

Cardiovascular Systems Inc
 Form 4
 August 30, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BETTERLEY LAURENCE L

(Last) (First) (Middle)
 1225 OLD HIGHWAY 8 NW
 (Street)

ST. PAUL, MN 55112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 Cardiovascular Systems Inc [CSII]

3. Date of Earliest Transaction
 (Month/Day/Year)
 08/26/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	08/26/2016		D	42,095 (1)	\$ 0 210,936	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Securit (Instr. 3)
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Stock Option (right to buy)	\$ 8.75					(2)	03/01/2019	Common Stock	14,234
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BETTERLEY LAURENCE L 1225 OLD HIGHWAY 8 NW ST. PAUL, MN 55112			Chief Financial Officer	

Signatures

/s/ Amanda Schmall as Attorney-in-Fact for Laurence L. Betterley pursuant to Power of Attorney previously filed. 08/30/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents shares of restricted stock granted in August 2015 that have been forfeited based on performance achieved for total shareholder return and annual revenue growth for fiscal 2016 versus the Company's peer group.
- (2) Fully exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. Person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page.

----- 3 SEC USE
ONLY -----
CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware
----- SOLE
VOTING POWER 5 NUMBER OF -0- -----
SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 17,400
----- EACH SOLE DISPOSITIVE POWER 7

REPORTING -0- PERSON WITH ----- SHARED
DISPOSITIVE POWER 8 17,400

===== AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 17,400

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

----- PERCENT
OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0%

----- TYPE OF
REPORTING PERSON (See Instructions) 12 PN

----- Page 11 of
36 Pages 13G ===== CUSIP No. 18451C109 =====

----- NAMES
OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Tinicum
Partners, L.P.

----- CHECK
THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The reporting
persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The
reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover
page. ----- 3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION 4 New York

----- SOLE

VOTING POWER 5 NUMBER OF -0- -----
SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 13,000

----- EACH SOLE DISPOSITIVE POWER 7

REPORTING -0- PERSON WITH ----- SHARED
DISPOSITIVE POWER 8 13,000

===== AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 13,000

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

----- PERCENT
OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 0.0%

----- TYPE OF
REPORTING PERSON (See Instructions) 12 PN

----- Page 12 of
36 Pages 13G ===== CUSIP No. 18451C109 =====

----- NAMES
OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon
Capital Offshore Investors II, L.P.

----- CHECK
THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The reporting
persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The
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page. ----- 3

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION 4 Cayman Islands

----- SOLE

VOTING POWER 5 NUMBER OF -0-
 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 656,000
 EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH SHARED
 DISPOSITIVE POWER 8 656,000

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 656,000
 CHECK IF
 THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
 PERCENT
 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 1.9%
 TYPE OF
 REPORTING PERSON (See Instructions) 12 PN

Page 13 of
 36 Pages 13G CUSIP No. 18451C109

NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon
 Capital Management, L.L.C.

CHECK
 THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The reporting
 persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The
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3 SEC USE
 ONLY
 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware

SOLE
 VOTING POWER 5 NUMBER OF -0-
 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 645,500
 EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH SHARED
 DISPOSITIVE POWER 8 645,500

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 645,500
 CHECK IF
 THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
 PERCENT
 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 1.8%
 TYPE OF
 REPORTING PERSON (See Instructions) 12 IA, OO

Page 14 of
 36 Pages 13G CUSIP No. 18451C109

NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Farallon
 Partners, L.L.C.

CHECK
 THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The reporting
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ONLY -----
 CITIZENSHIP OR PLACE OF ORGANIZATION 4 Delaware
 ----- SOLE
 VOTING POWER 5 NUMBER OF -0- -----
 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 1,427,900
 ----- EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH ----- SHARED
 DISPOSITIVE POWER 8 1,427,900

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 1,427,900
 ----- CHECK IF
 THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
 ----- PERCENT
 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 4.1%
 ----- TYPE OF
 REPORTING PERSON (See Instructions) 12 OO
 ----- Page 15 of
 36 Pages 13G ===== CUSIP No. 18451C109 =====

----- NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Chun R.
 Ding -----
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The
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 ----- 3 SEC USE

ONLY -----
 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States
 ----- SOLE
 VOTING POWER 5 NUMBER OF -0- -----
 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,073,400
 ----- EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH ----- SHARED
 DISPOSITIVE POWER 8 2,073,400

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
 ----- CHECK IF
 THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
 ----- PERCENT
 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
 ----- TYPE OF
 REPORTING PERSON (See Instructions) 12 IN
 ----- Page 16 of
 36 Pages 13G ===== CUSIP No. 18451C109 =====

----- NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William
 F. Duhamel -----
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The
 reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities.
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 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States
 ----- SOLE
 VOTING POWER 5 NUMBER OF -0- -----
 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,073,400
 ----- EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH ----- SHARED
 DISPOSITIVE POWER 8 2,073,400

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
 ----- CHECK IF
 THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
 ----- PERCENT
 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
 ----- TYPE OF
 REPORTING PERSON (See Instructions) 12 IN
 ----- Page 17 of
 36 Pages 13G ===== CUSIP No. 18451C109 =====
 ----- NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Richard
 B. Fried -----
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The
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 CITIZENSHIP OR PLACE OF ORGANIZATION 4 United States
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 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,073,400
 ----- EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH ----- SHARED
 DISPOSITIVE POWER 8 2,073,400

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
 ----- CHECK IF
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 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
 ----- TYPE OF
 REPORTING PERSON (See Instructions) 12 IN
 ----- Page 18 of
 36 Pages 13G ===== CUSIP No. 18451C109 =====
 ----- NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Monica
 R. Landry -----
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The
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 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,073,400
 ----- EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH ----- SHARED
 DISPOSITIVE POWER 8 2,073,400

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
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 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
 ----- TYPE OF
 REPORTING PERSON (See Instructions) 12 IN
 ----- Page 19 of
 36 Pages 13G ===== CUSIP No. 18451C109 =====

----- NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) William
 F. Mellin -----
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The
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 VOTING POWER 5 NUMBER OF -0- -----
 SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,073,400
 ----- EACH SOLE DISPOSITIVE POWER 7
 REPORTING -0- PERSON WITH ----- SHARED
 DISPOSITIVE POWER 8 2,073,400

 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
 ----- CHECK IF
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 ----- PERCENT
 OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
 ----- TYPE OF
 REPORTING PERSON (See Instructions) 12 IN
 ----- Page 20 of
 36 Pages 13G ===== CUSIP No. 18451C109 =====

----- NAMES
 OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Stephen
 L. Millham -----
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The
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----- EACH SOLE DISPOSITIVE POWER 7
REPORTING -0- PERSON WITH ----- SHARED
DISPOSITIVE POWER 8 2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
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OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
----- TYPE OF
REPORTING PERSON (See Instructions) 12 IN
----- Page 21 of
36 Pages 13G ----- CUSIP No. 18451C109 -----

----- NAMES
OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Jason E.
Moment -----
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The
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----- EACH SOLE DISPOSITIVE POWER 7
REPORTING -0- PERSON WITH ----- SHARED
DISPOSITIVE POWER 8 2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
----- CHECK IF
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----- PERCENT
OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
----- TYPE OF
REPORTING PERSON (See Instructions) 12 IN
----- Page 22 of
36 Pages 13G ----- CUSIP No. 18451C109 -----

----- NAMES
OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Rajiv A.
Patel -----
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The

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----- EACH SOLE DISPOSITIVE POWER 7
REPORTING -0- PERSON WITH ----- SHARED
DISPOSITIVE POWER 8 2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
----- CHECK IF
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----- PERCENT
OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
----- TYPE OF
REPORTING PERSON (See Instructions) 12 IN
----- Page 23 of
36 Pages 13G ----- CUSIP No. 18451C109 -----

----- NAMES
OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Derek C. Schrier -----
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

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----- EACH SOLE DISPOSITIVE POWER 7
REPORTING -0- PERSON WITH ----- SHARED
DISPOSITIVE POWER 8 2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
----- CHECK IF
THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
----- PERCENT
OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
----- TYPE OF
REPORTING PERSON (See Instructions) 12 IN
----- Page 24 of
36 Pages 13G ----- CUSIP No. 18451C109 -----

----- NAMES
OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Thomas F. Steyer -----

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SHARES SHARED VOTING POWER BENEFICIALLY 6 OWNED BY 2,073,400
----- EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH -----
DISPOSITIVE POWER 8 2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
----- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
----- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
----- TYPE OF REPORTING PERSON (See Instructions) 12 IN
----- Page 25 of 36 Pages 13G ----- CUSIP No. 18451C109 -----

----- NAMES OF REPORTING PERSONS 1 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) Mark C. Wehrly -----

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [] (b) [X]** 2 ** The reporting persons making this filing hold an aggregate of 2,073,400 Shares, which is 5.9% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by it on this cover page.

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----- EACH SOLE DISPOSITIVE POWER 7 REPORTING -0- PERSON WITH -----
DISPOSITIVE POWER 8 2,073,400

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 9 2,073,400
----- CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES 10 CERTAIN SHARES (See Instructions) []
----- PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 11 5.9%
----- TYPE OF REPORTING PERSON (See Instructions) 12 IN

----- Page 26 of 36 Pages Item 1. Issuer ----- (a) Name of Issuer: ----- Clear Channel Outdoor Holdings, Inc. (the "Company") (b) Address of Issuer's Principal Executive Offices: ----- 200 East Basse Road, San Antonio, Texas 78209 Item 2. Identity And Background ----- Title Of Class Of Securities And CUSIP

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Number (Item 2(d) and (e)) ----- This statement relates to shares of Class A Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 18451C109. Name Of Persons Filing, Address Of Principal Business Office And

----- Citizenship (Item 2(a), (b) and (c))

----- This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons." The Noonday Sub-adviser Entities ----- (i) Noonday G.P. (U.S.), L.L.C., a Delaware limited liability company which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "First Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts; (ii) Noonday Asset Management, L.P., a Delaware limited partnership which is a sub-investment adviser(1) to each of the Funds and the Managed Accounts (the "Second Noonday Sub-adviser"), with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts; and (iii) Noonday Capital, L.L.C., a Delaware limited liability company which is the general partner of the Second Noonday Sub-adviser (the "Noonday General Partner"), with respect to all of the Shares held by the Noonday ----- (1) The First Noonday Sub-adviser and the Second Noonday Sub-adviser entered into certain subadvisory arrangements with the Management Company and the Farallon General Partner effective as of January 1, 2005, pursuant to which the First Noonday Sub-adviser and the Second Noonday Sub-adviser were granted investment discretion over all of the assets of the Noonday Fund and certain of the assets of the Farallon Funds and the Managed Accounts. Page 27 of 36 Pages Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts. The First Noonday Sub-adviser, the Second Noonday Sub-adviser and the Noonday General Partner are together referred to herein as the "Noonday Sub-adviser Entities." The Noonday Managing Members ----- (iv) David I. Cohen ("Cohen") and Saurabh K. Mittal ("Mittal"), the managing members of both the First Noonday Sub-adviser and the Noonday General Partner, with respect to all of the Shares held by the Noonday Fund and certain of the Shares held by the Farallon Funds and the Managed Accounts. Cohen and Mittal are referred to herein as the "Noonday Individual Reporting Persons." The Noonday Fund ----- (v) Noonday Capital Partners, L.L.C., a Delaware limited liability company (the "Noonday Fund"), with respect to the Shares held by it. The Farallon Funds ----- (vi) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it; (vii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it; (viii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it; (ix) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it; (x) Tincum Partners, L.P., a New York limited partnership ("Tincum"), with respect to the Shares held by it; and (xi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOI II"), with respect to the Shares held by it. FCP, FCIP, FCIP II, FCIP III, Tincum and FCOI II are together referred to herein as the "Farallon Funds." The Noonday Fund and the Farallon Funds are together referred to herein as the "Funds." Page 28 of 36 Pages The Management Company ----- (xii) Farallon Capital Management, L.L.C., a Delaware limited liability company (the "Management Company"), with respect to the Shares held by certain accounts managed by the Management Company (the "Managed Accounts"). The Farallon General Partner ----- (xiii) Farallon Partners, L.L.C., a Delaware limited liability company which is the general partner of each of the Farallon Funds and the managing member of the Noonday Fund (the "Farallon General Partner"), with respect to the Shares held by each of the Funds. The Farallon Managing Members ----- (xiv) The following persons who are managing members of both the Farallon General Partner and the Management Company, with respect to the Shares held by the Funds and the Managed Accounts: Chun R. Ding ("Ding"), William F. Duhamel ("Duhamel"), Richard B. Fried ("Fried"), Monica R. Landry ("Landry"), William F. Mellin ("Mellin"), Stephen L. Millham ("Millham"), Jason E. Moment ("Moment"), Rajiv A. Patel ("Patel"), Derek C. Schrier ("Schrier"), Thomas F. Steyer ("Steyer"), and Mark C. Wehrly ("Wehrly"). Ding, Duhamel, Fried, Landry, Mellin, Millham, Moment, Patel, Schrier, Steyer, and Wehrly are together referred to herein as the "Farallon Individual Reporting Persons." The Farallon Individual Reporting Persons and the Noonday Individual Reporting Persons are together referred to herein as the "Individual Reporting Persons." The citizenship of each of the Noonday Sub-adviser Entities, the Funds, the Management Company and the Farallon General Partner is set forth above. Each of the Individual Reporting Persons other than Mittal is a citizen of the United States. Mittal is a citizen of India. The address of the principal business office of each of the Noonday Sub-adviser Entities and the Noonday Individual

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Reporting Persons is c/o Noonday Asset Management, L.P., 227 West Trade Street, Suite 2140, Charlotte, North Carolina 28202. The address of the principal business office of each of the Reporting Persons other than the Noonday Sub-adviser Entities and the Noonday Individual Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 1325, San Francisco, California 94111. Item 3. If This Statement Is Filed Pursuant To Sections 240.13d-1(b) or ----- 240.13d-2(b) or (c), Check Whether The Person Filing Is An Entity Specified In ----- (a) - (j): -----

Not Applicable. If This Statement Is Filed Pursuant To Section 240.13d-1(c), Check ----- This Box. [X] ----- Page 29 of 36 Pages Item 4. Ownership

----- The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person hereto is incorporated herein by reference for each such Reporting Person. The Shares reported hereby for the Funds are owned directly by the Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The First Noonday Sub-adviser and the Second Noonday Sub-adviser, as sub-investment advisers to the Funds and Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts. The Noonday General Partner, as general partner to the Second Noonday Sub-adviser, may be deemed to be the beneficial owner of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts. The Noonday Individual Reporting Persons, as managing members of both the First Noonday Sub-adviser and the Noonday General Partner, may each be deemed to be the beneficial owner of all such Shares owned by the Noonday Fund and certain of such Shares owned by the Farallon Funds and the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be the beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner to the Farallon Funds and managing member of the Noonday Fund, may be deemed to be the beneficial owner of all such Shares owned by the Funds. The Farallon Individual Reporting Persons, as managing members of both the Farallon General Partner and the Management Company with the power to exercise investment discretion, may each be deemed to be the beneficial owner of all such Shares owned by the Funds and the Managed Accounts. Each of the Noonday Sub-adviser Entities, the Management Company, the Farallon General Partner and the Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

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

----- Not Applicable. Item 7. Identification And Classification Of The Subsidiary Which Acquired The ----- Security Being Reported On By The Parent Holding Company ----- Not Applicable. Page 30 of 36 Pages

Item 8. Identification And Classification Of Members Of The Group

----- The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them. 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. Page 31 of 36 Pages

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: April 27, 2006 /s/ Monica R. Landry ----- NOONDAY CAPITAL, L.L.C., On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P. By Monica R. Landry, Attorney-in-fact /s/ Monica R. Landry ----- NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry, Attorney-in-fact /s/ Monica R. Landry ----- FARALLON PARTNERS, L.L.C., On its own behalf, as the General Partner of FARALLON CAPITAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P., TINICUM PARTNERS, L.P. and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and as the Managing Member of NOONDAY CAPITAL PARTNERS, L.L.C. By Monica R. Landry, Managing Member /s/ Monica R. Landry ----- FARALLON CAPITAL MANAGEMENT, L.L.C.

By Monica R. Landry, Managing Member /s/ Monica R. Landry ----- Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly The Powers of Attorney executed by Duhamel, Fried, Mellin, Millham, Steyer and Wehrly authorizing Landry to sign and file this Schedule 13G on each person's behalf, which Page 32 of 36 Pages were filed with Amendment No. 2 to the Schedule 13D filed with the Securities and Exchange Commission on July 16, 2003, by such Reporting Persons with respect to the Common Stock of New World Restaurant Group, Inc., are hereby incorporated by reference. The Powers of Attorney executed by Ding and Schrier authorizing Landry to sign and file this Schedule 13G on each person's behalf, which were filed with Amendment No. 1 to the Schedule 13D filed with the Securities and Exchange Commission on July 2, 2003, by such Reporting Persons with respect to the Common Stock of Salix Pharmaceuticals, Ltd., are hereby incorporated by reference. The Power of Attorney executed by Patel authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 4 to the Schedule 13G filed with the Securities and Exchange Commission on January 8, 2004, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Powers of Attorney executed by Noonday G.P. (U.S.), L.L.C., Noonday Asset Management, L.P., Noonday Capital, L.L.C. and Cohen authorizing Landry to sign and file this Schedule 13G on its or his behalf, which were filed with Amendment No. 5 to the Schedule 13G filed with the Securities and Exchange Commission on January 10, 2005, by such Reporting Persons with respect to the Common Stock of Catalytica Energy Systems, Inc., are hereby incorporated by reference. The Power of Attorney executed by Mittal authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with Amendment No. 6 to the Schedule 13G filed with the Securities and Exchange Commission on October 5, 2005, by such Reporting Person with respect to the Common Stock of Catalytica Energy Systems, Inc., is hereby incorporated by reference. The Power of Attorney executed by Moment authorizing Landry to sign and file this Schedule 13G on his behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on January 9, 2006, by such Reporting Person with respect to the Common Stock of Vintage Petroleum, Inc., is hereby incorporated by reference. Page 33 of 36 Pages EXHIBIT INDEX EXHIBIT 1 Joint Acquisition Statement Pursuant to Section 240.13d-1(k) Page 34 of 36 Pages EXHIBIT 1 to SCHEDULE 13G JOINT ACQUISITION STATEMENT PURSUANT TO SECTION 240.13d-1(k)

----- The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G 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, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate. Dated: April 27, 2006 /s/ Monica R. Landry ----- NOONDAY CAPITAL, L.L.C., On its own behalf and as the General Partner of NOONDAY ASSET MANAGEMENT, L.P. By Monica R. Landry, Attorney-in-fact /s/ Monica R. Landry ----- NOONDAY G.P. (U.S.), L.L.C. By Monica R. Landry, Attorney-in-fact /s/ Monica R. Landry ----- FARALLON PARTNERS, L.L.C., On its own behalf, as the General Partner of FARALLON CAPITAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P., FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P., TINICUM PARTNERS, L.P. and FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and as the Managing Member of NOONDAY CAPITAL PARTNERS, L.L.C. By Monica R. Landry, Managing Member Page 35 of 36 Pages /s/ Monica R. Landry ----- FARALLON CAPITAL MANAGEMENT, L.L.C. By Monica R. Landry, Managing Member /s/ Monica R. Landry ----- Monica R. Landry, individually and as attorney-in-fact for each of David I. Cohen, Chun R. Ding, William F. Duhamel, Richard B. Fried, William F. Mellin, Stephen L. Millham, Saurabh K. Mittal, Jason E. Moment, Rajiv A. Patel, Derek C. Schrier, Thomas F. Steyer and Mark C. Wehrly Page 36 of 36 Pages