

Edgar Filing: BALLY TECHNOLOGIES, INC. - Form SC 13G/A

BALLY TECHNOLOGIES, INC.  
Form SC 13G/A  
February 17, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G/A  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Bally Technologies, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

05874B107  
(CUSIP Number)

December 31, 2008

(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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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. 05874B107

1. Names of Reporting Persons.

Highline Capital Management, L.L.C.

I.R.S. Identification Nos. of above persons: 13-3929520

2. Check the Appropriate Box if a Member Of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

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4. Citizenship or Place of Organization  
New York, United States
5. Sole Voting Power: 3,105,700  
Number of Shares Beneficially Owned by Each Reporting Person With
6. Shared Voting Power: 0
7. Sole Dispositive Power: 3,105,700
8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
3,105,700
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9) 5.66%
12. Type of Reporting Person (See Instructions) IA

CUSIP No. 05874B107

1. Names of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
Jacob Doft
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
 (a)  
 (b)
3. SEC Use Only
4. Citizenship or Place of Organization  
United States
5. Sole Voting Power: 3,105,700  
Number of Shares Beneficially Owned by Each Reporting Person With
6. Shared Voting Power: 0
7. Sole Dispositive Power: 3,105,700
8. Shared Dispositive Power: 0
9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
3,105,700
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9) 5.66%
12. Type of Reporting Person (See Instructions) HC

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Item 1. (a) Issuer: Bally Technologies, Inc.

Address:  
6601 S. Bermuda Rd.  
Las Vegas, NV 89119  
United States

Item 2. (a) Name of Person Filing:

Highline Capital Management, L.L.C.  
Jacob Doft

(b) Address of Principal Business Offices:

One Rockefeller Plaza, 30th Floor  
New York, New York 10020

(c) Citizenship:

Please refer to Item 4 on each cover sheet for each filing person.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number: 05874B107

Item 3. Highline Capital Management, L.L.C. is an investment advisor in accordance with ss.240.13d-1(b)(1)(ii)(E). Jacob Doft is a control person in accordance with ss.240.13d-1(b)(1)(ii)(G).

Item 4. Ownership

Please see Items 5 - 9 and 11 for each cover sheet for each filing separately.

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of Group

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Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and 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.

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 17, 2009

Highline Capital Management, L.L.C.

By: /s/ Jacob Doft

-----  
Name: Jacob Doft  
Title: CEO

By: /s/ Jacob Doft

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Name: Jacob Doft

JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on this Schedule 13G/A, dated February 17, 2009, (the "Schedule 13G/A"), with respect to the Common Stock of Bally Technologies, Inc. is filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities and Exchange Act of 1934, as amended, and that this Agreement shall be included as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be responsible for the timely filing of the Schedule 13G/A, and for the completeness and accuracy of the information concerning itself contained therein. This Agreement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the 17th day of February 2009.

Highline Capital Management, L.L.C.

By: /s/ Jacob Doft

-----  
Name: Jacob Doft  
Title: CEO

By: /s/ Jacob Doft

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Name: Jacob Doft

Statement of Control Person

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The Statement on this Schedule 13G/A dated February 17, 2009 with respect to the Common Stock of Bally Technologies, Inc. is filed by Jacob Doft in accordance with the provisions of Rule 13d-1(b) and Rule 13d-1(k), respectively, as control person (HC) of Highline Capital Management, L.L.C.

Highline Capital Management, L.L.C. files this statement on Schedule 13G/A in accordance with the provisions of Rule 13d-1(b) and Rule 13d-1(k), respectively, as investment advisor (IA).