

PENN NATIONAL GAMING INC
Form SC 13G/A
February 13, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)

PENN NATIONAL GAMING, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

707569109

(CUSIP Number)

December 31, 2014

(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. 707569109

Page 2 of 35 Pages

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Master 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

Number of

shares 2,051,405 (See Item 4)
6 Shared voting power

beneficially

owned by None (see Item 4)
each 7 Sole dispositive power

reporting

person 2,051,405 (See Item 4)
8 Shared dispositive power

with

None

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global, 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

Number of

shares 2,051,405
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,051,405
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

CUSIP No. 707569109

Page 4 of 35 Pages

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Investments, 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

Number of

shares 2,051,405
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,051,405
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. 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

Number of

shares 2,051,405
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,051,405
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional 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

Number of

shares 2,051,405
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,051,405
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

CUSIP No. 707569109

Page 7 of 35 Pages

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Institutional Fund II, 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

Number of

shares 2,051,405

6 Shared voting power

beneficially

owned by

None (See Item 4)

each 7 Sole dispositive power

reporting

person 2,051,405

8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

CUSIP No. 707569109

Page 8 of 35 Pages

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

Number of

shares 2,051,405
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,051,405
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

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

Number of

shares 2,051,405
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,051,405
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,051,405 (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)

2.61%

12 Type of reporting person*

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Enhanced Master 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

Number of

shares 2,020,409
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,020,409
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,020,409 (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)

2.57%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Enhanced Fund, L.P.

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

Number of

shares 2,020,409
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,020,409
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,020,409 (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)

2.57%

12 Type of reporting person*

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Enhanced 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

Number of

shares 2,020,409
6 Shared voting power

beneficially

owned by None (See Item 4)
each 7 Sole dispositive power

reporting

person 2,020,409
8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

2,020,409 (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)

2.57%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Lyxor/Balyasny Atlas Enhanced Fund Limited

2 Check the appropriate box if a member of a group*

(a) (b)

3 SEC use only

4 Citizenship or place of organization

Jersey

5 Sole voting power

Number of

shares 177,374

6 Shared voting power

beneficially

owned by

None (See Item 4)

each

7 Sole dispositive power

reporting

person 177,374

8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

177,374 (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)

.23%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

BAM Zie Master 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

Number of

shares 539,523

6 Shared voting power

beneficially

owned by

None (See Item 4)

each

7 Sole dispositive power

reporting

person 539,523

8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

539,523 (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)

.69%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

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

Number of

shares 539,523

6 Shared voting power

beneficially

owned by

None (See Item 4)

each 7 Sole dispositive power

reporting

person 539,523

8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

539,523 (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)

.69%

12 Type of reporting person*

OO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

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

Number of

shares 539,523

6 Shared voting power

beneficially

owned by

None (See Item 4)

each 7 Sole dispositive power

reporting

person 539,523

8 Shared dispositive power

with

None (See Item 4)

9 Aggregate amount beneficially owned by each reporting person

539,523 (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)

.69%

12 Type of reporting person*

CO

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Balyasny Asset Management L.P.

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

Number of

shares 4,788,711 (See Item 4)
6 Shared voting power

beneficially

owned by

each None
7 Sole dispositive power

reporting

person 4,788,711 (See Item 4)
8 Shared dispositive power

with

None

9 Aggregate amount beneficially owned by each reporting person

4,788,711 (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)

6.08%

12 Type of reporting person*

IA

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

1 Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Dmitry Balyasny

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

5 Sole voting power

Number of

shares 4,788,711 (See Item 4)
6 Shared voting power

beneficially

owned by

None
7 Sole dispositive power
each

reporting

person 4,788,711 (See Item 4)
8 Shared dispositive power

with

None

9 Aggregate amount beneficially owned by each reporting person

4,788,711 (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)

6.08%

12 Type of reporting person*

IN

***SEE INSTRUCTIONS BEFORE FILLING OUT.**

Item 1 (a) Name of Issuer:

PENN NATIONAL GAMING, INC. (the Company)

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

825 Berkshire Blvd., Suite 200

Wyomissing, PA 19610

United States

Item 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 11.88% 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 21.19% 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 4.22% 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 14.33% 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 10.08% 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 25.71% of the equity interests in AMF.

- (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-9 Floor, P.O. Box 694, Grand Cayman, Cayman Islands, British West Indies. AGJ owns 6.56% 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 23.56% 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 74.85% 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 50.75% 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 48.39% of the equity interests in BZMF.
- (16) 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.
- (17) 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) Title of Class of Securities:

Common Stock

(e) CUSIP Number: 707569109

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

Item 4 Ownership:

AMF

(a) Amount Beneficially Owned:

2,051,405

(b) Percent of Class:

2.61%

(c) Number of Shares as to which person has:

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

2,051,405

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

None

(iii) Sole power to dispose or direct disposition of:

2,051,405

(iv) Shared power to dispose or to direct disposition of:

None

AG

(a) Amount Beneficially Owned:

By virtue of its ownership of 11.88% of the equity interest in AMF, AG may be deemed to beneficially own the 2,051,405 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

2.61%

(c) Number of Shares as to which person has:

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

2,051,405

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

None

(iii) Sole power to dispose or direct disposition of:

2,051,405

(iv) Shared power to dispose or to direct disposition of:

None

AGI

(a) Amount Beneficially Owned:

By virtue of its ownership of 21.19% of the equity interest in AMF, AGI may be deemed to beneficially own the 2,051,405 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

2.61%

(c) Number of Shares as to which person has:

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

2,051,405

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

None

(ii) Sole power to dispose or direct disposition of:

2,051,405

(iv) Shared power to dispose or to direct disposition of:

None

AIF LLC

(a) Amount Beneficially Owned:

By virtue of its ownership of 4.22% of the equity interest in AMF, AIF LLC may be deemed to beneficially own the 2,051,405 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

2.61%

(c) Number of Shares as to which person has:

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

2,051,405

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

None

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2,051,405 (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AIF LTD

(a) Amount Beneficially Owned:

By virtue of its ownership of 14.33% of the equity interest in AMF, AIF LTD may be deemed to beneficially own the 2,051,405 Shares of the Company's Common Stock beneficially owned by AMF.

2.61% (b) Percent of Class:

(c) Number of Shares as to which person has:

2,051,405 (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

2,051,405 (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AIF2 LLC

(a) Amount Beneficially Owned:

By virtue of its ownership of 10.08% of the equity interest in AMF, AIF2 LLC may be deemed to beneficially own the 2,051,405 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:
2.61%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
2,051,405

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
2,051,405

(iv) Shared power to dispose or to direct disposition of:
None

AIF2 LTD

(a) Amount Beneficially Owned:
By virtue of its ownership of 25.71% of the equity interest in AMF, AIF2 LTD may be deemed to beneficially own the 2,051,405 Shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:
2.61%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
2,051,405

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

None

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2,051,405 (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AGJ

(a) Amount Beneficially Owned:

By virtue of its ownership of 6.56% of the equity interest in AMF, AGJ may be deemed to beneficially own the 2,051,405 Shares of the Company's Common Stock beneficially owned by AMF.

2.61% (b) Percent of Class:

(c) Number of Shares as to which person has:

2,051,405 (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

2,051,405 (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AEMF

2,020,409 (a) Amount Beneficially Owned:

(b) Percent of Class:

2.57%

(c) Number of Shares as to which person has:

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

2,020,409

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

None

(iii) Sole power to dispose or direct disposition of:

2,020,409

(iv) Shared power to dispose or to direct disposition of:

None

AEF LP

(a) Amount Beneficially Owned:

By virtue of its ownership of 23.56% of the equity interest in AEMF, AEF LP may be deemed to beneficially own the 2,020,409 Shares of the Company's Common Stock beneficially owned by AEMF.

(b) Percent of Class:

2.57%

(c) Number of Shares as to which person has:

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

2,020,409

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

None

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2,020,409 (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

AEF LTD

(a) Amount Beneficially Owned:

By virtue of its ownership of 74.85% of the equity interest in AEMF, AEF LTD may be deemed to beneficially own the 2,020,409 Shares of the Company's Common Stock beneficially owned by AEMF.

2.57% (b) Percent of Class:

(c) Number of Shares as to which person has:

2,020,409 (i) Sole power to vote or to direct vote:

None (ii) Shared power to vote or to direct vote:

2,020,409 (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

LYXOR

177,374 (a) Amount Beneficially Owned:

(b) Percent of Class:
.23%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
177,374

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
177,374

(iv) Shared power to dispose or to direct disposition of:
None

BZMF

(a) Amount Beneficially Owned:
539,523

(b) Percent of Class:
.69%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
539,523

(ii) Shared power to vote or to direct vote:
None

539,523 (iii) Sole power to dispose or direct disposition of:

None (iv) Shared power to dispose or to direct disposition of:

BZF LLC

(a) Amount Beneficially Owned:

By virtue of its ownership of 50.75% of the equity interest in BZMF, BZF LLC may be deemed to beneficially own the 539,523 Shares of the Company's Common Stock beneficially owned by BZMF.

(b) Percent of Class:

.69%

(c) Number of Shares as to which person has:

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

539,523

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

None

(iii) Sole power to dispose or direct disposition of:

539,523

(iv) Shared power to dispose or to direct disposition of:

None

BZF LTD

(a) Amount Beneficially Owned:

By virtue of its ownership of 48.39% of the equity interest in BZMF, BZF LTD may be deemed to beneficially own the 539,523 Shares of the Company's Common Stock beneficially owned by BZMF.

(b) Percent of Class:
.69%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
539,523

(ii) Shared power to vote or to direct vote:
None

(v) Sole power to dispose or direct disposition of:
539,523

(iv) Shared power to dispose or to direct disposition of:
None

BAM

(a) Amount Beneficially Owned:

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, and BZF LTD, BAM may be deemed to beneficially own the 4,788,711 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, and BZF LTD.

(b) Percent of Class:
6.08%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
4,788,711

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
4,788,711

(iv) Shared power to dispose or to direct disposition of:
None

Dmitry Balyasny

(a) Amount Beneficially Owned:

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 4,788,711 Shares of the Company s Common Stock beneficially owned by BAM.

(b) Percent of Class:
6.08%

(c) Number of Shares as to which person has:

(i) Sole power to vote or to direct vote:
4,788,711

(ii) Shared power to vote or to direct vote:
None

(iii) Sole power to dispose or direct disposition of:
4,788,711

(iv) Shared power to dispose or to direct disposition of:
None

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

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:

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 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 13, 2015

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

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

DMITRY BALYASNY

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Representative

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: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

BALYASNY ASSET MANAGEMENT L.P.

By: /s/ Scott Schroeder
Scott Schroeder
Authorized Signatory

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nt year, the Company's focus was on expanding their customer base to initiate revenue production.

b. *Inadequate staffing and supervision within the accounting operations of our company.* The relatively small number of employees who are responsible for accounting functions prevents the Company from segregating duties within its internal control system. The inadequate segregation of duties is a weakness because it could lead to the untimely identification and resolution of accounting and disclosure matters or could lead to a failure to perform timely and effective reviews. The Company's plan is to expand its accounting operations as the business of the Company expands.

The Company believes that the financial statements fairly present, in all material respects, the Company's condensed consolidated balance sheets as of September 30, 2016 and March 31, 2016 and the related condensed consolidated statements of operations, and cash flows for the three and six months ended September 30, 2016 and 2015, in

conformity with generally accepted accounting principles, notwithstanding the material weaknesses we identified.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

NONE

ITEM 1A. RISK FACTORS

There have been no material changes to the risk factors contained in our Annual Report on Form 10-K for the year ended March 31, 2016.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. MINE SAFETY DISCLOSURES

None

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS.

(a) Exhibit No.

31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS** XBRL Instance
101.SCH** XBRL Taxonomy Extension Schema
101.CAL** XBRL Taxonomy Extension Calculation
101.DEF** XBRL Taxonomy Extension Definition
101.LAB** XBRL Taxonomy Extension Labels
101.PRE** XBRL Taxonomy Extension Presentation

** XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADM TRONICS UNLIMITED, INC.
(Registrant)

By: /s/ Andre' DiMino
Andre' DiMino, Chief Executive
Officer and Chief Financial Officer

Dated: Northvale, New Jersey
November 17, 2016