

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

VAIL RESORTS INC
Form SC 13G/A
April 02, 2004

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*

VAIL RESORTS, INC.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

91879Q109

(CUSIP Number)

March 31, 2004

(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 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).

Continued on following pages
Page 1 of 10 Pages
Exhibit List: Page 9

SCHEDULE 13G

CUSIP No. 91879Q109

Page 2 of 10 Pages

1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

APOLLO SKI PARTNERS, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 6,114,542
	6	Shared Voting Power 0
	7	Sole Dispositive Power 6,114,542
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
6,114,542

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain
Shares (See Instructions)

11 Percent of Class Represented By Amount in Row (9)
17.3%

12 Type of Reporting Person (See Instructions)
PN

SCHEDULE 13G

CUSIP No. 91879Q109

Page 3 of 10 Pages

1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)

APOLLO INVESTMENT FUND, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)
a.
b.

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 6,114,542
	6	Shared Voting Power 0
	7	Sole Dispositive Power 6,114,542
	8	Shared Dispositive Power 0

9 Aggregate Amount Beneficially Owned by Each Reporting Person
6,114,542

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
[]

11 Percent of Class Represented By Amount in Row (9)
17.3%

12 Type of Reporting Person (See Instructions)
IN; HC

SCHEDULE 13G

CUSIP No. 91879Q109

Page 4 of 10 Pages

1 Names of Reporting Persons
I.R.S. Identification Nos. of above persons (entities only)
APOLLO ADVISORS, L.P.

2 Check the Appropriate Box If a Member of a Group (See Instructions)
a. []
b. [X]

3 SEC Use Only

4 Citizenship or Place of Organization

DELAWARE

Number of Shares Beneficially Owned By Each Reporting Person With	5	Sole Voting Power 6,114,542
	6	Shared Voting Power 0
	7	Sole Dispositive Power 6,114,542
	8	Shared Dispositive Power 0

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

9 Aggregate Amount Beneficially Owned by Each Reporting Person
6,114,542

10 Check Box If the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
[]

11 Percent of Class Represented By Amount in Row (9)
17.3%

12 Type of Reporting Person (See Instructions)
IN; HC

Page 5 of 10 Pages

Item 1(a) Name of Issuer:

Vail Resorts, Inc. (the "Issuer")

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

Post Office Box 7, Vail, Colorado 81658

Item 2(a) Name of Person Filing:

This Statement is being filed jointly by (i) Apollo Ski Partners, L.P., a Delaware limited partnership ("Ski Partners"), (ii) Apollo Investment Fund, L.P., a Delaware limited partnership ("Investment Fund"), and (iii) Apollo Advisors, L.P., a Delaware limited partnership ("Advisors"). Ski Partners, Investment Fund and Advisors are referred to collectively as the "Reporting Persons."

Investment Fund is the general partner of Ski Partners. Advisors serves as the managing general partner of the Investment Fund. Apollo Capital Management, Inc., a Delaware corporation ("Capital Management"), is the general partner of Advisors.

Item 2(b) Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is Two Manhattanville Road, Purchase, New York 10577.

Item 2(c) Citizenship:

- 1) Ski Partners is a Delaware limited partnership;
- 2) Investment Fund is a Delaware limited partnership; and
- 3) Advisors is a Delaware limited partnership.

Item 2(d) Title of Class of Securities:

Common stock, \$0.01 par value per share (the "Shares").

Item 2(e) CUSIP Number:

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

91879Q109

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:

This Item 3 is not applicable.

Page 6 of 10 Pages

Item 4. Ownership:

Item 4(a) Amount Beneficially Owned:

As of March 31, 2004, Ski Partners, Investment Fund and Advisors may be deemed to be the beneficial owner of the 6,114,542 Shares held for the account of Ski Partners.

Item 4(b) Percent of Class:

The number of Shares of which each of Ski Partners, Investment Fund and Advisors may be deemed to be the beneficial owner constitutes 17.3% of the total number of Shares outstanding.

Item 4(c) Number of shares as to which such person has:

Ski Partners

(i)	Sole power to vote or direct the vote:	6,114,542
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	6,114,542
(iv)	Shared power to dispose or to direct the disposition of	0

Investment Fund

(i)	Sole power to vote or direct the vote:	6,114,542
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	6,114,542
(iv)	Shared power to dispose or to direct the disposition of	0

Advisors

(i)	Sole power to vote or direct the vote:	6,114,542
(ii)	Shared power to vote or to direct the vote	0
(iii)	Sole power to dispose or to direct the disposition of	6,114,542
(iv)	Shared power to dispose or to direct the disposition of	0

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

This Item 5 is not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

This Item 7 is not applicable.

Page 7 of 10 Pages

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

This Item 10 is not applicable.

Page 8 of 10 Pages

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Date: April 2, 2004

APOLLO SKI PARTNERS, L.P.

By: Apollo Investment Fund, L.P.,
Its General Partner

By: Apollo Advisors, L.P.,
Its Managing General Partner

By: Apollo Capital Management, Inc.,
Its General Partner

By: /s/ Michael D. Weiner

Michael D. Weiner
Vice President

Date: April 2, 2004

APOLLO INVESTMENT FUND, L.P.

By: Apollo Advisors, L.P.,
Its Managing General Partner

By: Apollo Capital Management, Inc.,
Its General Partner

By: /s/ Michael D. Weiner

Michael D. Weiner
Vice President

Date: April 2, 2004

APOLLO ADVISORS, L.P.

By: Apollo Capital Management, Inc.,

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

Its General Partner

By: /s/ Michael D. Weiner

Michael D. Weiner
Vice President

Page 9 of 10 Pages

EXHIBIT INDEX

	Page No. -----
A. Joint Filing Agreement dated as of April 2, 2004, by and among Apollo Ski Partners, L.P., Apollo Investment Fund, L.P., and Apollo Advisors, L.P.....	10

Page 10 of 10 Pages

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that this statement on Schedule 13G with respect to the common stock of Vail Resorts, Inc., dated as of April 2, 2004, is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934.

Date: April 2, 2004 APOLLO SKI PARTNERS, L.P.

By: Apollo Investment Fund, L.P.,
Its General Partner

By: Apollo Advisors, L.P.,
Its Managing General Partner

By: Apollo Capital Management, Inc.,
Its General Partner

By: /s/ Michael D. Weiner

Michael D. Weiner
Vice President

Date: April 2, 2004 APOLLO INVESTMENT FUND, L.P.

By: Apollo Advisors, L.P.,
Its Managing General Partner

By: Apollo Capital Management, Inc.,
Its General Partner

Edgar Filing: VAIL RESORTS INC - Form SC 13G/A

By: /s/ Michael D. Weiner

Michael D. Weiner
Vice President

Date: April 2, 2004

APOLLO ADVISORS, L.P.

By: Apollo Capital Management, Inc.,
Its General Partner

By: /s/ Michael D. Weiner

Michael D. Weiner
Vice President