

BALLY TOTAL FITNESS HOLDING CORP
Form SC 13G/A
February 14, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

Bally Total Fitness Holding Corporation

(Name of Issuer)

Common Stock

(Title of Class of Securities)

05873K108

(CUSIP Number)

December 31, 2005

(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).

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CUSIP No. 05873K108

13G

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1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Columbia Wanger Asset Management, L.P. 04-3519872

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

(a)
(b)

Not Applicable

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 0

EACH 7 SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER
WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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%

12 TYPE OF REPORTING PERSON*

IA

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CUSIP No. 05873K108

13G

1 NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

WAM Acquisition GP, Inc.

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

(a)

(b)

Not Applicable

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 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8 SHARED DISPOSITIVE POWER

WITH 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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%

12 TYPE OF REPORTING PERSON*

CO

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Item 1(a) Name of Issuer:

Bally Total Fitness Holding Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:

8700 West Bryn Mawr Avenue
Chicago, IL 60631

Item 2(a) Name of Person Filing:

Columbia Wanger Asset Management, L.P. ("WAM")
WAM Acquisition GP, Inc., the general partner of WAM ("WAM GP")

Item 2(b) Address of Principal Business Office:

WAM and WAM GP are located at:
227 West Monroe Street, Suite 3000
Chicago, Illinois 60606

Item 2(c) Citizenship:

WAM is a Delaware limited partnership; WAM GP is a Delaware corporation.

Item 2(d) Title of Class of Securities:

Common Stock

Item 2(e) CUSIP Number:

05873K108

Item 3 Type of Person:

(e) WAM is an Investment Adviser registered under section 203 of the Investment Advisers Act of 1940; WAM GP is the General Partner of the Investment Adviser.

Item 4 Ownership (at December 31, 2005):

(a) Amount owned "beneficially" within the meaning of rule 13d-3:

(i) WAM: 0
(ii) WAM GP: 0

(b) Percent of class:

(i) WAM: 0%
(ii) WAM GP: 0%

(c) Number of shares as to which such person has:

(1) sole power to vote or to direct the vote:

(i) WAM: 0
(ii) WAM GP: 0

(2) shared power to vote or to direct the vote:

(i) WAM: 0
(ii) WAM GP: 0

(3) sole power to dispose or to direct the disposition of:

(i) WAM: 0
(ii) WAM GP: 0

(4) shared power to dispose or to direct disposition of:

(i) WAM: 0
(ii) WAM GP: 0

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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

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Item 9 Notice of Dissolution of Group:

Not Applicable

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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 are 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.

Disclaimer

In accordance with Rule 13d-4 of the Securities Exchange Act of 1934, each of the persons filing this statement expressly disclaim the beneficial ownership of the securities covered by this statement and the filing of this report shall not be construed as an admission by such persons that they are the beneficial owners of such securities.

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SIGNATURE

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

Date: February 13, 2006

WAM Acquisition GP, Inc.
for itself and as general partner of
COLUMBIA WANGER ASSET MANAGEMENT, L.P.

By: /s/Bruce H. Lauer

Bruce H. Lauer
Senior Vice President and Secretary

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EXHIBIT INDEX

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Exhibit 1 Joint Filing Agreement dated as of February 13, 2006 by and among
Columbia Wanger Asset Management, L.P. and WAM Acquisition GP,
Inc.

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EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned hereby agree to the joint filing of the Schedule 13G to
which this Agreement is attached.

Dated: February 13, 2006

WAM Acquisition GP, Inc.
for itself and as general partner of
COLUMBIA WANGER ASSET MANAGEMENT, L.P.

By: /s/Bruce H. Lauer

Bruce H. Lauer
Senior Vice President and Secretary