

Edgar Filing: AVIS BUDGET GROUP, INC. - Form SC 13G/A

AVIS BUDGET GROUP, INC.  
Form SC 13G/A  
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Schedule 13G/A

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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. 1)

Avis Budget Group, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

053774105  
(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)

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\* 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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(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) ☒

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|                                                                                  |                                           |
|----------------------------------------------------------------------------------|-------------------------------------------|
| (3) SEC USE ONLY                                                                 |                                           |
| (4) CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                             |                                           |
| NUMBER OF<br>SHARES                                                              | (5) SOLE VOTING POWER<br>0                |
| BENEFICIALLY<br>OWNED BY                                                         | (6) SHARED VOTING POWER<br>5,020,701      |
| EACH<br>REPORTING                                                                | (7) SOLE DISPOSITIVE POWER<br>0           |
| PERSON WITH                                                                      | (8) SHARED DISPOSITIVE POWER<br>5,020,701 |
| (9) AGGREGATE AMOUNT BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>5,020,701 |                                           |
| (10) CHECK BOX IF THE AGGREGATE AMOUNT<br>IN ROW (9) EXCLUDES CERTAIN SHARES [ ] |                                           |
| (11) PERCENT OF CLASS REPRESENTED<br>BY AMOUNT IN ROW (9)<br>4.7%                |                                           |
| (12) TYPE OF REPORTING PERSON<br>PN                                              |                                           |

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|                                                                                                                    |                            |
|--------------------------------------------------------------------------------------------------------------------|----------------------------|
| (1) NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Viking Global Performance LLC |                            |
| (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) [ ]<br>(b) [x]                                         |                            |
| (3) SEC USE ONLY                                                                                                   |                            |
| (4) CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                               |                            |
| NUMBER OF<br>SHARES                                                                                                | (5) SOLE VOTING POWER<br>0 |

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|                                                                               |     |                                       |
|-------------------------------------------------------------------------------|-----|---------------------------------------|
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                              | (6) | SHARED VOTING POWER<br>3,560,726      |
|                                                                               | (7) | SOLE DISPOSITIVE POWER<br>0           |
|                                                                               | (8) | SHARED DISPOSITIVE POWER<br>3,560,726 |
| (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>3,560,726 |     |                                       |
| (10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [ ] |     |                                       |
| (11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)<br>3.4%                |     |                                       |
| (12) TYPE OF REPORTING PERSON<br>OO                                           |     |                                       |

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|     |                                                                                                            |
|-----|------------------------------------------------------------------------------------------------------------|
| (1) | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Viking Global Equities LP |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(a) [ ]<br>(b) [x]                                     |
| (3) | SEC USE ONLY                                                                                               |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                           |

|                                                  |     |                                       |
|--------------------------------------------------|-----|---------------------------------------|
| NUMBER OF SHARES                                 | (5) | SOLE VOTING POWER<br>0                |
| BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | (6) | SHARED VOTING POWER<br>1,214,209      |
|                                                  | (7) | SOLE DISPOSITIVE POWER<br>0           |
|                                                  | (8) | SHARED DISPOSITIVE POWER<br>1,214,209 |

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|      |                                                                              |     |
|------|------------------------------------------------------------------------------|-----|
| (9)  | AGGREGATE AMOUNT BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>1,214,209 |     |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT<br>IN ROW (9) EXCLUDES CERTAIN SHARES      | [ ] |
| (11) | PERCENT OF CLASS REPRESENTED<br>BY AMOUNT IN ROW (9)<br>1.1%                 |     |
| (12) | TYPE OF REPORTING PERSON<br>PN                                               |     |

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|     |                                                                                                               |                    |
|-----|---------------------------------------------------------------------------------------------------------------|--------------------|
| (1) | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>Viking Global Equities II LP |                    |
| (2) | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                                              | (a) [ ]<br>(b) [x] |
| (3) | SEC USE ONLY                                                                                                  |                    |
| (4) | CITIZENSHIP OR PLACE OF ORGANIZATION<br>Delaware                                                              |                    |

  

|                                                              |     |                                    |
|--------------------------------------------------------------|-----|------------------------------------|
| NUMBER OF<br>SHARES                                          | (5) | SOLE VOTING POWER<br>0             |
| BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | (6) | SHARED VOTING POWER<br>71,214      |
|                                                              | (7) | SOLE DISPOSITIVE POWER<br>0        |
|                                                              | (8) | SHARED DISPOSITIVE POWER<br>71,214 |

  

|      |                                                                           |     |
|------|---------------------------------------------------------------------------|-----|
| (9)  | AGGREGATE AMOUNT BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>71,214 |     |
| (10) | CHECK BOX IF THE AGGREGATE AMOUNT<br>IN ROW (9) EXCLUDES CERTAIN SHARES   | [ ] |
| (11) | PERCENT OF CLASS REPRESENTED<br>BY AMOUNT IN ROW (9)<br>0.1%              |     |

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(12) TYPE OF REPORTING PERSON  
PN

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(1) NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
VGE III Portfolio 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 Islands

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 2,275,303

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
2,275,303

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,275,303

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

☐

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
2.1%

(12) TYPE OF REPORTING PERSON  
CO

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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  
Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 1,459,975

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,459,975

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,459,975

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.4%

(12) TYPE OF REPORTING PERSON  
OO

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CUSIP No. 053774105

(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) ☒

(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 1,459,975

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
1,459,975

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,459,975

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
1.4%

(12) TYPE OF REPORTING PERSON  
CO

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CUSIP No. 053774105

(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  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 5,020,701

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|             |                                                                              |                          |     |
|-------------|------------------------------------------------------------------------------|--------------------------|-----|
| EACH        | (7)                                                                          | SOLE DISPOSITIVE POWER   |     |
|             |                                                                              | 0                        |     |
| REPORTING   |                                                                              |                          |     |
| PERSON WITH | (8)                                                                          | SHARED DISPOSITIVE POWER |     |
|             |                                                                              | 5,020,701                |     |
|             |                                                                              |                          |     |
| (9)         | AGGREGATE AMOUNT BENEFICIALLY OWNED<br>BY EACH REPORTING PERSON<br>5,020,701 |                          |     |
|             |                                                                              |                          |     |
| (10)        | CHECK BOX IF THE AGGREGATE AMOUNT<br>IN ROW (9) EXCLUDES CERTAIN SHARES      |                          | [ ] |
|             |                                                                              |                          |     |
| (11)        | PERCENT OF CLASS REPRESENTED<br>BY AMOUNT IN ROW (9)<br>4.7%                 |                          |     |
|             |                                                                              |                          |     |
| (12)        | TYPE OF REPORTING PERSON<br>IN                                               |                          |     |

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|              |                                                                                               |                          |  |
|--------------|-----------------------------------------------------------------------------------------------|--------------------------|--|
| (1)          | NAME OF REPORTING PERSON<br>S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON<br>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<br>United States                                         |                          |  |
|              |                                                                                               |                          |  |
| NUMBER OF    | (5)                                                                                           | SOLE VOTING POWER        |  |
| SHARES       |                                                                                               | 0                        |  |
| BENEFICIALLY | (6)                                                                                           | SHARED VOTING POWER      |  |
| OWNED BY     |                                                                                               | 5,020,701                |  |
| EACH         | (7)                                                                                           | SOLE DISPOSITIVE POWER   |  |
| REPORTING    |                                                                                               | 0                        |  |
| PERSON WITH  | (8)                                                                                           | SHARED DISPOSITIVE POWER |  |
|              |                                                                                               | 5,020,701                |  |

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,020,701

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
4.7%

(12) TYPE OF REPORTING PERSON  
IN

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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) [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 5,020,701

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,020,701

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,020,701

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

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

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4.7%

(12) TYPE OF REPORTING PERSON  
IN

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

(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 5,020,701

EACH (7) SOLE DISPOSITIVE POWER  
REPORTING 0

PERSON WITH (8) SHARED DISPOSITIVE POWER  
5,020,701

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
5,020,701

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

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
4.7%

(12) TYPE OF REPORTING PERSON  
IN

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CUSIP No. 053774105

ITEM 1(a). NAME OF ISSUER:  
Avis Budget Group, Inc.

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:  
6 Sylvan Way  
Parsippany, New Jersey 07054

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"),  
VGE III Portfolio Ltd. ("VGEIII"),  
Viking Long Fund GP LLC ("VLFGP"),  
Viking Long Fund Master Ltd. ("VLFM"),  
O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and  
Daniel S. Sundheim (collectively, the "Reporting Persons")

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, Connecticut 06830.

ITEM 2(c). CITIZENSHIP:  
VGE, VGEII and VGI are Delaware limited partnerships,  
VGEIII and VLFM are Cayman Islands exempted companies,  
and VGP and VLFGP are both Delaware limited liability  
companies. O. Andreas Halvorsen is a citizen of Norway.  
David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim  
are citizens of the United States.

ITEM 2(d). TITLE OF CLASS OF SECURITIES:  
Common Stock ("Common Stock")

ITEM 2(e). CUSIP NUMBER: 053774105

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)

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- (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
- (j) [ ] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)
- (k) [ ] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP.

A. VGI

- (a) Amount beneficially owned: 5,020,701
- (b) Percent of class: 4.7%  
The percentages used herein and in this Item 4 are calculated based upon the Company's Form 10-Q for the quarterly period ended September 30, 2014 filed on October 30, 2014, which states that as of October 24, 2014 there were 106,244,995 shares of Common Stock outstanding.
- (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  
5,020,701
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 5,020,701

VGI provides managerial services to VGE, VGEII, VGEIII and VLFM. VGI has the authority to dispose of and vote the shares of Common Stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VGI may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII and VLFM. VGI does not directly own any shares of Common Stock.

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B. VGP

- (a) Amount beneficially owned: 3,560,726
- (b) Percent of class: 3.4%

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- (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  
3,560,726
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 3,560,726

VGP, as the general partner of VGE and VGEII, has the authority to dispose of and vote the shares of Common Stock directly owned by VGE and VGEII. VGP serves as investment manager to VGEIII and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEIII. VGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VGP may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII and VGEIII.

### C. VLFGP

- (a) Amount beneficially owned: 1,459,975
- (b) Percent of class: 1.4%
- (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  
1,459,975
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 1,459,975

VLFGP serves as the investment manager of VLFM and has the authority to dispose of and vote the shares of Common Stock directly owned by VLFM. VLFGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VLFGP may be deemed to beneficially own the shares of Common Stock directly held by VLFM.

### D. VGE

- (a) Amount beneficially owned: 1,214,209
- (b) Percent of class: 1.1%
- (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  
1,214,209
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 1,214,209

VGE has the authority to dispose of and 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 VGE.

### E. VGEII

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- (a) Amount beneficially owned: 71,214
- (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  
71,214
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 71,214

VGEII has the authority to dispose of and 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.

F. VGEIII

- (a) Amount beneficially owned: 2,275,303
- (b) Percent of class: 2.1%
- (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  
2,275,303
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 2,275,303

VGEIII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VGP, and by VGI, an affiliate of VGP, which provides managerial services to VGEIII. Viking Global Equities III Ltd. (a Cayman Islands exempted company) invests substantially all of its assets through VGEIII.

G. VLFM

- (a) Amount beneficially owned: 1,459,975
- (b) Percent of class: 1.4%
- (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  
1,459,975
  - (iii) sole power to dispose or to direct the disposition  
of 0
  - (iv) shared power to dispose or to direct the disposition  
of 1,459,975

VLFM has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VLFGP, and by VGI, an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets through VLFM.

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- H. O. Andreas Halvorsen, David C. Ott, Thomas W. Purcell, Jr. and Daniel S. Sundheim
- (a) Amount beneficially owned: 5,020,701
  - (b) Percent of class: 4.7%
  - (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  
5,020,701
    - (iii) sole power to dispose or to direct the disposition  
of 0
    - (iv) shared power to dispose or to direct the disposition  
of 5,020,701

Messrs. Halvorsen, Ott, Purcell and Sundheim, as Executive Committee Members of VGI, VGP and VLFGP, have shared authority to dispose of and vote the shares of Common Stock beneficially owned by VGI, VGP and VLFGP. None of Messrs. Halvorsen, Ott, Purcell and Sundheim directly owns any shares of Common Stock.

Based on Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGE II, VGEIII and VLFM.

- 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.[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.
- 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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### 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: February 17, 2015

/s/ O. ANDREAS HALVORSEN

By: O. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ DAVID C. OTT

By: David C. Ott - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ THOMAS W. PURCELL, JR.

By: Thomas W. Purcell, Jr. - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ DANIEL S. SUNDHEIM

By: Daniel S. Sundheim - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.