

Edgar Filing: CAREER EDUCATION CORP - Form SC 13G/A

CAREER EDUCATION CORP

Form SC 13G/A

March 13, 2009

SC 13G/A

VIKING GLOBAL PERFORMANCE LLC  
VIKING GLOBAL INVESTORS LP  
VIKING GLOBAL EQUITIES LP  
VIKING GLOBAL EQUITIES II LP  
VIKING LONG FUND GP LLC  
VIKING LONG FUND MASTER LTD.  
O. ANDREAS HALVORSEN  
DAVID C. OTT  
THOMAS W. PURCELL, JR.  
DANIEL J. CAHILL

NASD

0001046568  
Career Education Corporation  
36-3932190

CARL CASLER  
203-863-5039

0001132625  
vgp#5vvv

SC 13G/A

viking1.txt

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Schedule 13G/A  
(Rule 13d-102)

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INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)  
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2  
UNDER THE SECURITIES EXCHANGE ACT OF 1934\*  
(Amendment No. 3)

Career Education Corporation  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

141665109  
(CUSIP Number)

March 4, 2009

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(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).

Schedule 13G/A

PAGE 2 of 16

CUSIP No. 141665109

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Performance 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

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 5,111,800

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,111,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,111,800

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(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.7%

---

(12) TYPE OF REPORTING PERSON  
OO

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Schedule 13G/A

PAGE 3 of 16

CUSIP No. 141665109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Investors LP

---

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

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 5,111,800

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,111,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,111,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.7%

---

(12) TYPE OF REPORTING PERSON  
PN

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Schedule 13G/A

PAGE 4 of 16

CUSIP No. 141665109

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Global Equities LP

---

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

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 1,742,800

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,742,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,742,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.9%

---

(12) TYPE OF REPORTING PERSON  
PN

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Schedule 13G/A

PAGE 5 of 16

CUSIP No. 141665109

---

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Viking Global Equities II LP

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 90,600

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
90,600

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
90,600

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
.1%

---

(12) TYPE OF REPORTING PERSON  
PN

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Schedule 13G/A

PAGE 6 of 16

CUSIP No. 141665109

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund GP LLC

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

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Delaware

---

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES

---

BENEFICIALLY (6) SHARED VOTING POWER  
80,800  
OWNED BY

---

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
80,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
80,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
.1%

---

(12) TYPE OF REPORTING PERSON  
OO

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Schedule 13G/A

PAGE 7 of 16

CUSIP No. 141665109

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Viking Long Fund Master Ltd.

---

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

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

---

---

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES

---

BENEFICIALLY (6) SHARED VOTING POWER  
80,800  
OWNED BY

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EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
80,800  
\_\_\_\_\_  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
80,800  
\_\_\_\_\_  
(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]  
\_\_\_\_\_  
(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
.1%  
\_\_\_\_\_  
(12) TYPE OF REPORTING PERSON  
PN  
\_\_\_\_\_

Schedule 13G/A

PAGE 8 of 16

CUSIP No. 141665109

(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
O. Andreas Halvorsen  
\_\_\_\_\_  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) [ ]  
(b) [x]  
\_\_\_\_\_  
(3) SEC USE ONLY  
\_\_\_\_\_  
(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Norway  
\_\_\_\_\_

NUMBER OF (5) SOLE VOTING POWER  
0  
SHARES \_\_\_\_\_

BENEFICIALLY (6) SHARED VOTING POWER  
5,111,800  
OWNED BY \_\_\_\_\_

EACH (7) SOLE DISPOSITIVE POWER  
0  
REPORTING \_\_\_\_\_

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,111,800  
\_\_\_\_\_  
(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,111,800  
\_\_\_\_\_

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(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.7%

---

(12) TYPE OF REPORTING PERSON  
IN

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Schedule 13G/A

PAGE 9 of 16

CUSIP No. 141665109

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
David C. Ott

---

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

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 5,111,800

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,111,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,111,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES [ ]

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.7%



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(12) TYPE OF REPORTING PERSON  
IN

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Schedule 13G/A

PAGE 10 of 16

CUSIP No. 141665109

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Thomas W. Purcell, Jr.

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

---

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 5,111,800

---

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

---

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,111,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,111,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.7%

---

(12) TYPE OF REPORTING PERSON  
IN

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Schedule 13G/A

PAGE 11 of 16

CUSIP No. 141665109

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
Daniel J. Cahill

---

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a)   
(b)

---

(3) SEC USE ONLY

---

(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States

---

NUMBER OF	(5) SOLE VOTING POWER
SHARES	0
BENEFICIALLY	(6) SHARED VOTING POWER
OWNED BY	5,111,800
EACH	(7) SOLE DISPOSITIVE POWER
REPORTING	0
PERSON WITH	(8) SHARED DISPOSITIVE POWER
	5,111,800

---

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,111,800

---

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES

---

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
5.7%

---

(12) TYPE OF REPORTING PERSON  
IN

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Schedule 13G/A

PAGE 12 of 16

ITEM 1(a). NAME OF ISSUER:  
Career Education Corporation

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
2895 Greenspoint Parkway, Suite 600, Hoffman Estates, Illinois 60169

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ITEM 2(a). NAME OF PERSON FILING:

Viking Global Performance LLC ("VGP"),  
Viking Global Investors LP ("VGI"),  
Viking Global Equities LP ("VGE"),  
Viking Global Equities II LP ("VGEII"),  
Viking Long Fund GP LLC ("VLFGP")  
Viking Long Fund Master Ltd. ("VLFM")  
O. Andreas Halvorsen, David C. Ott,  
Thomas W. Purcell, Jr. and Daniel J. Cahill.

ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE:

The business address of each of the Reporting Persons is  
55 Railroad Avenue, Greenwich, CT 06830.

ITEM 2(c). CITIZENSHIP:

VGE, VGEII, VGI, are each Delaware limited partnerships, VLFM is a Cayman Island Corporation, and VGP and VLFGP are both Delaware limited liability company. O. Andreas Halvorsen is a citizen of Norway. David C. Ott, Thomas W. Purcell, Jr. and Daniel J. Cahill are citizens of the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:

Common Stock, \$0.01 par value

ITEM 2(e). CUSIP NUMBER: 141665109

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a)  Broker or dealer registered under Section 15 of the Act
- (b)  Bank as defined in Section 3(a)(6) of the Act
- (c)  Insurance Company as defined in Section 3(a)(19) of the Act
- (d)  Investment Company registered under Section 8 of the Investment Company Act of 1940
- (e)  Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E)
- (f)  Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)

Schedule 13G/A

PAGE 13 of 16

- (g)  Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h)  Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i)  Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

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(j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX.

ITEM 4. OWNERSHIP.

A. VGP and VGI

- (a) Amount beneficially owned 5,111,800
- (b) Percent of class: 5.7%  
(All percentages herein are based on 89,750,641 shares of Common Stock, \$0.01 par value, reported to be outstanding on the Company's 10-K as of January 31, 2009)
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
5,111,800
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 5,111,800

VGP, as the general partner of VGE and VGEII, and VGI, an affiliate of VGP that provides managerial services to VGE and VGEII, both have the power to dispose of and vote the shares of Common Stock directly owned by VGE and VGEII. VGP and VGI are parties to an investment management agreement with VGE III Portfolio Ltd. a company organized under the laws of the Cayman Islands, pursuant to which VGP has investment authority with respect to securities held in such accounts and VGI performs managerial services in connection with such accounts. VGP and VGI have authority to dispose of and vote securities held in such accounts. Neither VGP nor VGI owns directly any shares of Common Stock.

Schedule 13G/A

PAGE 14 of 16

B. VLFGP

- (a) Amount beneficially owned: 80,800
- (b) Percent of class: .1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
80,800
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 80,800

VLFGP, as the general partner of VLFM, has the power to dispose of and vote the shares of common stock directly owned by VLFM. VLFGP does not own directly any shares of common stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended, (the "Act"), VGP and VGI may each be deemed to own beneficially shares directly held by VGE, VGEII and

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VGE III Portfolio Ltd, and VLFGP and VGI may each be deemed to own beneficially shares directly held by VLFM.

### C. VGE

- (a) Amount beneficially owned: 1,742,800
- (b) Percent of class: 1.9%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
1,742,800
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 1,742,800

VGE has the power to dispose of and the power to vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, that provides managerial services to VGE.

### D. VGE II

- (a) Amount beneficially owned: 90,600
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
90,600
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 90,600

VGEII has the power to dispose of and the power to vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

### E. VLFM

- (a) Amount beneficially owned: 80,800
- (b) Percent of class: 0.1%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
80,800
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 80,800

VLFM has the power to dispose of and the power to vote the shares of common stock directly owned by it, which power may be exercised by its general partner, VLFGP and by VGI, an affiliate of VLFGP, that provides managerial services to VLFM.

### F. O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel J. Cahill

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- (a) Amount beneficially owned: 5,111,800
- (b) Percent of class: 5.7%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote  
0
  - (ii) shared power to vote or to direct the vote  
5,111,800
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 5,111,800

Messrs. Halvorsen, Ott, and Purcell, as Operating Committee Members of VGI, VGP, and VLFGP and Mr. Cahill as Operating Committee Member of VGI and VGP, have shared power to dispose of and shared power to vote the Common Stock beneficially owned by VGI, VGP and VLFGP. None of Messrs. Halvorsen, Ott, Purcell or Cahill directly owns any shares of Common Stock other than through the funds. Based on Rule 13d-3 of the Act, each may be deemed to beneficially own the shares directly owned by VGE, VGE II, VGE III Portfolio Ltd and Viking Long Fund Master Ltd.

Schedule 13G/A

PAGE 15 of 16

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. [ ]

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, a number of such Common Stock which represents more than five percent of the number of outstanding shares of Common Shares.

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.

Not applicable.

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

By signing below each Reporting Person certifies that, to the best of its 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 not held in connection with or as a participant in any transaction having that purpose or effect.

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Schedule 13G/A

PAGE 16 of 16

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: March 13, 2009

/s/ O. Andreas Halvorsen  
O. ANDREAS HALVORSEN, individually, and  
as an Operating Committee Member of  
VIKING GLOBAL PERFORMANCE LLC, on behalf  
of itself and VIKING GLOBAL EQUITIES LP,  
VIKING GLOBAL EQUITIES II LP,  
and as an Operating Committee Member  
Viking Global Partners LLC, on behalf of  
VIKING GLOBAL INVESTORS LP.  
VIKING LONG FUND GP LLC on behalf of itself  
and VIKING LONG FUND MASTER LTD.  
/s/ David C. Ott, individually  
DAVID C. OTT  
/s/ Thomas W. Purcell, Jr., individually  
THOMAS W. PURCELL JR.  
/s/ Daniel J. Cahill, individually  
DANIEL J. CAHILL

2078839.1