SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 3)

CHURCHILL DOWNS INC

(Name of Issuer)

COMMON STOCK (Title of Class of Securities)

> 171484108 (CUSIP Number)

December 31, 2016 (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)

 \boxtimes 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 No. 171484108 P								
1			REPORTING PERSONS					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
			Fund, Ltd.					
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*					
	(a) 🗆	(1						
3	SEC USE	ΞO	NLY					
4	CITIZEN	ICU	IP OR PLACE OF ORGANIZATION					
4	CITIZEN	ызп	IF OK PLACE OF ORGANIZATION					
	Cayman							
		5	SOLE VOTING POWER					
NUM	IBER OF		39,283 (See Item 4)					
SH	ARES		SHARED VOTING POWER					
	FICIALLY NED BY		None (see Item 4)					
E	ACH	7	SOLE DISPOSITIVE POWER					
	ORTING RSON							
	VITH	8	39,283 (See Item 4) SHARED DISPOSITIVE POWER					
9	ACCDE		None TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	AGGKE	JA.	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	39,283 (5							
10	10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
	Not Applicable							
11	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	0.24%							
12		FR	EPORTING PERSON*					
	CO							

CUSIP No. 171484108								
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
	Atlas Glo							
2	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP*)) \Box					
3	SEC USE	E OI	NLY					
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION					
	Delaware							
		5	SOLE VOTING POWER					
-	IBER OF	6	39,283 SHARED VOTING POWER					
	ARES FICIALLY		SHARED VOTING FOWER					
	NED BY		None (See Item 4)					
	ACH	7	SOLE DISPOSITIVE POWER					
	ORTING							
	RSON VITH	0	39,283					
		8	SHARED DISPOSITIVE POWER					
			None (See Item 4)					
9	AGGRE	GAT	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
10	39,283 (5							
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES		BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [*] □					
	Not Applicable							
11								
	0.24%							
12	TYPE O	FR	EPORTING PERSON*					
	00							
	50							

CUSIP N	CUSIP No. 171484108						
1			REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Gl	oba	Investments, Ltd.				
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗆	(b) 🗆				
3	SEC US	FO					
3	SEC US	EU					
4	CITIZEI	NSH	IIP OR PLACE OF ORGANIZATION				
	6						
	Cayman	5	SOLE VOTING POWER				
		5					
NUM	IBER OF		39,283				
	IARES	6	SHARED VOTING POWER				
	FICIALLY NED BY	Ľ	None (See Item 4)				
E	EACH	7	SOLE DISPOSITIVE POWER				
	ORTING ERSON						
	WITH	8	39,283 SHARED DISPOSITIVE POWER				
		Ŭ					
			None (See Item 4)				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	39,283 (See	Item 4)				
10							
	Not App	lica	ble				
11	Not Applicable 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
- 10	0.24%						
12	TYPE O	of R	EPORTING PERSON*				
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CUSIP N	CUSIP No. 171484108							
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
	Atlas Institutional Fund, LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) □							
3	SEC USE ONLY							
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware							
	5 SOLE VOTING POWER							
NULIN	BED OF 39,283							
_	IBER OF 39,283 IARES 6 SHARED VOTING POWER							
	FICIALLY							
	NED BY None (See Item 4) ACH 7 SOLE DISPOSITIVE POWER							
REP	ORTING							
	RSON 39,283 VITH 8 SHAPED DISPOSITIVE DOWER							
v	8 SHARED DISPOSITIVE POWER							
	None (See Item 4)							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	39,283 (See Item 4)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
11	Not Applicable 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	0.24%							
12	TYPE OF REPORTING PERSON*							
	00							

CUSIP N	CUSIP No. 171484108							
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
	Atlas Ins	titution	al Fund, Ltd.					
2			PPROPRIATE BOX IF A MEMBER OF A GROUP*					
	(a) 🗆	(b) []					
3	SEC US	E ONLY	7					
4	CITIZEI	SHIP (DR PLACE OF ORGANIZATION					
	Cayman							
	5	5 SC	DLE VOTING POWER					
		20	202					
-	IBER OF IARES		,283 IARED VOTING POWER					
-	FICIALLY							
OW	NED BY	No	one (See Item 4)					
	EACH	7 SC	DLE DISPOSITIVE POWER					
	ORTING ERSON	39	,283					
V	WITH		IARED DISPOSITIVE POWER					
0	ACCDE		one (See Item 4) AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	AGGRE	GALL	INIOUNI DENEFICIALLI OWNED DI EACH KEPORIING PERSON					
	39,283 (See Iten	1 4)					
10	CHECK	BOX II	F THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
	Not App	licabla						
11	Not Applicable 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
		-						
	0.24%							
12	TYPE O	F REPC	DRTING PERSON*					
	со							
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CUSIP N	CUSIP No. 171484108						
1			REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas Gl	oba	l Japan Unit Trust				
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗆	(b) 🗆				
3	SEC US	FO					
3	3EC U3	EU					
4	CITIZEI	NSH	IIP OR PLACE OF ORGANIZATION				
	6						
	Cayman	5	SOLE VOTING POWER				
		5					
NUM	IBER OF		39,283				
	IARES	6	SHARED VOTING POWER				
	FICIALLY NED BY	Ĺ	None (See Item 4)				
E	EACH	7	SOLE DISPOSITIVE POWER				
	ORTING ERSON						
	WITH	8	39,283 SHARED DISPOSITIVE POWER				
		Ŭ					
	T		None (See Item 4)				
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	39,283 (See	Item 4)				
10							
	Not App	lica	ble				
11	Not Applicable 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
15	0.24%						
12	TYPE O)F R	EPORTING PERSON*				
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CUSIP No. 171484108								
1			REPORTING PERSONS					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
	Atlas En	hane	ced Master Fund, Ltd.					
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*					
	(a) 🗆	(t						
3	SEC USI	ΞO	NLY					
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION					
	Cayman							
		5	SOLE VOTING POWER					
NUIN			229,307					
	IBER OF IARES	6						
	FICIALLY							
	NED BY ACH	7	None (See Item 4) SOLE DISPOSITIVE POWER					
	ORTING							
	RSON VITH		229,307					
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	8	SHARED DISPOSITIVE POWER					
			None (See Item 4)					
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	229,307	(See	e Item 4)					
10								
	Not Applicable							
11								
12	1.38%							
12	TYPE OF REPORTING PERSON*							
	CO							

CUSIP No. 171484108								
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
			ced Fund, L.P.					
2	CHECK (a) \Box		E APPROPRIATE BOX IF A MEMBER OF A GROUP*) \Box					
	(a) 🗆	(L						
3	SEC USI	E OI	NLY					
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION					
	Delaware	e						
		5	SOLE VOTING POWER					
NULINA	IBER OF		229,307					
-	ARES	6	SHARED VOTING POWER					
	FICIALLY							
	NED BY ACH	7	None (See Item 4) SOLE DISPOSITIVE POWER					
	ORTING		SOLE DISCOSITIVE LOWER					
	RSON		229,307					
M	VITH	8	SHARED DISPOSITIVE POWER					
			None (See Item 4)					
9	AGGRE	GAT	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	229,307	(See	e Item 4)					
10	CHECK	BO	X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*					
	Not Applicable							
11								
	1.38%							
12		FR	EPORTING PERSON*					
	00							
	50							

CUSIP N	CUSIP No. 171484108						
1			REPORTING PERSONS				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	Atlas En	han	red Fund, Ltd.				
2			E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) 🗆	() []				
3	SEC USI	FO					
5	5EC 051	LU					
4	CITIZEN	NSH	IP OR PLACE OF ORGANIZATION				
	C						
	Cayman	5	SOLE VOTING POWER				
		0					
NUM	IBER OF		229,307				
	IARES	6	SHARED VOTING POWER				
	FICIALLY NED BY		None (See Item 4)				
E	CACH	7	SOLE DISPOSITIVE POWER				
	ORTING CRSON						
	VITH	8	229,307 SHARED DISPOSITIVE POWER				
		0					
			None (See Item 4)				
9	AGGRE	GA	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	229,307	(See	Item 4)				
			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □				
	Net A	linel	.1.				
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
**	LICEL						
	1.38%						
12	TYPE O	FR	EPORTING PERSON*				
	СО						
L	1						

CUSIP N	CUSIP No. 171484108						
1	NAMES OF REPORTING PERSONS						
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	BAM Zie Master Fund, Ltd.						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
_	(a) □ (b) □						
3	SEC USE ONLY						
4	CITIZENSHIP OR PLACE OF ORGANIZATION						
-							
	Cayman						
	5 SOLE VOTING POWER						
	(BER OF 93,398						
	IBER OF 93,398 IARES 6 SHARED VOTING POWER						
	FICIALLY						
	NED BY None (See Item 4)						
	ACH 7 SOLE DISPOSITIVE POWER						
	RSON 93,398						
W	VITH 8 SHARED DISPOSITIVE POWER						
9	None (See Item 4) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	AGGREGATE AMOUNT DENEFICIALLY OWNED BY EACH REPORTING PERSON						
	93,398 (See Item 4)						
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
	Not Applicable						
11	Not Applicable I PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
	0.56%						
12	TYPE OF REPORTING PERSON*						
	CO						
LI							

CUSIP N	CUSIP No. 171484108							
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)							
	BAM Zie Fund, LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) □							
3	SEC USE ONLY							
5								
4	CITIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware							
	5 SOLE VOTING POWER							
NUM	IBER OF 93,398							
	IARES 6 SHARED VOTING POWER							
	FICIALLY NED BY None (See Item 4)							
	ACH 7 SOLE DISPOSITIVE POWER ORTING							
PE	RSON 93,398							
V	8 SHARED DISPOSITIVE POWER							
	None (See Item 4)							
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON							
	93,398 (See Item 4)							
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*							
	Not Applicable							
11	1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)							
	0.56%							
12	TYPE OF REPORTING PERSON*							
	00							

CUSIP N	CUSIP No. 171484108						
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)						
	BAM Zi	e Fu	nd, Ltd.				
2	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP*				
	(a) □	(1					
3	SEC US	ΕO	VLY				
4	CITIZEN	NSH	IP OR PLACE OF ORGANIZATION				
	Cayman						
	Cuymun		SOLE VOTING POWER				
-	IBER OF IARES	6	93,398 SHARED VOTING POWER				
-	FICIALLY						
	NED BY		None (See Item 4)				
	ACH ORTING	7	SOLE DISPOSITIVE POWER				
PE	RSON		93,398				
V	VITH	8	SHARED DISPOSITIVE POWER				
			None (See Item 4)				
9	AGGRE	GA	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	93,398 (See	(tem 4)				
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
	DT / A	1					
11	Not Applicable 1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11							
- 10	0.56%						
12	TYPE O	FR	EPORTING PERSON*				
	СО						

CUSIP N	CUSIP No. 171484108 Page 14 of 35 Page				
1	NAMES OF REPORTING PERSONS				
	I.R.S. ID	DENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)			
	Atlas Fu	undamental Trading Master Fund, Ltd.			
2	CHECK	X THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗆	(b) 🗆			
3	SEC US	SE ONLY			
5	SEC US				
4	CITIZEN	NSHIP OR PLACE OF ORGANIZATION			
	Common				
	Cayman	5 SOLE VOTING POWER			
NUM	IBER OF	6,814			
	IARES	6 SHARED VOTING POWER			
	FICIALLY NED BY	Y None (See Item 4)			
E	ACH	7 SOLE DISPOSITIVE POWER			
REPORTING PERSON					
WITH		6,814 8 SHARED DISPOSITIVE POWER			
	1	None (See Item 4)			
9	AGGRE	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	6,814 (S	See Item 4)			
10		K BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	DT / A				
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	TERCEI				
	0.04%				
12	TYPE O	OF REPORTING PERSON*			
	СО				
L	1				

1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) Atlas Fundamental Trading Fund, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)	CUSIP No. 171484108 Page 15 of 35				
Atlas Fundamental Trading Fund, L.P. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 6 SHARES 6 SHARES 6 SHARES 6 SHARES 6 SHARES 6 SHARES 6 BENEFICIALLY None (See Item 4) EACH 7 SOLE DISPOSITIVE POWER REPORTING 6.814 WITH 8 SHARED None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 10 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 10 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	1				
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) (c) <li(c)< li=""> (c)</li(c)<>		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)			
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) (c) <li(c)< li=""> (c)</li(c)<>		Atlac Em	nda	nontal Trading Fund I. D	
(a) (b) 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION belaware 6 NUMBER OF 6.814 6 SHARES 6 SHARED VOTING POWER BENEFICIALLY 6 OWNED BY None (See Item 4) 7 SOLE DISPOSITIVE POWER 6,814 SHARED DISPOSITIVE POWER 6,814 8 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 9 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 6 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	2				
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 NUMBER OF 6,814 6 SHARES 6 SHARED VOTING POWER BENEFICIALLY None (See Item 4) OWNED BY None (See Item 4) EACH 7 SOLE DISPOSITIVE POWER REPORTING 6,814 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4)	-				
4 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 5 NUMBER OF 6,814 6 SHARES 6 SHARED VOTING POWER BENEFICIALLY None (See Item 4) OWNED BY None (See Item 4) EACH 7 SOLE DISPOSITIVE POWER REPORTING 6,814 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4)					
Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 6,814 7 SOLE DISPOSITIVE POWER 6,814 7 SOLE DISPOSITIVE POWER 6,814 8 SHARED DISPOSITIVE POWER 6,814 8 SHARED DISPOSITIVE POWER 6,814 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	3	SEC USI	ΕO	NLY	
Delaware NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER 6,814 7 SOLE DISPOSITIVE POWER 6,814 7 SOLE DISPOSITIVE POWER 6,814 8 SHARED DISPOSITIVE POWER 6,814 8 SHARED DISPOSITIVE POWER 6,814 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	4	CITIZEN	NCL		
NUMBER OF 5 SOLE VOTING POWER SHARES 6 SHARED VOTING POWER BENEFICIALLY None (See Item 4) 6 OWNED BY None (See Item 4) 6 EACH 7 SOLE DISPOSITIVE POWER REPORTING 6,814 6,814 WITH 8 SHARED DISPOSITIVE POWER 6,814 8 SHARED DISPOSITIVE POWER 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 6,814 (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)	4	CITIZEN	NOL	IP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES 6,814 6 SHARED VOTING POWER BENEFICIALLY OWNED BY None (See Item 4) EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 6,814 6,814 8 SHARED DISPOSITIVE POWER 6,814 8 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 8 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		Delaware	e		
NOMBLRES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY None (See Item 4) EACH 7 SOLE DISPOSITIVE POWER REPORTING 6,814 WITH 8 SHARED DISPOSITIVE POWER 0 6,814 WITH 8 SHARED DISPOSITIVE POWER 0 6,814 None (See Item 4) None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 6,814 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* Interface Not Applicable Not Applicable Interface 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Interface			5	SOLE VOTING POWER	
NOMBLRES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY None (See Item 4) EACH 7 SOLE DISPOSITIVE POWER REPORTING 6,814 WITH 8 SHARED DISPOSITIVE POWER 0 6,814 WITH 8 SHARED DISPOSITIVE POWER 0 6,814 None (See Item 4) None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 6,814 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* Interface Not Applicable Not Applicable Interface 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Interface				6.014	
BENEFICIALLY OWNED BY None (See Item 4) EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 6,814 6,814 None (See Item 4) 8 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 10 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	-	-	6		
OWNED BY None (See Item 4) EACH 7 SOLE DISPOSITIVE POWER REPORTING 6,814 PERSON 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
REPORTING PERSON WITH 6,814 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	OWI	NED BY			
PERSON 6,814 WITH 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (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)			7	SOLE DISPOSITIVE POWER	
WITH 8 SHARED DISPOSITIVE POWER None (See Item 4) None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 6,814 (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)				6.814	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (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)			8	,	
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 6,814 (See Item 4) 6,814 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □ Not Applicable 11 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
6,814 (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			
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)	9	AGGRE	GA	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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)		6.814 (Se	ee I	em 4)	
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	10				
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	11				
0.04%	11	PERCEN	NT (JF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
0.0470		0.04%			
12 TYPE OF REPORTING PERSON*	12		FR	EPORTING PERSON*	
00		00			

CUSIP N	CUSIP No. 171484108 Page 16 of 35 Page				
1	NAMES OF REPORTING PERSONS				
	I.R.S. ID	DENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)			
	Atlas Fu	undamental Trading Fund, Ltd.			
2	CHECK	THE APPROPRIATE BOX IF A MEMBER OF A GROUP*			
	(a) 🗆	(b) 🗆			
3	SEC US	SE ONLY			
5	DEC CO.				
4	CITIZEN	INSHIP OR PLACE OF ORGANIZATION			
	Cormon				
	Cayman	5 SOLE VOTING POWER			
_	IBER OF	6,814			
	IARES	6 SHARED VOTING POWER			
	FICIALLY NED BY	None (See Item 4)			
E	ACH	7 SOLE DISPOSITIVE POWER			
REPORTING PERSON					
WITH		6,814 8 SHARED DISPOSITIVE POWER			
		None (See Item 4)			
9	AGGRE	EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	6,814 (S	See Item 4)			
10		K BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*			
	DT / A				
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	TERCEI	TO GEROS RELATED DI AMOUNT IN NOW (5)			
	0.04%				
12	TYPE O	OF REPORTING PERSON*			
	со				
L					

CUSIP N	CUSIP No. 171484108 Page 17 of 35 Page				
1	NAMES OF REPORTING PERSONS				
	I.R.S. ID	EN	TIFICATION NOS. OF ABOVE PERSONS (Entities Only)		
			set Management L.P.		
2	CHECK (a) □		E APPROPRIATE BOX IF A MEMBER OF A GROUP* \Box		
	(a) 🗆	(i			
3	SEC USE	E O	NLY		
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION		
	Delaware				
		5	SOLE VOTING POWER		
NUM	IBER OF		368,802 (See Item 4)		
	IARES	6	SHARED VOTING POWER		
	FICIALLY NED BY		None		
E	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING RSON		368,802 (See Item 4)		
V	VITH	8	SHARED DISPOSITIVE POWER		
			None		
9	AGGRE	GA	TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	368,802 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*				
10	CILCIC	20			
11	Not Applicable				
	11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	2.22%				
12	TYPE O	FR	EPORTING PERSON*		
	ΙΑ				
L	1				

CUSIP No. 171484108 Page 18					
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)				
	Dmitry B	Baly	Isny		
2	CHECK		E APPROPRIATE BOX IF A MEMBER OF A GROUP*) \Box		
3	SEC USE	E OI	ILY		
4	CITIZEN	ISH	IP OR PLACE OF ORGANIZATION		
	United St	tates			
		5	SOLE VOTING POWER		
-	IBER OF ARES	6	368,802 (See Item 4) SHARED VOTING POWER		
	ARES FICIALLY				
	NED BY		None		
	ACH	7	SOLE DISPOSITIVE POWER		
	ORTING RSON		368,802 (See Item 4)		
	VITH	8	SHARED DISPOSITIVE POWER		
			None		
9	AGGRE	GAI	E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	368,802 ((See	Item 4)		
10			X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*		
11	Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	TENCEN	110	$\mathbf{F} \in \mathbf{A} \to \mathbf{A} \in \mathbf{A} = $		
	2.22%				
12	TYPE OF REPORTING PERSON*				
	IN				
LI					

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

<u>CHURCHILL DOWNS INC.</u> (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 16.46% 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 30.61% 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 6.05% 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 17.69% of the equity interests in AMF.

(6) 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 9.31% of the equity interests in AMF.

(7) 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.

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(8) 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 29.01% of the equity interests in AEMF.

(9) 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 70.98% of the equity interests in AEMF.

(10) 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.

(11) 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 55.50% of the equity interests in BZMF.

(12) 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 44.25% of the equity interests in BZMF.

(13) 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.

(14) 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 36.67% of the equity interests in AFT MASTER.

(15) 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 63.23% of the equity interests in AFT MASTER

(16) 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, AGJ, AEMF, AEF LP, AEF LTD, BZMF, BZF LLC, BZF LTD, AFT MASTER, AFT LP and AFT LTD.

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(17) 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)	Amount Beneficially Owned:
	39,283
(b)	Percent of Class:
	0.24%
(C)	Number of Shares as to which person has:
	(i) Sole power to vote or to direct vote:
	39,283
	(ii) Shared power to vote or to direct vote:
	None
	(iii) Sole power to dispose or direct disposition of:
	39,283

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(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 16.46% of the equity interest in AMF, AG may be deemed to beneficially own the 39,283 Shares of the Company's Common Stock beneficially owned by AMF.

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

0.24%

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

- (i) Sole power to vote or to direct vote: 39,283
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 39,283
- (iv) Shared power to dispose or to direct disposition of:

None

<u>AGI</u>

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

By virtue of its ownership of 30.61% of the equity interest in AMF, AGI may be deemed to beneficially own the 39,283 Shares of the Company's Common Stock beneficially owned by AMF.

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

0.24%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 39,283
 - (ii) Shared power to vote or to direct vote:

None

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

39,283

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

None

AIF LLC

(c)

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

By virtue of its ownership of 6.05% of the equity interest in AMF, AIF LLC may be deemed to beneficially own the 39,283 Shares of the Company's Common Stock beneficially owned by AMF.

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

0.24%

Number of Shares as to which person has:

- (i) Sole power to vote or to direct vote: 39,283
- (ii) Shared power to vote or to direct vote:

None

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

39,283

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

<u>AIF LTD</u>

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

By virtue of its ownership of 17.69% of the equity interest in AMF, AIF LTD may be deemed to beneficially own the 39,283 Shares of the Company's Common Stock beneficially owned by AMF.

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

0.24%

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

- (i) Sole power to vote or to direct vote: 39,283
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 39,283
- (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 9.31% of the equity interest in AMF, AGJ may be deemed to beneficially own the 39,283 Shares of the Company's Common Stock beneficially owned by AMF.

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(b)	Percent of Class:	
	0.24%	
(c)	Number of Shares as to which person has:	
	(i) Sole power to vote or to direct vote:	
	39,283	
	(ii) Shared power to vote or to direct vote:	
	None	
	(iii) Sole power to dispose or direct disposition of:	
	39,283	
	(iv) Shared power to dispose or to direct disposition of:	
	None	
AEMF		
(a)	Amount Beneficially Owned:	
	229,307	
(b)	Percent of Class:	
	1.38%	
(c)	Number of Shares as to which person has:	
	(i) Sole power to vote or to direct vote:	
	229,307	
	(ii) Shared power to vote or to direct vote:	
	None	

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

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229,307

(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 29.01% of the equity interest in AEMF, AEF LP may be deemed to beneficially own the 229,307 Shares of the Company's Common Stock beneficially owned by AEMF.

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

1.38%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 229,307
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of:

229,307

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

None

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<u>AEF LTD</u>	
(a)	Amount Beneficially Owned:
	By virtue of its ownership of 70.98% of the equity interest in AEMF, AEF LTD may be deemed to beneficially own the 229,307 Shares of the Company's Common Stock beneficially owned by AEMF.
(b)	Percent of Class:
	1.38%
(c)	Number of Shares as to which person has:
	(i) Sole power to vote or to direct vote:
	229,307
	(ii) Shared power to vote or to direct vote:
	None
	(iii) Sole power to dispose or direct disposition of:
	229,307
	(iv) Shared power to dispose or to direct disposition of:
	None
<u>BZMF</u>	
(a)	Amount Beneficially Owned:
	93,398
(b)	Percent of Class:
	0.56%
(c)	Number of Shares as to which person has:
	(ii) Sole power to vote or to direct vote:
	93,398

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

93,398

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

BZF LLC

(c)

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

None

By virtue of its ownership of 55.50% of the equity interest in BZMF, BZF LLC may be deemed to beneficially own the 93,398 Shares of the Company's Common Stock beneficially owned by BZMF.

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

0.56%

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

93,398

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

None

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

93,398

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

None

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<u>BZF Ľ</u>	ID
(a)	Amount Beneficially Owned:
	By virtue of its ownership of 44.25% of the equity interest in BZMF, BZF LTD may be deemed to beneficially own the 93,398 Shares of the Company's Common Stock beneficially owned by BZMF.
(b)	Percent of Class:
	0.56%
(c)	Number of Shares as to which person has:
	(i) Sole power to vote or to direct vote:
	93,398
	(ii) Shared power to vote or to direct vote:
	None
	(iv) Sole power to dispose or direct disposition of:
	93,398
	(iv) Shared power to dispose or to direct disposition of:
	None
<u>AFT N</u>	IASTER
(a)	Amount Beneficially Owned:
	6,814
(b)	Percent of Class:
	0.04%
(c)	Number of Shares as to which person has:
	(i) Sole power to vote or to direct vote:
	6,814
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- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of:6,814
- (iv) Shared power to dispose or to direct disposition of: None

<u>AFT LP</u>

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

By virtue of its ownership of 36.67% of the equity interest in AFT MASTER, AFT LP may be deemed to beneficially own the 6,814 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

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

0.04%

- (c) <u>Number of Shares as to which person has:</u>
 - (i) Sole power to vote or to direct vote:6,814
 - (ii) Shared power to vote or to direct vote:

None

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

6,814

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

None

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<u>AFT LTD</u>

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

By virtue of its ownership of 63.23% of the equity interest in AFT MASTER, AFT LTD may be deemed to beneficially own the 6,814 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

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

0.04%

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

6,814

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

None

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

6,814

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

<u>BAM</u>

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

By virtue of its position as investment manager to each of AMF, AG, AGI, AIF LLC, AIF LTD, AGJ, AEMF, AEF LP, AEF LTD, BZMF, BZF LLC, BZF LTD, AFT MASTER, AFT LP and AFT LTD, BAM may be deemed to beneficially own the 368,802 Shares of the Company's Common Stock beneficially owned by AMF, AG, AGI, AIF LLC, AIF LTD, AGJ, AEMF, AEF LP, AEF LTD, BZMF, BZF LLC, BZF LTD, AFT MASTER, AFT LP and AFT LTD.

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

2.22%

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

- (i) Sole power to vote or to direct vote: 368,802
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of:

368,802

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

None

Dmitry Balyasny

(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 368,802 Shares of the Company's Common Stock beneficially owned by BAM.

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

2.22%

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

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

368,802

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

None

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

368,802

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	(iv) Shared power to dispose or to direct disposition of: None
Item 5	<u>Ownership of Five Percent or Less of a Class</u> : 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	<u>Identification and Classification of Members of the Group</u> : Not Applicable
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: February 14, 2017

ATLAS MASTER FUND, LTD.

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

A TLAS 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 ENHANCED MASTER FUND, LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS GLOBAL, LLC

By: /s/ Scott Schroeder

Scott Schroeder Authorized Signatory

ATLAS INSTITUTIONAL FUND, LLC

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS GLOBAL JAPAN UNIT TRUST

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

ATLAS ENHANCED FUND, L.P.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

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ATLAS ENHANCED FUND, LTD

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

BAM ZIE FUND, LLC

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

ATLAS FUNDAMENTAL TRADING MASTER FUND LTD.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS FUNDAMENTAL TRADING FUND, LTD.

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

DMITRY BALYASNY

By: /s/ Scott Schroeder Scott Schroeder Authorized Representative

BAM ZIE MASTER FUND, LTD

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

BAM ZIE FUND, LTD

By: /s/ Scott Schroeder Scott Schroeder

Authorized Signatory

ATLAS FUNDAMENTAL TRADING FUND, L.P.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

BALYASNY ASSET MANAGEMENT L.P.

By: /s/ Scott Schroeder

Scott Schroeder Authorized Signatory

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