DICKS SPORTING GOODS INC Form SC 13G/A February 14, 2012

# SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13G/A\*

Under the Securities Exchange Act of 1934

(Amendment No. 2)\*

Dick's Sporting Goods, Inc. (Name of Issuer)

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

253393102 (CUSIP Number)

December 31, 2011 (Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G/A is filed:

" Rule 13d-1(b) x Rule 13d-1(c) " Rule 13d-1(d)

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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).

<sup>\*</sup>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.

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY	ď)
2	Lone Spruce, L.P. 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	-0-	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	-0-	
PERSON WITH	8 SHARED DISPOSITIVE POWER	
	-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPOR -0-	TING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE	ES "
	CERTAIN SHARES**	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%	
12	TYPE OF REPORTING PERSON**	
	PN	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES OF	NLY)
2	Lone Balsam, L.P.  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-	
BENEFICIALL	Y <sup>6</sup> SHARED VOTING POWER	
OWNED BY	-0-	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	-0-	
PERSON WITH	8 SHARED DISPOSITIVE POWER	
	-()-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REI -0-	PORTING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLU	JDES "
	CERTAIN SHARES**	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%	
12	TYPE OF REPORTING PERSON**	
	PN	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	.Y)
2	Lone Sequoia, L.P. 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-	
BENEFICIALL	SHARED VOTING POWER	
OWNED BY	-0-	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	-0-	
PERSON WITH	SHARED DISPOSITIVE POWER	
	-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO -0-	RTING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUD	DES "
	CERTAIN SHARES**	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%	
12	TYPE OF REPORTING PERSON**	
	PN	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
2	Lone Cascade, L.P.  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	v <sup>6</sup> SHARED VOTING POWER			
OWNED BY	-0-			
EACH	7 SOLE DISPOSITIVE POWER			
REPORTING	-0-			
PERSON WITH	X SHARED DISPOSITIVE POWER			
TERSON WITH	-0-			
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPOR	RTING PERSON		
	-0-			
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDE	ES "		
	CERTAIN SHARES**			
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)			
	0%			
12	TYPE OF REPORTING PERSON**			
	PN			

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1	NAMES OF R	EPORTING PERSONS	
	I.R.S. IDENTII	FICATION NO. OF ABOVE PERSONS (ENTITIES ONL)	Y)
	Lone Sierra, L.	`	,
2	,	APPROPRIATE BOX IF A MEMBER OF A GROUP**	(a) "
_			(b) x
3	SEC USE ONL	Y	(b) A
4		OR PLACE OF ORGANIZATION	
7	Delaware	OKTERIOE OF OKORINERITION	
	5	SOLE VOTING POWER	
NUMBER OF	3	-0-	
SHARES	6	SHARED VOTING POWER	
BENEFICIALLY	7	-()-	
OWNED BY	7	SOLE DISPOSITIVE POWER	
EACH	/	-0-	
REPORTING	0	· ·	
PERSON WITH	. 8	SHARED DISPOSITIVE POWER	
0	A CODEC A TEL	-0-	DENIG DEDGON
9		AMOUNT BENEFICIALLY OWNED BY EACH REPORT	RTING PERSON
4.0	-0-		<b></b>
10		IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUD	ES "
	CERTAIN SHA		
11		CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%		
12		ORTING PERSON**	
	PN		

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	Υ)
2	Lone Pine Associates LLC 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-	
BENEFICIALL	v <sup>6</sup> SHARED VOTING POWER	
OWNED BY	-0-	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	-0-	
PERSON WITH	SHARED DISPOSITIVE POWER	
TERSON WIII	-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	RTING PERSON
	-0-	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUD	ES "
	CERTAIN SHARES**	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%	
12	TYPE OF REPORTING PERSON**	
	00	

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NAMES OF REPORTING PERSONS

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	I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)			
	Lone Pine Members LLC			
2	CHECK THE APPROPRIATE BOX I	F A MEMBER OF A GROUP**	(a) "	
			(b) x	
3	SEC USE ONLY			
4	CITIZENSHIP OR PLACE OF ORGA	NIZATION		
	Delaware			
NILIMBED OF	5 SOLE VOTING POW	ER		
NUMBER OF	-0-			
SHARES BENEFICIALLY	,6 SHARED VOTING PC	OWER		
	-0-			
OWNED BY	7 SOLE DISPOSITIVE I	POWER		
EACH	-0-			
REPORTING	8 SHARED DISPOSITIV	/E POWER		
PERSON WITH	-0-			
9	AGGREGATE AMOUNT BENEFICI	ALLY OWNED BY EACH REPOR	RTING PERSON	
	-0-			
10	CHECK BOX IF THE AGGREGATE	AMOUNT IN ROW (9) EXCLUDE	ES "	
	CERTAIN SHARES**			
11	PERCENT OF CLASS REPRESENTE	D BY AMOUNT IN ROW (9)		
	0%			
12	TYPE OF REPORTING PERSON**			
	00			

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	Υ)
2	Lone Pine Capital LLC 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	SHARED VOTING POWER	
OWNED BY	-0-	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	-0-	
PERSON WITH	8 SHARED DISPOSITIVE POWER	
	-()-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO -0-	RTING PERSON
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUD	ES "
	CERTAIN SHARES**	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%	
12	TYPE OF REPORTING PERSON**	
	IA	

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1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONL	Y)
2	Lone Pine Managing Member LLC 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-	
BENEFICIALL	v <sup>6</sup> SHARED VOTING POWER	
OWNED BY	-0-	
EACH	7 SOLE DISPOSITIVE POWER	
REPORTING	-0-	
PERSON WITH	X SHARED DISPOSITIVE POWER	
PERSON WIII	-0-	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPO	RTING PERSON
	-0-	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUD	ES
	CERTAIN SHARES**	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	0%	
12	TYPE OF REPORTING PERSON**	
	00	

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This Amendment No. 2 (this "Amendment") amends the statement on Schedule 13G filed on February 14, 2011 (the "Original Schedule 13G" and the Original Schedule 13G as amended, the "Schedule 13G"), with respect to shares of common stock, par value \$0.01 (the "Common Stock"), of Dick's Sporting Goods, Inc. (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Schedule 13G.

Item 1 (a). NAME OF ISSUER:

Dick's Sporting Goods, Inc.

Item 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

345 Court Street, Coraopolis, Pennsylvania 15108

Item 2 (a). NAME OF PERSON FILING:

This statement is filed by:

(i) Lone Spruce, L.P., a Delaware limited partnership ("Lone Spruce"),

with respect to the Common Stock directly owned by it;

(ii) Lone Balsam, L.P., a Delaware limited partnership ("Lone

Balsam"), with respect to the Common Stock directly owned by it;

(iii) Lone Sequoia, L.P., a Delaware limited partnership ("Lone

Sequoia"), with respect to the Common Stock directly owned by it;

(iv) Lone Cascade, L.P., a Delaware limited partnership ("Lone

Cascade"), with respect to the Common Stock directly owned by it;

(v) Lone Sierra, L.P., a Delaware limited partnership ("Lone Sierra"),

with respect to the Common Stock directly

owned by it;

(vi) Lone Pine Associates LLC, a Delaware limited liability company

("Lone Pine Associates"), with respect to the Common Stock directly owned by Lone Spruce, Lone Balsam and Lone Sequoia;

(vii) Lone Pine Members LLC, a Delaware limited liability company

("Lone Pine Members"), with respect to the Common Stock directly

owned by Lone Cascade and Lone Sierra;

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(viii) Lone Pine Capital LLC, a Delaware limited liability company

"Lone Pine Capital"), which serves as investment manager to Lone Cypress, Ltd. ("Lone Cypress"), Lone Kauri, Ltd. ("Lone Kauri") and Lone Monterey Master Fund, Ltd. ("Lone Monterey Master Fund"), each a Cayman Islands exempted company, with respect to the Common Stock directly owned by each of Lone Cypress, Lone

Kauri and Lone Monterey Master Fund;

(ix) Lone Pine Managing Member LLC, a Delaware limited liability

company ("Lone Pine Managing Member"), with respect to the Common Stock directly owned by each of Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cascade, Lone Sierra, Lone Cypress,

Lone Kauri and Lone Monterey Master Fund; and

(x) Stephen F. Mandel, Jr. ("Mr. Mandel"), with respect to the

Common Stock directly owned by each of Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cascade, Lone Sierra, Lone Cypress,

Lone Kauri and Lone Monterey Master Fund.

The foregoing persons are hereinafter sometimes collectively referred to as the "Reporting Persons." Any disclosures herein with respect to persons other than the Reporting Persons are made on information and belief after making inquiry to the appropriate party.

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

The address of the business office of each of the Reporting Persons is Two Greenwich Plaza, Greenwich, Connecticut 06830.

Item 2(c). CITIZENSHIP:

Lone Spruce, Lone Balsam, Lone Sequoia, Lone Cascade and Lone Sierra are limited partnerships organized under the laws of the State of Delaware. Lone Pine Associates, Lone Pine Members, Lone Pine Capital and Lone Pine Managing Member are limited liability companies organized under the laws of the State of Delaware. Mr. Mandel is a United States citizen.

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

Common Stock, \$0.01 par value per share

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#### Item 2(e). CUSIP NUMBER:

253393102

# Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULES 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,
- (f) "Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) "Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) "Savings Association 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.
- "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: x

#### Item 4. OWNERSHIP.

### A. Lone Spruce, L.P.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%.
- (c) Sole power to vote or direct the vote: -0(ii) Shared power to vote or direct the vote: -0-
  - (iii) Sole power to dispose or direct the
    - disposition: -0-
  - (iv) Shared power to dispose or direct the disposition

of: -0-

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В.	Lone Balsam, L.P.		
	(a)	Amount beneficially or	wned: -0-
	(b)	Percent of class: 0%	
	(c)	(i)	Sole power to vote or direct the vote: -0-
	,	(ii)	Shared power to vote or direct the vote: -0-
		(iii)	Sole power to dispose or direct the
		(111)	disposition: -0-
		(iv)	Shared power to dispose or direct the
		(17)	disposition: -0-
C.	Lone Sequoia, L.P.		
	(a)	Amount beneficially or	wned: -0-
	(b)	Percent of class: 0%	
	(c)	(i)	Sole power to vote or direct the vote: -0-
		(ii)	Shared power to vote or direct the vote: -0-
		(iii)	Sole power to dispose or direct the
		(111)	disposition: -0-
		(iv)	Shared power to dispose or direct the
			disposition: -0-
D.	Lone Cascade, L.P.		
	(a)	Amount beneficially or	wned: -0-
	(b)	Percent of class: 0%	
	(c)	(i)	Sole power to vote or direct the vote: -0-
		(ii)	Shared power to vote or direct the vote: -0-
		(iii)	Sole power to dispose or direct the
			disposition: -0-
		(iv)	Shared power to dispose or direct the
			disposition: -0-
E.	Lone Sierra, L.P.		
	(a)	Amount beneficially or	wned: -0-
	(b)	Percent of class: 0%	
	(c)	(i)	Sole power to vote or direct the vote: -0-
		(ii)	Shared power to vote or direct the vote: -0-
		(iii)	Sole power to dispose or direct the disposition: -0-
		(iv)	Shared power to dispose or direct the
			disposition: -0-
F.	Lone Pine Associates LLC		
	(a)	Amount beneficially or	wned: -U-
	(b)	Percent of class: 0%	
	(c)	(i)	Sole power to vote or direct the vote: -0-
		(ii)	Shared power to vote or direct the vote: -0-
		(iii)	Sole power to dispose or direct the disposition: -0-

(iv) Shared power to dispose or direct the

disposition: -0-

G. Lone Pine Members LLC

(a) Amount beneficially owned: -0-

(b) Percent of class: 0%

(c) Sole power to vote or direct the vote: -0-

(ii) Shared power to vote or direct the vote: -0-

(iii) Sole power to dispose or direct the

disposition: -0-

(iv) Shared power to dispose or direct the

disposition: -0-

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H.	Lone Pine	Capital	LLC

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%
- (c) Sole power to vote or direct the vote: -0(ii) Shared power to vote or direct the vote: -0-
  - (iii) Sole power to dispose or direct the
    - disposition: -0-
  - (iv) Shared power to dispose or direct the

disposition: -0-

### I. Lone Pine Managing Member LLC

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%
- (c) Sole power to vote or direct the vote: -0(ii) Shared power to vote or direct the vote: -0-
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the

disposition: -0-

### J. Stephen F. Mandel, Jr.

- (a) Amount beneficially owned: -0-
- (b) Percent of class: 0%
- (c) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: -0-
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the

disposition: -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.

Item 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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#### Item 10. CERTIFICATION.

Each of the Reporting Persons hereby makes the following certification:

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 are 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 14, 2012

By:

Stephen F. Mandel, Jr., individually and as Managing Member of Lone Pine Managing Member LLC, for itself and as Managing Member of (a) Lone Pine Associates LLC, for itself and as the general partner of (i) Lone Spruce, L.P., (ii) Lone Balsam, L.P. and (iii) Lone Sequoia, L.P.; (b) Lone Pine Members LLC, for itself and as the general partner of (i) Lone Cascade, L.P. and (ii) Lone Sierra, L.P.; and (c) Lone Pine Capital LLC

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#### **EXHIBIT 1**

#### JOINT ACQUISITION STATEMENT

#### PURSUANT TO RULE 13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G/A is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G/A shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the others, except to the extent that he or it knows or has reason to believe that such information is inaccurate.

DATED: February 14, 2012

By:

Stephen F. Mandel, Jr., individually and as Managing Member of Lone Pine Managing Member LLC, for itself and as Managing Member of (a) Lone Pine Associates LLC, for itself and as the general partner of (i) Lone Spruce, L.P., (ii) Lone Balsam, L.P. and (iii) Lone Sequoia, L.P.;
(b) Lone Pine Members LLC, for itself and as

- (b) Lone Pine Members LLC, for itself and as the general partner of (i) Lone Cascade, L.P. and (ii) Lone Sierra, L.P.; and
- (c) Lone Pine Capital LLC