

Edgar Filing: FINISH LINE INC /IN/ - Form SC 13D/A

FINISH LINE INC /IN/  
Form SC 13D/A  
December 06, 2006

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

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

The Finish Line, Inc.

-----  
(Name of Issuer)

Class A Common Stock, par value \$0.01 per share

-----  
(Title of Class of Securities)

317923100

-----  
(CUSIP Number)

Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 6, 2006

-----  
(Date of Event which Requires  
Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. [ ]

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 9 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's



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CERTAIN SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.4%

14 TYPE OF REPORTING PERSON\*  
IA; CO

\* SEE INSTRUCTIONS

CUSIP NO. 317923100

SCHEDULE 13D

PAGE 3 OF 9 PAGES

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
  
CLINTON MULTISTRATEGY MASTER FUND, LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
  
WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
CAYMAN ISLANDS

7 SOLE VOTING POWER  
  
-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER  
  
1,800,741

9 SOLE DISPOSITIVE POWER  
  
-0-

10 SHARED DISPOSITIVE POWER  
  
1,800,741

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

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1,800,741

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.3%

14 TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS

CUSIP NO. 317923100

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CGI WHITEHALL UNIVERSAL PORTFOLIO FUND LIMITED

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

7 SOLE VOTING POWER

-0-

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8 SHARED VOTING POWER

22,500

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

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22,500

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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
	22,500
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
	[ ]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	0.1%
14	TYPE OF REPORTING PERSON*
	CO

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\* SEE INSTRUCTIONS

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CUSIP NO.	317923100	SCHEDULE 13D	PAGE 5 OF 9 PAGES
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1	NAME OF REPORTING PERSON	
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	GEORGE HALL	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) [ ] (b) [ ]
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	AF	
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)	[ ]
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	UNITED STATES	
	7	SOLE VOTING POWER
		-0-
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	8	SHARED VOTING POWER
		1,823,241
	9	SOLE DISPOSITIVE POWER

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REPORTING  
PERSON WITH

-0-

-----  
10 SHARED DISPOSITIVE POWER  
1,823,241  
-----

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON  
1,823,241  
-----

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\* [ ]  
-----

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
4.4%  
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14 TYPE OF REPORTING PERSON\*  
IN  
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\* SEE INSTRUCTIONS

-----  
CUSIP NO.

317923100

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
CONRAD BRINGSJORD  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [ ]  
-----

3 SEC USE ONLY  
-----

4 SOURCE OF FUNDS\*  
AF  
-----

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) or 2(e) [ ]  
-----

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
UNITED STATES  
-----

7 SOLE VOTING POWER

-0-

NUMBER OF

8 SHARED VOTING POWER

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SHARES		
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,823,241	
	-----	
	9	SOLE DISPOSITIVE POWER
	-0-	
	-----	
	10	SHARED DISPOSITIVE POWER
	1,823,241	
	-----	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON	
	1,823,241	
	-----	
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
	[ ]	
	-----	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	4.4%	
	-----	
14	TYPE OF REPORTING PERSON*	
	IN	

\* SEE INSTRUCTIONS

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CUSIP NO.	317923100	SCHEDULE 13D
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The Schedule 13D filed on September 8, 2006 by Clinton Group, Inc., a Delaware corporation ("CGI"), Clinton Multistrategy Master Fund, Ltd., a Cayman Islands company ("CMSF"), CGI Whitehall Universal Portfolio Fund Limited, a Cayman Islands company ("Whitehall"), George Hall and Conrad Bringsjord (collectively, the "Reporting Persons"), with respect to the shares of class A common stock, par value \$0.01 per share (the "Shares"), of The Finish Line, Inc. (the "Issuer"), is hereby amended as set forth herein by this Amendment No. 1. As the Reporting Persons no longer beneficially own, in the aggregate, greater than 5% of the Shares, this Amendment No. 1 constitutes an "exit filing" and the Reporting Persons do not intend to file any further updates or amendments to the Schedule 13D.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 is hereby amended and restated as follows:

Funds for the purchase of the Shares reported herein were derived from available capital of CMSF and Whitehall. A total of approximately \$21,167,828 was paid to acquire such Shares.

ITEM 4 PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended by the addition of the following:

On December 6, 2006, CGI delivered a letter to the Issuer stating that

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it is supportive of management but skeptical of the board of directors' intentions for building long term shareholder value. In particular, CGI continues to oppose the dual class voting structure for the Issuer's common shares and asks that the board consider returning cash to shareholders by significantly increasing the dividend and entering into a Dutch tender offer financed by a modest senior debt financing. CGI also noted that it would be willing to discuss syndicating such a credit facility and reiterated that it would welcome an opportunity to evaluate taking a co-investment role as an equity investor alongside the Issuer's management and a financial sponsor partner or as a mezzanine debt holder. A copy of this letter is attached hereto as Exhibit C and is incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended and restated as follows:

(a) As of the close of business on December 5, 2006, the Reporting Persons beneficially owned an aggregate of 1,823,241 Shares, constituting approximately 4.4% of the Shares outstanding.

The aggregate percentage of Shares beneficially owned by the Reporting Persons is based upon 41,813,287 Shares outstanding, which is the total number of Shares outstanding as of September 15, 2006 as reported in the Issuer's quarterly report on Form 10-Q for the thirteen week period ended August 26, 2006.

(b) By virtue of investment management agreements with each of CMSF and Whitehall, CGI has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the 1,800,741 Shares held by CMSF and the 22,500 Shares held by Whitehall. By virtue of his direct and indirect control of CGI, George Hall is deemed to have shared voting power and shared dispositive power with respect to all Shares as to which CGI has voting power or dispositive power. By virtue of his position as managing director and senior portfolio manager of CGI, Conrad Bringsjord is also deemed to have shared voting power and shared dispositive power with respect to all Shares as to which CGI has voting power or dispositive power. Accordingly, CGI, Mr. Hall and Mr. Bringsjord are deemed to have shared voting and shared dispositive power with respect to an aggregate of 1,823,241 Shares.

(c) Information concerning transactions in the Shares effected by the Reporting Persons during the past sixty days is set forth in Schedule B hereto and is incorporated herein by reference. All of such transactions were effected in the open market.

(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares.

(e) September 8, 2006.

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Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Item 6 of the Schedule 13D is hereby amended by the addition of the following:



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The Reporting Persons may, from time to time, enter into and dispose of cash-settled equity swap or other similar derivative transactions with one or more counterparties that are based upon the value of Shares, which transactions may be significant in amount. The profit, loss and/or return on such contracts may be wholly or partially dependent on the market value of the Shares, the relative value of Shares in comparison to one or more other financial instruments, indexes or securities, a basket or group of securities in which Shares may be included, or a combination of any of the foregoing. In addition to the Shares that they beneficially own without reference to these contracts, the Reporting Persons currently have no long or short economic exposure to Shares through such contracts. Such contracts would not give the Reporting Persons direct or indirect voting, investment or dispositive control over any securities of the Issuer and would not require the counterparties thereto to acquire, hold, vote or dispose of any securities of the Issuer. Accordingly, the Reporting Persons disclaim any beneficial ownership in any securities that may be referenced in any such contracts entered into in the future or that may be held from time to time by any counterparties to such contracts.

Item 7 MATERIAL TO BE FILED AS EXHIBITS.

Item 7 of the Schedule 13D is hereby amended and restated as follows:

Exhibit A - Joint Acquisition Statement, dated September 7, 2006  
(previously filed)

Exhibit B - Letter to Issuer, dated September 7, 2006 (previously filed)

Exhibit C - Letter to Issuer, dated December 6, 2006

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CUSIP NO. 317923100  
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SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 6, 2006

CLINTON GROUP, INC.

By: /s/ Francis Ruchalski  
-----

Name: Francis Ruchalski  
Title: Comptroller

CLINTON MULTISTRATEGY MASTER FUND, LTD.

By: Clinton Group, Inc. its investment manager

By: /s/ Francis Ruchalski  
-----

Name: Francis Ruchalski  
Title: Comptroller

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CGI WHITEHALL UNIVERSAL PORTFOLIO FUND LIMITED  
By: Clinton Group, Inc. its investment manager

By: /s/ Francis Ruchalski

-----  
Name: Francis Ruchalski  
Title: Comptroller

/s/ George Hall

-----  
George Hall

/s/ Conrad Bringsjord

-----  
Conrad Bringsjord

SCHEDULE B

TRANSACTIONS IN THE SHARES BY THE REPORTING PERSONS DURING THE PAST 60 DAYS

Clinton Multistrategy Master Fund, Ltd.

Trade Date	Shares Purchased (Sold)	Price Per Share (\$)
-----	-----	-----
10/31/06	3,549	12.90
11/01/06	5,000	12.76
11/03/06	(7,300)	13.16
11/10/06	10,352	13.93
11/10/06	(10,352)	14.47
11/13/06	10,000	14.42
11/17/06	11,000	14.33
11/20/06	10,000	14.19
11/27/06	8,000	13.61
11/28/06	2,000	13.18