
2			PROPRIATE BOX IF A MEMBER OF A GROUP*					
	(a) 🗆 (b) □						
3	SEC USE O	NIX						
3	SEC USE U	INL I						
4	CITIZENSE		R PLACE OF ORGANIZATION					
-	CITIZEIU							
	Cayman							
	Cayman	5	SOLE VOTING POWER					
		-						
NU	JMBER OF		346,346					
	SHARES	6	SHARED VOTING POWER					
	NEFICIALLY							
0	WNED BY		None (See Item 4)					
DI	EACH EPORTING	7	SOLE DISPOSITIVE POWER					
	PERSON							
	WITH		346,346					
		8	SHARED DISPOSITIVE POWER					
			None (See Item 4)					
9	AGGREGA	TE Al	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
		т .						
10	346,346 (See Item 4)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □							
	NetApplicable							
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	2.00%							
12	2.00% TYPE OF REPORTING PERSON*							
16	TILOIN	LI 01						
	CO							

1			ORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
			ntal Trading Master Fund, Ltd.				
2			PROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗌 (b) □					
	SEC USE O	NTT X7					
3	SEC USE U	NLY					
4	CITIZENSE		R PLACE OF ORGANIZATION				
-	GITIZEINDI						
	Cayman						
	5	5	SOLE VOTING POWER				
	JMBER OF		23,929				
	SHARES	6	SHARED VOTING POWER				
	IEFICIALLY						
0	WNED BY EACH		None (See Item 4)				
RI	EPORTING	7	SOLE DISPOSITIVE POWER				
	PERSON						
	WITH		23,929				
		8	SHARED DISPOSITIVE POWER				
			Name (Cas Itany 4)				
0	ACCDECA		None (See Item 4) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
9	AGGREGA	IEAN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	23 929 (Se	e Ite	m 4)				
10	23,929 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □						
10							
	Not Applicable						
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.14%						
12	TYPE OF R	EPOF	TING PERSON*				
	CO						
12							

1			ORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
	Atlas Fund	dame	ntal Trading Fund, L.P.		
2	CHECK TH	E AP	PROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗌 (b) 🗆			
3	SEC USE O	NLY			
4	CITIZENSE	IIP OI	R PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NU	JMBER OF		23,929		
	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY				
0	WNED BY		None (See Item 4)		
ы	EACH EPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON				
	WITH		23,929		
		8	SHARED DISPOSITIVE POWER		
			None (See Item 4)		
9	AGGREGA	TE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	23,929 (Se	ee Ite	m 4)		
10	CHECK BO	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
	Not Applicable				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	0.14%				
12	TYPE OF REPORTING PERSON*				
	00				
H					

1			ORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
	Atlas Fune	dame	ntal Trading Fund, Ltd.		
2			PROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆 (b) 🗆			
3	SEC USE O	NLY			
4	CITIZENSE	HP OI	R PLACE OF ORGANIZATION		
	6				
	Cayman				
		5	SOLE VOTING POWER		
NI					
	JMBER OF SHARES	-	23,929		
	IEFICIALLY	6	SHARED VOTING POWER		
	WNED BY				
	EACH	7	None (See Item 4)		
	EPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON				
	WITH	8	23,929 SHARED DISPOSITIVE POWER		
		8	SHARED DISPOSITIVE POWER		
			None (See Item 4)		
0	ACCDECA	TE AN	None (See Item 4) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	AGGREGA	IEAP	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	23,929 (Se	oo Ito	m <i>1</i>)		
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
10	CHECK DO	/X 11	THE AGGREGATE AMOUNT IN NOW (J) EXCLODES CERTAIN SHARES		
	Not Applicable				
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	LICELU				
	0.14%				
12	TYPE OF REPORTING PERSON*				
	СО				
L	~~				

1			ORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
	Lyxor/Bal	yasny	y Atlas Enhanced Fund Limited		
2			PROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆 (b) □			
	SEC USE O	NTT X7			
3	SEC USE U	NLY			
4	CITIZENSE		R PLACE OF ORGANIZATION		
-	GITIZEINDI				
	Jersey				
	5	5	SOLE VOTING POWER		
	JMBER OF		26,775		
	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY				
0	WNED BY EACH		None (See Item 4)		
RI	EPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON				
	WITH		26,775		
		8	SHARED DISPOSITIVE POWER		
0	ACCDECA		None (See Item 4) MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
9	AGGREGA	IEAN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	26 775 (Se	e Ite	m 4)		
10	26,775 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
10	011201120				
	Not Applicable				
11			ASS REPRESENTED BY AMOUNT IN ROW (9)		
	0.15%				
12	TYPE OF REPORTING PERSON*				
	CO				

1			ORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
			er Fund, Ltd.		
2			PROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆 (b) □			
3	SEC USE O	NLY			
4	CITIZENSH	HP OI	R PLACE OF ORGANIZATION		
	-				
	Cayman				
		5	SOLE VOTING POWER		
-	MBER OF		225,569		
	SHARES EFICIALLY	6	SHARED VOTING POWER		
	WNED BY				
0	EACH		None (See Item 4)		
RE	PORTING	7	SOLE DISPOSITIVE POWER		
]	PERSON				
	WITH		225,569		
		8	SHARED DISPOSITIVE POWER		
			None (See Item 4)		
9	AGGREGA	TE Al	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	225,569 (\$				
10	CHECK BC	X IF '	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
	Not Applicable				
11	PERCENT (JF CI	LASS REPRESENTED BY AMOUNT IN ROW (9)		
	1.30%				
12	TYPE OF REPORTING PERSON*				
	60				
	CO				

1			ORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	BAM Zie					
2			PROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗌 (b) 🗆				
3	SEC USE C	NLY				
4	CITIZENSE	HIP OI	R PLACE OF ORGANIZATION			
	Delaware					
		5	SOLE VOTING POWER			
NU	JMBER OF		225,569			
	SHARES	6	SHARED VOTING POWER			
	IEFICIALLY					
0	WNED BY		None (See Item 4)			
	EACH EPORTING	7	SOLE DISPOSITIVE POWER			
	PERSON					
	WITH		225,569			
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8	SHARED DISPOSITIVE POWER			
			None (See Item 4)			
9	AGGREGA	TE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
_						
	225,569 (See It	em 4)			
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
-						
	Not Applicable					
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
		-				
	1.30%					
12	TYPE OF REPORTING PERSON*					
	00					
	00					

1	NAMES OF REPORTING PERSONS					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	BAM Zie	Fund	l, Ltd.			
2	CHECK TH	E AP	PROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗌 (b) 🗆				
		,				
3	SEC USE O	NLY				
5	020 002 0					
4	CITIZENSE		R PLACE OF ORGANIZATION			
-	CITIZENSI		A LACE OF OKGANIZATION			
	Carman					
	Cayman	-	COLE MOTING DOMED			
		5	SOLE VOTING POWER			
	JMBER OF		225,569			
	SHARES	6	SHARED VOTING POWER			
	NEFICIALLY					
0	WNED BY		None (See Item 4)			
п	EACH	7	SOLE DISPOSITIVE POWER			
	EPORTING PERSON					
	WITH		225,569			
	**1111	8	SHARED DISPOSITIVE POWER			
		Ū				
			None (See Item 4)			
9	ACCDECA		MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	AGGREGA	IL AI	VIOUNI BENEFICIALLI OWNED DI EACH REPORTING PERSON			
	225,569 (\$	Soo It	rom (1)			
10			THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
10	CHECK BU	A IF	THE AGGREGATE AMOUNT IN ROW (9) EACLODES CERTAIN SHAKES" \Box			
	Net Applicable					
- 11	Not Applicable					
11	PERCENT	JF CI	LASS REPRESENTED BY AMOUNT IN ROW (9)			
	1 200/					
	1.30%					
12	TYPE OF REPORTING PERSON*					
	CO					

1			ORTING PERSONS		
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
			t Management L.P.		
2		E AP	PROPRIATE BOX IF A MEMBER OF A GROUP*		
	(a) 🗆 (b) 🗆			
3	SEC USE O	NLY			
4	CITIZENSE	IIP OI	R PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
N	UMBER OF		945,254 (See Item 4)		
	SHARES	6	SHARED VOTING POWER		
	NEFICIALLY				
0	WNED BY		None		
	EACH EPORTING	7	SOLE DISPOSITIVE POWER		
	PERSON				
	WITH		945,254 (See Item 4)		
		8	SHARED DISPOSITIVE POWER		
			None		
9	AGGREGA	TE Al	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	945,254 (9	See It	tem 4)		
10	CHECK BC	XIF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 🛛		
	Not Applicable				
11	PERCENT	OF CI	ASS REPRESENTED BY AMOUNT IN ROW (9)		
	5.46%				
12	TYPE OF REPORTING PERSON*				
	IA				
	•				

1			ORTING PERSONS			
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)					
	Dmitry Ba	ılyası	ny			
2	CHECK TH	E AP	PROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗌 (b) 🗆				
3	SEC USE O	NLY				
4	CITIZENSH	IIP OI	R PLACE OF ORGANIZATION			
	United Sta	ites				
		5	SOLE VOTING POWER			
		_				
NI	JMBER OF		945,254 (See Item 4)			
	SHARES	6	SHARED VOTING POWER			
BEN	NEFICIALLY	Ŭ				
0	WNED BY		None			
	EACH	7	SOLE DISPOSITIVE POWER			
	EPORTING	'	SOLE DISPOSITIVE FOWER			
	PERSON		945,254 (See Item 4)			
	WITH	8	SHARED DISPOSITIVE POWER			
		ð	SHARED DISPOSITIVE POWER			
			Name			
			None			
9	AGGREGA	IE AI	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
4.0	945,254 (
10	CHECK BC	X IF	THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	NT . A 					
<u> </u>	Not Applicable					
11	PERCENT	OF CI	LASS REPRESENTED BY AMOUNT IN ROW (9)			
	5.46%					
12	TYPE OF REPORTING PERSON*					
	IN					
-						

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 11.88% 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 21.19% 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 4.22% 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 14.33% 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 10.08% 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 25.71% 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 6.56% 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 23.56% 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 74.85% 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 76.27% 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 23.12% 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 50.75% 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 48.39% 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 3If 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>:

322,635

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

1.86%

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

- (i) Sole power to vote or to direct vote: 322,635
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 322,635
- (iv) Shared power to dispose or to direct disposition of: None

<u>AG</u>

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

By virtue of its ownership of 11.88% of the equity interest in AMF, AG may be deemed to beneficially own the 322,635 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.86%

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

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

322,635

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

None

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

322,635

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

AGI

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

By virtue of its ownership of 21.19% of the equity interest in AMF, AGI may be deemed to beneficially own the 322,635 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.86%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 322,635
 - (ii) Shared power to vote or to direct vote: None
 - (ii) Sole power to dispose or direct disposition of:

322,635

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

None

AIF LLC

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

By virtue of its ownership of 4.22% of the equity interest in AMF, AIF LLC may be deemed to beneficially own the 322,635 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.86%

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

- (i) Sole power to vote or to direct vote: 322,635
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 322,635
- (iv) Shared power to dispose or to direct disposition of: None

AIF LTD

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

By virtue of its ownership of 14.33% of the equity interest in AMF, AIF LTD may be deemed to beneficially own the 322,635 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.86%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 322,635
 - (ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of: 322,635

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

AIF2 LLC

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

By virtue of its ownership of 10.08% of the equity interest in AMF, AIF2 LLC may be deemed to beneficially own the 322,635 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.86%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 322,635
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of: 322,635
 - (iv) Shared power to dispose or to direct disposition of:

None

AIF2 LTD

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

By virtue of its ownership of 25.71% of the equity interest in AMF, AIF2 LTD may be deemed to beneficially own the 322,635 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.86%

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

- (i) Sole power to vote or to direct vote: 322,635
- (ii) Shared power to vote or to direct vote: None

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

322,635

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

<u>AGJ</u>

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

By virtue of its ownership of 6.56% of the equity interest in AMF, AGJ may be deemed to beneficially own the 322,635 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.86%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 322,635
 - (ii) Shared power to vote or to direct vote:

None

(iii) Sole power to dispose or direct disposition of: 322,635

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

AEMF

(a)	Amount Beneficially Owned:
-----	----------------------------

346,346

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

2.00%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 346,346
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of: 346,346
 - (iv) Shared power to dispose or to direct disposition of: None

AEF LP

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

By virtue of its ownership of 23.56% of the equity interest in AEMF, AEF LP may be deemed to beneficially own the 346,346 Shares of the Company's Common Stock beneficially owned by AEMF.

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

2.00%

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

- (i) Sole power to vote or to direct vote: 346,346
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 346,346
- (iv) Shared power to dispose or to direct disposition of: None

AEF LTD

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

By virtue of its ownership of 74.85% of the equity interest in AEMF, AEF LTD may be deemed to beneficially own the 346,346 Shares of the Company's Common Stock beneficially owned by AEMF.

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

2.00%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 346,346
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of:

346,346

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

AFT MASTER

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

23,929

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

0.14%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 23,929
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of:23,929
 - (iv) Shared power to dispose or to direct disposition of: None

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AFT LP

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

By virtue of its ownership of 76.27% of the equity interest in AFT MASTER, AFT LP may be deemed to beneficially own the 23,929 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

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

0.14%

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

23,929

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

None

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

23,929

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

<u>AFT LTD</u>

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

By virtue of its ownership of 23.12% of the equity interest in AFT MASTER, AFT LTD may be deemed to beneficially own the 23,929 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

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

0.14%

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

- (i) Sole power to vote or to direct vote: 23,929
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of:23,929
- (iv) Shared power to dispose or to direct disposition of: None

LYXOR

- (a) <u>Amount Beneficially Owned</u>: 26,775
- (b) <u>Percent of Class</u>:

0.15%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 26,775
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of:26,775

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

<u>BZMF</u>

225,569

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

1.30%

- (c) <u>Number of Shares as to which person has</u>:
 - (ii) Sole power to vote or to direct vote: 225,569
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of: 225,569
 - (iv) Shared power to dispose or to direct disposition of: None

BZF LLC

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

By virtue of its ownership of 50.75% of the equity interest in BZMF, BZF LLC may be deemed to beneficially own the 225,569 Shares of the Company's Common Stock beneficially owned by BZMF.

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

1.30%

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

- (iv) Sole power to vote or to direct vote: 225,569
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 225,569
- (iv) Shared power to dispose or to direct disposition of: None

BZF LTD

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

By virtue of its ownership of 48.39% of the equity interest in BZMF, BZF LTD may be deemed to beneficially own the 225,569 Shares of the Company's Common Stock beneficially owned by BZMF.

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

1.30%

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

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

225,569

- (ii) Shared power to vote or to direct vote: None
- (v) Sole power to dispose or direct disposition of: 225,569

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

BAM

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

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 945,254 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, LYXOR, BZMF, BZF LLC, and BZF LTD, AIF2 LTD, AGJ, AEMF, AEF LP, AEF LTD, AFT MASTER, AFT LP, AFT LTD, LYXOR, BZMF, BZF LLC, and BZF LTD.

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

5.46%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 945,254
 - (ii) Shared power to vote or to direct vote:

None

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

945,254

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

None

<u>Dmitry Balyasny</u>

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

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 945,254 Shares of the Company's Common Stock beneficially owned by BAM.

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ŀ		
	(b)	Percent of Class:
		5.46%
	(c)	Number of Shares as to which person has:
		(i) Sole power to vote or to direct vote:
		945,254
		(ii) Shared power to vote or to direct vote:
		None
		(iii) Sole power to dispose or direct disposition of:
		945,254
		(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		<u>Ownership of More than Five Percent on Behalf of Another Person:</u>
		Not Applicable
Item 7		Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:
		Not Applicable
Item 8		Identification and Classification of Members of the Group:
		Not Applicable
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Item 9	Notice of Dissolution of Group:
	Not Applicable
Item 10	Certification:
	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: February 13, 2015

ATLAS MASTER FUND, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS GLOBAL INVESTMENTS, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND, LTD.

By: <u>/s/ Scott Schroeder</u> Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND II, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS GLOBAL, LLC

By: /s/ Scott Schroeder Scott Schroeder

Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND, LLC

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND II, LLC

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS GLOBAL JAPAN UNIT TRUST

By: /s/ Scott Schroeder Scott Schroeder Authorized Representative

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ATLAS ENHANCED MASTER FUND, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS ENHANCED FUND, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS FUNDAMENTAL TRADING FUND, L.P.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

LYXOR/BALYASNY ATLAS ENHANCED FUND LIMITED

By: /s/ Scott Schroeder Scott Schroeder Authorized Representative

BAM ZIE FUND, LLC

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

BALYASNY ASSET MANAGEMENT L.P.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS ENHANCED FUND, L.P.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS FUNDAMENTAL TRADING MASTER FUND LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS FUNDAMENTAL TRADING FUND, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

BAM ZIE MASTER FUND, LTD

- By: /s/ Scott Schroeder Scott Schroeder
 - Authorized Signatory

BAM ZIE FUND, LTD

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

DMITRY BALYASNY

By: /s/ Scott Schroeder Scott Schroeder Authorized Representative

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