

BALLY TOTAL FITNESS HOLDING CORP  
Form SC 13G/A  
February 04, 2003

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3) \*

Bally Total Fitness Holding Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

05873K108

-----  
(CUSIP Number)

December 31, 2002

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SEC 1745 (2/92)

CUSIP No. 05873K108

13G

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

Liberty Wanger Asset Management, L.P. 36-3820584

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

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES None

BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

2,498,900

EACH

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH

None

8 SHARED DISPOSITIVE POWER

2,498,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,498,900

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

7.5%

12 TYPE OF REPORTING PERSON\*

IA

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1 NAME OF REPORTING PERSON

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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WAM Acquisition GP, Inc.

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

Not Applicable

(a) [ ]

(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 5 SOLE VOTING POWER

SHARES None

BENEFICIALLY

OWNED BY 6 SHARED VOTING POWER

EACH 2,498,900

REPORTING 7 SOLE DISPOSITIVE POWER

PERSON WITH None

8 SHARED DISPOSITIVE POWER

2,498,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,498,900

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

7.5%

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

Liberty Acorn Trust

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

Not Applicable (a) [ ]  
(b) [ ]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF 5 SOLE VOTING POWER  
SHARES None

BENEFICIALLY OWNED BY EACH  
6 SHARED VOTING POWER  
2,048,900

REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER  
None

8 SHARED DISPOSITIVE POWER  
2,048,900

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,048,900

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

6.2%

12 TYPE OF REPORTING PERSON\*

IV

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- Item 1(a) Name of Issuer:  
Bally Total Fitness Holding Corporation
- Item 1(b) Address of Issuer's Principal Executive Offices:  
8700 West Bryn Mawr Avenue  
Chicago, IL 60631
- Item 2(a) Name of Person Filing:  
Liberty Wanger Asset Management, L.P. ("WAM")  
WAM Acquisition GP, Inc., the general partner of WAM  
("WAM GP")  
Liberty Acorn Trust ("Acorn")
- Item 2(b) Address of Principal Business Office:  
WAM, WAM GP and Acorn are all located at:  
227 West Monroe Street, Suite 3000  
Chicago, Illinois 60606
- Item 2(c) Citizenship:  
WAM is a Delaware limited partnership; WAM  
GP is a Delaware corporation; and Acorn is a  
Massachusetts business trust.
- Item 2(d) Title of Class of Securities:  
Class A Common Stock
- Item 2(e) CUSIP Number:  
05873K108
- Item 3 Type of Person:  
(d) Acorn is an Investment Company under  
section 8 of the Investment Company Act.  
(e) WAM is an Investment Adviser registered  
under section 203 of the Investment Advisers  
Act of 1940; WAM GP is the General Partner  
of the Investment Adviser.
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- Item 4 Ownership (at December 31, 2002):  
(a) Amount owned "beneficially" within the  
meaning of rule 13d-3:  
2,498,900  
(b) Percent of class:  
7.5% (based on 33,163,642 shares  
outstanding as of October 31, 2002).  
(c) Number of shares as to which such person has:

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- (i) sole power to vote or to direct the vote: none
- (ii) shared power to vote or to direct the vote: 2,498,900
- (iii) sole power to dispose or to direct the disposition of: none
- (iv) shared power to dispose or to direct disposition of: 2,498,900

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

Not Applicable

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

The shares reported herein have been acquired on behalf of discretionary clients of WAM, including Acorn. Persons other than WAM and WAM GP are entitled to receive all dividends from, and proceeds from the sale of, those shares. Acorn is the only such person known to be entitled to all dividends from, and all proceeds from the sale of, shares reported herein to the extent of more than 5% of the class.

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:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

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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 4, 2003

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

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

By: /s/ Bruce H. Lauer

-----  
Bruce H. Lauer  
Senior Vice President and Secretary

The undersigned corporation, on the date above written, agrees and consents to the joint filing on its behalf of this Schedule 13G in connection with its beneficial ownership of the security reported herein.

LIBERTY ACORN TRUST

By: /s/ Bruce H. Lauer

-----  
Bruce H. Lauer  
Vice President, Treasurer and  
Secretary

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Exhibit Index

Exhibit 1      Joint Filing Agreement dated as of February 4, 2003 by  
and among Liberty Wanger Asset Management, L.P., WAM  
Acquisition GP, Inc. and Liberty Acorn Trust

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