SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 2)

CHURCHILL DOWNS INC

(Name of Issuer)

COMMON STOCK (Title of Class of Securities)

> 171484108 (CUSIP Number)

December 31, 2015 (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 No. 171484108 | | | | | | | | | | |
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| 1 | | | REPORTING PERSONS | | | | | | | |
| | I.R.S. ID | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | | | |
| | Atlas M | Atlas Master Fund, Ltd. | | | | | | | | |
| 2 | CHECK | TH | E APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | |
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| 4 | CITIZEI | NSH | TP OR PLACE OF ORGANIZATION | | | | | | | |
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| | | 5 | SOLE VOTING POWER | | | | | | | |
| | | | 235,634 (See Item 4) | | | | | | | |
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| | FICIALLY | r | | | | | | | | |
| | NED BY | _ | None (see Item 4) SOLE DISPOSITIVE POWER | | | | | | | |
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| PE | RSON | | 235,634 (See Item 4) | | | | | | | |
| V | VITH | 8 | SHARED DISPOSITIVE POWER | | | | | | | |
| | | | None | | | | | | | |
| 9 | AGGRE | GAT | TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| | 235,634 (See Item 4) | | | | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | | | | |
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| 11 | Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | | |
| 11 | LENGENT OF GEROS REFRESENTED DT MINOCITI IN NOW (5) | | | | | | | | | |
| | 1.34% | | | | | | | | | |
| 12 | TYPE OF REPORTING PERSON* | | | | | | | | | |
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| 1.1 | NAMES OF REPORTING PERSONS | | | | | | | |
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| | | obal, LLC | | | | | | |
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| 4 CI | TIZEN | SHIP OR PLACE OF ORGANIZATION | | | | | | |
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| EACI REPORT | | / SOLE DISPOSITIVE POWER | | | | | | |
| PERSO | | 235,634 | | | | | | |
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| | | None (See Item 4) | | | | | | |
| 9 A0 | GGREG | ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 235,634 (See Item 4) | | | | | | | |
| | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | | |
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| 1 | | F REPORTING PERSONS | | | | | | | |
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| | Atlas Glo | bal Investments, Ltd. | | | | | | | |
| 2 | CHECK TI | HE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | |
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| 4 | CITIZENS | HIP OR PLACE OF ORGANIZATION | | | | | | | |
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| | 5 | 5 SOLE VOTING POWER | | | | | | | |
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| NUM | IBER OF | 235,634 | | | | | | | |
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| E | ACH | 7 SOLE DISPOSITIVE POWER | | | | | | | |
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| 9 | AGGREGA | TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
| | 235,634 (See Item 4) | | | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | | | |
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| 11 | Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | |
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| 12 | TYPE OF REPORTING PERSON* | | | | | | | | |
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| 1 NAMES OF REPORTING PERSONS LRS. 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 23,634 SOLE VOTING POWER BENEFICIALLY OWNED BY EACH PERSON WITH 5 SOLE DISPOSITIVE POWER 235,634 None (See Item 4) 235,634 SHARES 8 SHARED DISPOSITIVE POWER 235,634 None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 235,634 (See Item 4) None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 235,634 (See Item 4) None (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □ Not Applicable Not Applicable 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OF REPORTING PERSON* 12 TYPE OF REPORTING PERSON* 12 | CUSIP No. 171484108 | | | | | | | | | |
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| Atlas Institutional Fund, LLC 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) (c) <li(c)< li=""> <li(c)< li=""> (c)<td>1</td><td colspan="7"></td></li(c)<></li(c)<> | 1 | | | | | | | | | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) (c) <li(c)< li=""> (c)</li(c)<> | | I.R.S. ID | I.K.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | | |
| a a b a 3 SEC USE ONLY a 4 CITIZENSHIP OR PLACE OF ORGANIZATION belaware belaware NUMBER OF SILE VOTING POWER 235,634 shared voting POWER BENEFICIALLY None (See Item 4) OWNED BY SOLE DISPOSITIVE POWER PERSON 235,634 WITH 8 8 SHARED DISPOSITIVE POWER None (See Item 4) 235,634 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 235,634 (See Item 4) 10 9 AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 1.34% 12 12 TYPE OF REPORTING PERSON* | | | | | | | | | | |
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| 1 | NAMES OF REPORTING PERSONS | | | | | | | | |
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| | Atlas Institutional Fund, Ltd. | | | | | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | | |
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| 3 | SEC USE ONLY | | | | | | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | | | | | | | | |
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| | Cayman 5 SOLE VOTING POWER | | | | | | | | |
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| NUM | BER OF 235,634 | | | | | | | | |
| | ARES 6 SHARED VOTING POWER | | | | | | | | |
| | FICIALLY NED BY None (See Item 4) | | | | | | | | |
| E | ACH 7 SOLE DISPOSITIVE POWER | | | | | | | | |
| | DRTING RSON 235,634 | | | | | | | | |
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| 0 | None (See Item 4) | | | | | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | | |
| | 235,634 (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) | | | | | | | | |
| | 1.240/ | | | | | | | | |
| 12 | 1.34% TYPE OF REPORTING PERSON* | | | | | | | | |
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| | Atlas In | nstitutional Fund II, LLC | | | | | | | |
| 2 | | THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | | | |
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| 3 | SEC USE | SE ONLY | | | | | | | |
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| NUM | IBER OF | 235,634 | | | | | | | |
| | IARES | 6 SHARED VOTING POWER | | | | | | | |
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| | ACH ORTING | 7 SOLE DISPOSITIVE POWER | | | | | | | |
| | RSON | 235,634 | | | | | | | |
| W | VITH | 8 SHARED DISPOSITIVE POWER | | | | | | | |
| | | None (See Item 4) | | | | | | | |
| 9 | AGGRE | EGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | | |
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| 10 | 235,634 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | | | |
| 10 | | | | | | | | | |
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| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | |
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| 12 | TYPE OF REPORTING PERSON* | | | | | | | | |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | |
| | Atlas Institutional Fund II, 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 | | | | | | |
| | 235,634 | | | | | | |
| | BER OF 253,034 ARES 6 SHARED VOTING POWER | | | | | | |
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| PE | RSON 235.634 | | | | | | |
| V | 8 SHARED DISPOSITIVE POWER | | | | | | |
| | None (See Item 4) | | | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 235,634 (See Item 4) | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | |
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| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | |
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| 12 | TYPE OF REPORTING PERSON* | | | | | | |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | |
| | Atlas Global Japan Unit Trust | | | | | | |
| 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 | | | | | | |
| | 235,634 | | | | | | |
| | BER OF 253,054 ARES 6 SHARED VOTING POWER | | | | | | |
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| | NED BY None (See Item 4) | | | | | | |
| | ACH 7 SOLE DISPOSITIVE POWER ORTING | | | | | | |
| PE | RSON 235.634 | | | | | | |
| V | 11TH 8 SHARED DISPOSITIVE POWER | | | | | | |
| | None (See Item 4) | | | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 235,634 (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) | | | | | | |
| | | | | | | | |
| 45 | 1.34% | | | | | | |
| 12 | TYPE OF REPORTING PERSON* | | | | | | |
| | 00 | | | | | | |
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| 1 | | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | |
| | Atlas E | nha | nced Master Fund, Ltd. | | | | | |
| 2 | | | E APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | | |
| | (a) 🗆 | (0 | | | | | | |
| 3 | SEC USI | e oi | JLY | | | | | |
| 4 | CITIZEN | NSH | IP OR PLACE OF ORGANIZATION | | | | | |
| | Cayn | nan | | | | | | |
| | | | SOLE VOTING POWER | | | | | |
| | | | 513,923 | | | | | |
| | IBER OF | 6 | SHARED VOTING POWER | | | | | |
| BENE | FICIALLY | | | | | | | |
| | NED BY ACH | 7 | None (See Item 4) SOLE DISPOSITIVE POWER | | | | | |
| REPO | ORTING | | | | | | | |
| | RSON VITH | | 513,923 | | | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | | | |
| | | | None (See Item 4) | | | | | |
| 9 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | |
| | 513,923 (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) | | | | | | | |
| | 2.92% | | | | | | | |
| 12 | 2.92% TYPE OF REPORTING PERSON* | | | | | | | |
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| | CO | | | | | | | |

| CUSIP No. 171484108 | | | | | | | | | |
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| 1 | | | | | | | | | |
| | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | | | |
| | | | nced Fund, L.P. | | | | | | |
| 2 | CHECK (a) □ | | E APPROPRIATE BOX IF A MEMBER OF A GROUP* \Box | | | | | | |
| | | | · | | | | | | |
| 3 | SEC USI | e oi | JLY | | | | | | |
| 4 | CITIZEN | VSH | IP OR PLACE OF ORGANIZATION | | | | | | |
| | Dela | war | e | | | | | | |
| | 1 | | SOLE VOTING POWER | | | | | | |
| | | | 513,923 | | | | | | |
| _ | IBER OF IARES | 6 | SHARED VOTING POWER | | | | | | |
| | FICIALLY NED BY | r | None (See Item 4) | | | | | | |
| E | ACH | 7 | SOLE DISPOSITIVE POWER | | | | | | |
| | ORTING RSON | | F12 022 | | | | | | |
| | VITH | 8 | 513,923 SHARED DISPOSITIVE POWER | | | | | | |
| | | | | | | | | | |
| 9 | AGGRE | GAT | None (See Item 4) E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| 5 | AUGREGATE ANOUNT DEMERICIALET OWNED DT EACH REFORTING PERSON | | | | | | | | |
| 10 | 513,923 (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | | | |
| 10 | CHECK DOA IF THE AGGREGATE AMOUNT IN ROW (9) EACLUDES CERTAIN SHARES 🛛 🗆 | | | | | | | | |
| | Not Applicable | | | | | | | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | |
| | 2.92% | | | | | | | | |
| 12 | TYPE OF REPORTING PERSON* | | | | | | | | |
| | 00 | | | | | | | | |
| L | | | | | | | | | |

| CUSIP No. 171484108 | | | | | | | | | |
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| 1 | NAMES OF REPORTING PERSONS | | | | | | | | |
| | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | | | |
| | | | nced Fund, Ltd. | | | | | | |
| 2 | CHECK (a) □ | | E APPROPRIATE BOX IF A MEMBER OF A GROUP*) \Box | | | | | | |
| | (a) 🗆 | (U | | | | | | | |
| 3 | SEC USE | e oi | ILY | | | | | | |
| 4 | CITIZEN | ISH | P OR PLACE OF ORGANIZATION | | | | | | |
| | Carm | | | | | | | | |
| I | Cayn | | SOLE VOTING POWER | | | | | | |
| | | | | | | | | | |
| - | BER OF | 6 | 513,923 SHARED VOTING POWER | | | | | | |
| | ARES FICIALLY | | SHARED VOTING POWER | | | | | | |
| OWN | NED BY | | None (See Item 4) | | | | | | |
| | ACH ORTING | 7 | SOLE DISPOSITIVE POWER | | | | | | |
| PEI | RSON | | 513,923 | | | | | | |
| W | /ITH | 8 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | None (See Item 4) | | | | | | |
| 9 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 513,923 (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) | | | | | | | | |
| | 2.020/ | | | | | | | | |
| 12 | 2.92% TYPE OF REPORTING PERSON* | | | | | | | | |
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| | CO | | | | | | | | |

| CUSIP No. 171484108 Page | | | | | | | | | |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | | | | |
| | I.K.S. IDENTIFICATION NOS. OF ADOVE PERSONS (Eliules Olily) | | | | | | | | |
| | | | vasny Atlas Enhanced Fund Limited | | | | | | |
| 2 | CHECK (a) □ | | 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 | | | | | | |
| | Jerse | T 7 | | | | | | | |
| | Jeise | y 5 | SOLE VOTING POWER | | | | | | |
| | | - | | | | | | | |
| NUM | IBER OF | | 33,276 | | | | | | |
| - | IARES | | SHARED VOTING POWER | | | | | | |
| | FICIALLY NED BY | | None (See Item 4) | | | | | | |
| | ACH | 7 | SOLE DISPOSITIVE POWER | | | | | | |
| | ORTING RSON | | 33,276 | | | | | | |
| V | VITH | 8 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | None (See Item 4) | | | | | | |
| 9 | AGGRE | GAT | TE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | | | |
| | 33,276 (See Item 4) | | | | | | | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | | | | | | |
| | | | | | | | | | |
| 11 | Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | | | | | |
| 11 | The reaction of class and also have been and been and the form (5) | | | | | | | | |
| | 0.19% | | | | | | | | |
| 12 | TYPE OF REPORTING PERSON* | | | | | | | | |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | |
| | BAM Zie Mas | | | | |
| 2 | CHECK THE AI (a) □ (b) □ | PPROPRIATE BOX IF A MEMBER OF A GROUP*] | | | |
| 3 | SEC USE ONLY | | | | |
| 4 | CITIZENSHIP C | R PLACE OF ORGANIZATION | | | |
| | Cayman | | | | |
| | 5 SC | LE VOTING POWER | | | |
| | | 284,770 | | | |
| | | ARED VOTING POWER | | | |
| | FICIALLY | | | | |
| | | None (See Item 4) LE DISPOSITIVE POWER | | | |
| | ACH 7 SC DRTING | LE DISPOSITIVE POWER | | | |
| | RSON | 284,770 | | | |
| V | /ITH 8 SH | ARED DISPOSITIVE POWER | | | |
| | None (See Item 4) | | | | |
| 9 | AGGREGATE A | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | 284,770 (Se | ee Item 4) | | | |
| 10 | CHECK BOX IF | THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | | |
| | Not Applic | bla | | | |
| 11 | Not Applicable PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | | |
| | | | | | |
| 15 | 1.62% | | | | |
| 12 | TYPE OF REPO | RTING PERSON* | | | |
| | CO | | | | |
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| CUSIP N | o. 171484108 | Page 15 of 44 Pages | | |
|---------|---|---------------------|--|--|
| 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 | | | |
| 4 | CITIZENSHIP OR PLACE OF ORGANIZATION | | | |
| | Delaware | | | |
| | 5 SOLE VOTING POWER | | | |
| | 284,770 | | | |
| | BER OF 264,770 ARES 6 SHARED VOTING POWER | | | |
| | ICIALLY | | | |
| OWI | ED BY None (See Item 4) | | | |
| | ACH 7 SOLE DISPOSITIVE POWER RTING | | | |
| PE | RSON 284,770 | | | |
| V | 8 SHARED DISPOSITIVE POWER | | | |
| | None (See Item 4) | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | 284,770 (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) | | | |
| | | | | |
| 10 | 1.62% | | | |
| 12 | TYPE OF REPORTING PERSON* | | | |
| | 00 | | | |
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| CUSIP N | . 171484108 | Page 16 of 44 Pages | | |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | |
| | | | | |
| | BAM Zie 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 | | | |
| | 284,770 | | | |
| | BER OF 6 SHARED VOTING POWER | | | |
| BENE | ICIALLY | | | |
| | ED BY None (See Item 4) CH 7 SOLE DISPOSITIVE POWER | | | |
| REP | RTING | | | |
| | SON 284,770 | | | |
| | 8 SHARED DISPOSITIVE POWER | | | |
| | None (See Item 4) | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | 284,770 (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) | | | |
| | 1.00/ | | | |
| 12 | 1.69% TYPE OF REPORTING PERSON* | | | |
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| 1 | NAMES OF REPORTING PERSONS | | | | |
| | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | |
| | | | amental Trading Master Fund, Ltd. | | |
| 2 | CHECK (a) □ | | E APPROPRIATE BOX IF A MEMBER OF A GROUP* | | |
| | | - | | | |
| 3 | SEC USE | E OI | 1LY | | |
| 4 | CITIZEN | ISH | IP OR PLACE OF ORGANIZATION | | |
| | Cayn | nan | | | |
| | Cuyn | | SOLE VOTING POWER | | |
| | | | 22,020 | | |
| | BER OF | 6 | 22,930 SHARED VOTING POWER | | |
| - | ARES FICIALLY | | | | |
| | NED BY | | None (See Item 4) | | |
| | ACH ORTING | 7 | SOLE DISPOSITIVE POWER | | |
| PE | RSON | | 22,930 | | |
| W | /ITH | 8 | SHARED DISPOSITIVE POWER | | |
| | | | None (See Item 4) | | |
| 9 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 22,93 | 30 (| See Item 4) | | |
| 10 | CHECK | BO | X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | |
| | Not A | Apr | licable | | |
| 11 | | | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 0.139 | % | | | |
| 12 | TYPE OF REPORTING PERSON* | | | | |
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| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | |
| | Atlas F | und | amental Trading Fund, L.P. | | |
| 2 | CHECK | TH | E APPROPRIATE BOX IF A MEMBER OF A GROUP* | | |
| | (a) 🗆 | (Ե | | | |
| 3 | SEC USI | e oi | ILY | | |
| 4 | CITIZEN | ISH | IP OR PLACE OF ORGANIZATION | | |
| | Dela | war | e | | |
| | Į | 5 | SOLE VOTING POWER | | |
| | | | 22,930 | | |
| | IBER OF IARES | 6 | SHARED VOTING POWER | | |
| | FICIALLY | | | | |
| | NED BY | | None (See Item 4) | | |
| EACH 7 SOLE DISPOSITIVE POWER REPORTING | | | | | |
| | RSON | | 22,930 | | |
| V | VITH | 8 | SHARED DISPOSITIVE POWER | | |
| | | | None (See Item 4) | | |
| 9 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 22,93 | 30 (| See Item 4) | | |
| 10 | CHECK | BO | K IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* \Box | | |
| | Not | Δηη | licable | | |
| 11 | | | F CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
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| 10 | | | | | |
| 12 | TYPE O | FR | EPORTING PERSON* | | |
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| 1 NAMES OF REPORTING PERSONS 1 RS. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) Atlas Fundamental Trading Fund, Ltd. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) □ 3 SEC USE ONLY | CUSIP N | lo. 171484 | 3 | Page 19 of 44 Pages | | |
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| Atlas Fundamental Trading Fund, Ltd. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b) (c) <l< td=""><td>1</td><td colspan="5"></td></l<> | 1 | | | | | |
| 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) □ (b) □ 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Cayman SOLE VOTING POWER 22,930 SHARES BENEFICIALLY Owne (See Item 4) SOLE DISPOSITIVE POWER 22,930 8 SHARED DISPOSITIVE POWER 22,930 (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 0.13% 12 TYPE OF REPORTING PERSON* | | I.R.S. ID | TTIFICATION NOS. OF ABOVE | PERSONS (Entities Only) | | |
| a a b 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Cayman NUMBER OF 5 SOLE VOTING POWER BENEFICIALLY OWNED BY F SOLE DISPOSITIVE POWER EACH REPORTING PERSON 22,930 8 SHARED DISPOSITIVE POWER None (See Item 4) 22,930 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 0.13% 12 TYPE OF REPORTING PERSON* | | Atlas F | damental Trading Fund, Ltd | | | |
| 3 SEC USE ONLY 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman 5 SOLE VOTING POWER 22,930 SHARES BENEFICIALIY OWNED BY EACH REPORTING PERSON 22,930 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 0.13% 12 12 TYPE OF REPORTING PERSON* | 2 | | | EMBER OF A GROUP* | | |
| 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman NUMBER OF 5 SHARES 6 BENEFICIALLY 0 OWNED BY None (See Item 4) PERSON 22,930 WITH 7 SOLE DISPOSITIVE POWER PERSON 22,930 8 SHARED DISPOSITIVE POWER 22,930 8 SHARED DISPOSITIVE POWER None (See Item 4) 2 2,930 8 SHARED DISPOSITIVE POWER None (See Item 4) 0 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 0.13% 12 | | (a) 🗆 | 0) | | | |
| Cayman NUMBER OF SHARES 5 SOLE VOTING POWER 22,930 6 SHARED VOTING POWER BENEFICIALLY OWNED BY None (See Item 4) None (See Item 4) EACH REPORTING PERSON 7 SOLE DISPOSITIVE POWER 22,930 22,930 22,930 WITH 8 SHARED DISPOSITIVE POWER 22,930 22,930 22,930 WITH 8 SHARED DISPOSITIVE POWER 22,930 None (See Item 4) None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.13% 12 TYPE OF REPORTING PERSON* 12 | 3 | SEC USI | DNLY | | | |
| NUMBER OF SHARES 5 SOLE VOTING POWER 22,930 6 SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 22,930 7 SOLE DISPOSITIVE POWER 22,930 8 SHARED DISPOSITIVE POWER 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 9 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OF REPORTING PERSON* | 4 | CITIZEN | HIP OR PLACE OF ORGANIZA | ION | | |
| NUMBER OF SHARES 5 SOLE VOTING POWER 22,930 6 SHARED VOTING POWER BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 22,930 7 SOLE DISPOSITIVE POWER 22,930 8 SHARED DISPOSITIVE POWER 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 9 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OF REPORTING PERSON* | | Cavr | n | | | |
| NOMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY None (See Item 4) SOLE DISPOSITIVE POWER EACH REPORTING 7 SOLE DISPOSITIVE POWER WITH 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OF REPORTING PERSON* | | Cuyn | | | | |
| NOMBER OF SHARES 6 SHARED VOTING POWER BENEFICIALLY OWNED BY None (See Item 4) SOLE DISPOSITIVE POWER EACH REPORTING 7 SOLE DISPOSITIVE POWER WITH 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □ 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* □ 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OF REPORTING PERSON* | | | 22.020 | | | |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON None (See Item 4) 22,930 22,930 WITH 8 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 10 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* I 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OF REPORTING PERSON* | - | - | | | | |
| EACH REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 8 SHARED DISPOSITIVE POWER 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 12 TYPE OF REPORTING PERSON* | - | - | | | | |
| REPORTING PERSON WITH 22,930 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 0.13% 12 TYPE OF REPORTING PERSON* | | | | | | |
| WITH 22,00 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 0.13% 12 TYPE OF REPORTING PERSON* | | | SOLE DISPOSITIVE POWER | | | |
| 8 SHARED DISPOSITIVE POWER None (See Item 4) 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (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) 0.13% 12 TYPE OF REPORTING PERSON* | | | 22,930 | | | |
| 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 22,930 (See Item 4) 10 10 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) 0.13% 12 TYPE OF REPORTING PERSON* | V | VIIH | SHARED DISPOSITIVE POW | ER | | |
| 22,930 (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) 0.13% 12 TYPE OF REPORTING PERSON* | | | | | | |
| 10 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) 0.13% 12 TYPE OF REPORTING PERSON* | 9 | AGGRE | TE AMOUNT BENEFICIALLY | OWNED BY EACH REPORTING PERSON | | |
| 10 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) 0.13% 12 TYPE OF REPORTING PERSON* | | 22,93 | (See Item 4) | | | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.13% 12 TYPE OF REPORTING PERSON* | 10 | | | INT IN ROW (9) EXCLUDES CERTAIN SHARES* □ | | |
| 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.13% 12 TYPE OF REPORTING PERSON* | | Not | nlicable | | | |
| 12 TYPE OF REPORTING PERSON* | 11 | | | AMOUNT IN ROW (9) | | |
| 12 TYPE OF REPORTING PERSON* | | 0.100 | | | | |
| | 12 | | | | | |
| | | | | | | |
| | | CO | | | | |

| CUSIP N | . 171484108 | Page 20 of 44 Pages | | | |
|---------|---|---------------------|--|--|--|
| 1 | NAMES OF REPORTING PERSONS | | | | |
| | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | |
| | Atlas Quantitative Trading 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 4,470 FES 6 SHARED VOTING POWER | | | | |
| - | CIALLY | | | | |
| OWI | ED BY None (See Item 4) | | | | |
| | CH 7 SOLE DISPOSITIVE POWER RTING | | | | |
| PE | SON 4,470 | | | | |
| V | TH 8 SHARED DISPOSITIVE POWER | | | | |
| | None (See Item 4) | | | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | | |
| | 4,470 (See Item 4) | | | | |
| 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) | | | | |
| | | | | | |
| 10 | | | | | |
| 12 | TYPE OF REPORTING PERSON* | | | | |
| | СО | | | | |
| | | | | | |

| CUSIP N | o. 171484 | 108 | | Page 21 of 44 Pages | |
|---------|---|------|---|---------------------|--|
| 1 | NAMES OF REPORTING PERSONS | | | | |
| | I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | |
| | Delman | / | Acat Management I. D. | | |
| 2 | Balyasny Asset Management L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | | |
| 2 | (a) \Box | | \Box | | |
| | (-) _ | (- |) — | | |
| 3 | SEC USI | e oi | VLY | | |
| | | | | | |
| 4 | CITIZEN | ISH | IP OR PLACE OF ORGANIZATION | | |
| | Dela | | | | |
| | Delu | | SOLE VOTING POWER | | |
| | | | | | |
| NUM | BER OF | | 1,095,003 (See Item 4) | | |
| - | ARES | 6 | SHARED VOTING POWER | | |
| | FICIALLY | | | | |
| | NED BY | _ | None | | |
| | ACH ORTING | | SOLE DISPOSITIVE POWER | | |
| | RSON | | 1,095,003 (See Item 4) | | |
| W | /ITH | 8 | SHARED DISPOSITIVE POWER | | |
| | | | | | |
| | | | None | | |
| 9 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | |
| | 1 000 | 5 00 | 03 (See Item 4) | | |
| 10 | | | X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* | | |
| 10 | GILGI | 20. | | | |
| | Not A | Арр | licable | | |
| 11 | PERCEN | NT C | OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | |
| | 6 | | | | |
| 12 | 6.23% TYPE OF REPORTING PERSON* | | | | |
| 12 | I YPE O | r RI | LPORTING PERSON™ | | |
| | IA | | | | |
| | | | | | |

| CUSIP N | CUSIP No. 171484108 Page 22 of 44 Pa | | | | | |
|---------|---|------|--|--|--|--|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) | | | | | |
| | 1.K.5. ID | EIN. | IFICATION NOS. OF ABOVE PERSONS (Enulies Only) | | | |
| | Dmitry Balyasny | | | | | |
| 2 | $\begin{array}{c} \text{CHECK} \\ \text{(a)} \end{array}$ | | E APPROPRIATE BOX IF A MEMBER OF A GROUP* | | | |
| | (a) 🗆 | (L |) | | | |
| 3 | SEC USI | E OI | 4LY | | | |
| 4 | CITIZEN | NSH | IP OR PLACE OF ORGANIZATION | | | |
| | Unite | ed S | States | | | |
| | | 5 | SOLE VOTING POWER | | | |
| NUM | IBER OF | | 1,095,003 (See Item 4) | | | |
| SH | IARES | | SHARED VOTING POWER | | | |
| | FICIALLY NED BY | 7 | None | | | |
| | CACH | 7 | SOLE DISPOSITIVE POWER | | | |
| | ORTING CRSON | | | | | |
| | VITH | | 1,095,003 (See Item 4) SHARED DISPOSITIVE POWER | | | |
| | | 8 | SHARED DISPOSITIVE POWER | | | |
| | | | None | | | |
| 9 | AGGRE | GAT | E AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| | | | 03 (See Item 4) | | | |
| 10 | CHECK | BO | X IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES* \Box | | | |
| | Not | Anr | licable | | | |
| 11 | | | DF CLASS REPRESENTED BY AMOUNT IN ROW (9) | | | |
| | | | | | | |
| 12 | 6.23% TYPE OF REPORTING PERSON* | | | | | |
| 12 | I I PE U | r Kl | PORTING 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

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 14.40% 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 21.61% 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 5.40% 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 15.62% 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 8.57% 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 18.91% 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 7.46% 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 31.12% 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 68.24% of the equity interests in AEMF.

(12) 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.

(13) 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.

(14) 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 39.18% of the equity interests in BZMF.

(15) 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 60.18% of the equity interests in BZMF.

(16) 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.

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(17) 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 69.96% of the equity interests in AFT MASTER.

(18) 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 29.49% of the equity interests in AFT MASTER

(19) Atlas Quantitative Trading Fund, Ltd. is a Cayman corporation ("AQTF"), 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.

(20) 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, LYXOR, BZMF, BZF LLC, BZF LTD, AFT MASTER, AFT LP, AFT LTD and AQTF.

(21) 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

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Item 4 Ownership:

AMF

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

235,634

- (b) <u>Percent of Class</u>:
 - 1.34%

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

- (i) Sole power to vote or to direct vote: 235,634
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 235,634
- (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 14.40% of the equity interest in AMF, AG may be deemed to beneficially own the 235,634 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.34%

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

- (i) Sole power to vote or to direct vote: 235,634
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of:235,634
- (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 21.61% of the equity interest in AMF, AGI may be deemed to beneficially own the 235,634 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.34%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 235,634
 - (ii) Shared power to vote or to direct vote: None
 - (ii) Sole power to dispose or direct disposition of: 235,634

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(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 5.40% of the equity interest in AMF, AIF LLC may be deemed to beneficially own the 235,634 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.34%

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

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

235,634

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

None

- (iii) Sole power to dispose or direct disposition of:235,634
- (iv) Shared power to dispose or to direct disposition of: None

1

AIF LTD

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

By virtue of its ownership of 15.62% of the equity interest in AMF, AIF LTD may be deemed to beneficially own the 235,634 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.34%

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

235,634

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

235,634

(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 8.57% of the equity interest in AMF, AIF2 LLC may be deemed to beneficially own the 235,634 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.34%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 235,634
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of:

235,634

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(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 18.91% of the equity interest in AMF, AIF2 LTD may be deemed to beneficially own the 235,634 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.34%

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

235,634

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

None

- (iii) Sole power to dispose or direct disposition of:235,634
- (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 7.46% of the equity interest in AMF, AGJ may be deemed to beneficially own the 235,634 Shares of the Company's Common Stock beneficially owned by AMF.

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

1.34%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 235,634
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of: 235,634
 - (iv) Shared power to dispose or to direct disposition of: None

AEMF

(a) <u>Amount Beneficially Owned</u>: 513,923

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

2.92%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 513,923
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of: 513,923

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(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 31.12% of the equity interest in AEMF, AEF LP may be deemed to beneficially own the 513,923 Shares of the Company's Common Stock beneficially owned by AEMF.

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

2.92%

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

513,923

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

None

- (iii) Sole power to dispose or direct disposition of: 513,923
- (iv) Shared power to dispose or to direct disposition of:

None

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AEF LTD

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

By virtue of its ownership of 68.24% of the equity interest in AEMF, AEF LTD may be deemed to beneficially own the 513,923 Shares of the Company's Common Stock beneficially owned by AEMF.

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

2.92%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 513,923
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of: 513,923
 - (iv) Shared power to dispose or to direct disposition of: None

LYXOR

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

33,276

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

0.19%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 33,276

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- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of: 33,276
- (iv) Shared power to dispose or to direct disposition of: None

BZMF

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

284,770

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

1.62%

- (c) <u>Number of Shares as to which person has</u>:
 - (ii) Sole power to vote or to direct vote: 284,770
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of: 284,770
 - (iv) Shared power to dispose or to direct disposition of:

None

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BZF LLC

(a) Amount Beneficially Owned:

By virtue of its ownership of 39.18% of the equity interest in BZMF, BZF LLC may be deemed to beneficially own the 284,770 Shares of the Company's Common Stock beneficially owned by BZMF.

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

1.62%

- (c) <u>Number of Shares as to which person has</u>:
 - (iv) Sole power to vote or to direct vote:
 - 284,770
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of:284,770
 - (iv) Shared power to dispose or to direct disposition of: None

<u>BZF LTD</u>

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

By virtue of its ownership of 60.18% of the equity interest in BZMF, BZF LTD may be deemed to beneficially own the 284,770 Shares of the Company's Common Stock beneficially owned by BZMF.

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

1.62%

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

- (i) Sole power to vote or to direct vote: 284,770
- (ii) Shared power to vote or to direct vote: None
- (v) Sole power to dispose or direct disposition of: 284,770
- (iv) Shared power to dispose or to direct disposition of: None

AFT MASTER

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

22,930

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

0.13%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote: 22,930
 - (ii) Shared power to vote or to direct vote:

None

- (iii) Sole power to dispose or direct disposition of:22,930
- (iv) Shared power to dispose or to direct disposition of: None

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<u>AFT LP</u>

(a) Amount Beneficially Owned:

By virtue of its ownership of 69.96% of the equity interest in AFT MASTER, AFT LP may be deemed to beneficially own the 22,930 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

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

0.13%

- (c) <u>Number of Shares as to which person has</u>:
 - (i) Sole power to vote or to direct vote:
 - 22,930
 - (ii) Shared power to vote or to direct vote: None
 - (iii) Sole power to dispose or direct disposition of:22,930
 - (iv) Shared power to dispose or to direct disposition of: None

AFT LTD

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

By virtue of its ownership of 29.49% of the equity interest in AFT MASTER, AFT LTD may be deemed to beneficially own the 22,930 Shares of the Company's Common Stock beneficially owned by AFT MASTER.

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

0.13%

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

- (i) Sole power to vote or to direct vote: 22,930
- (ii) Shared power to vote or to direct vote: None
- (iii) Sole power to dispose or direct disposition of:22,930
- (iv) Shared power to dispose or to direct disposition of: None

<u>AQTF</u>

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

4,470

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

0.03%

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

4,470

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

None

- (iii) Sole power to dispose or direct disposition of:4,470
- (iv) Shared power to dispose or to direct disposition of: None

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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, LYXOR, BZMF, BZF LLC, BZF LTD, AFT MASTER, AFT LP, AFT LTD, and AQTF, BAM may be deemed to beneficially own the 1,095,003 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, LYXOR, BZMF, BZF LLC, BZF LTD, AFT MASTER, AFT MASTER, AFT LP, AFT LTD, and AQTF.

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

6.23%

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

1,095,003

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

None

- (iii) Sole power to dispose or direct disposition of: 1,095,003
- (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 1,095,003 Shares of the Company's Common Stock beneficially owned by BAM.

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| (b) | Percent of Class: | | |
|--------|--|---|--|
| | | 6.23% | |
| (c) | Number of Shares as to which person has: | | |
| | (i) | Sole power to vote or to direct vote: | |
| | | 1,095,003 | |
| | (ii) | Shared power to vote or to direct vote: | |
| | | None | |
| | (iii) | Sole power to dispose or direct disposition of: | |
| | | 1,095,003 | |
| | (iv) | Shared power to dispose or to direct disposition of: | |
| | | None | |
| T | 0 | | |
| Item 5 | | rnership of Five Percent or Less of a Class: | |
| | Applio | Cable | |
| Item 6 | Ow | mership of More than Five Percent on Behalf of Another Person: | |
| | | pplicable | |
| | | | |
| Item 7 | <u>Ide</u> | ntification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company: | |
| | Not A | pplicable | |
| | | | |
| Item 8 | | ntification and Classification of Members of the Group: | |
| | | pplicable | |
| Item 9 | | tice of Dissolution of Group: | |
| | Not A | pplicable | |

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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: March 7, 2016

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: /s/ Scott Schroeder 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 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

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

ATLAS FUNDAMENTAL TRADING FUND, L.P.

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS QUANTITATIVE TRADING FUND, LTD

By: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

ATLAS ENHANCED 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: <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: /s/ Scott Schroeder Scott Schroeder Authorized Signatory

BALYASNY ASSET MANAGEMENT L.P.

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

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DMITRY BALYASNY

By: /s/ Scott Schroeder Scott Schroeder Authorized Representative

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