

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 13G**

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

**Threshold Pharmaceuticals, Inc.**

---

(Name of Issuer)

**COMMON STOCK**

---

(Title of Class of Securities)

**885807107**

---

(CUSIP Number)

**March 16, 2006**

---

(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 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).

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Master Fund, 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

5 SOLE VOTING POWER

None

NUMBER OF  
SHARES

6 SHARED VOTING POWER

BENEFICIALLY  
OWNED BY

131,121 (See Item 4)

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

None

PERSON

8 SHARED DISPOSITIVE POWER

WITH

131,121 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

131,121 (See Item 4)

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)

.35%

12 TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global, 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

5 SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

131,121 (See Item 4)

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

131,121 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

131,121 (See Item 4)

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)

.35%

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Investments, 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

**5 SOLE VOTING POWER**

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**6 SHARED VOTING POWER**

131,121 (See Item 4)

**7 SOLE DISPOSITIVE POWER**

None

**8 SHARED DISPOSITIVE POWER**

131,121 (See Item 4)

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

131,121 (See Item 4)

**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)**

.35%

**12 TYPE OF REPORTING PERSON\***

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Atlas Global Investments II, 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

5 SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

131,121 (See Item 4)

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

131,121 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

131,121 (See Item 4)

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)

.35%

12 TYPE OF REPORTING PERSON\*

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Visium Balanced Fund, LP

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

- (a)
- 
- 
- (b)
- 

**3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5 SOLE VOTING POWER**

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**6 SHARED VOTING POWER**

877,027 (See Item 4)

**7 SOLE DISPOSITIVE POWER**

None

**8 SHARED DISPOSITIVE POWER**

877,027 (See Item 4)

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

877,027 (See Item 4)

**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)**

2.35%

**12 TYPE OF REPORTING PERSON\***

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Visium Long Bias Fund, LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

142,416 (See Item 4)

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

142,416 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

142,416 (See Item 4)

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)

3.82%

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Visium Balanced Offshore Fund, 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

**5 SOLE VOTING POWER**

None

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH**6 SHARED VOTING POWER**

1,015,741 (See Item 4)

**7 SOLE DISPOSITIVE POWER**

None

**8 SHARED DISPOSITIVE POWER**

1,015,741 (See Item 4)

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

1,015,741 (See Item 4)

**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)**

2.73%

**12 TYPE OF REPORTING PERSON\***

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.



**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Visium Balanced Long Bias Fund, 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

**5** SOLE VOTING POWERNUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH

None

**6** SHARED VOTING POWER

714,833 (See Item 4)

**7** SOLE DISPOSITIVE POWER

None

**8** SHARED DISPOSITIVE POWER

714,833 (See Item 4)

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

714,833 (See Item 4)

**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)**

1.92%

**12 TYPE OF REPORTING PERSON\***

CO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

1 NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Visium Capital Management, 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

5 SOLE VOTING POWER

None

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

6 SHARED VOTING POWER

2,745,017 (See Item 4)

7 SOLE DISPOSITIVE POWER

None

8 SHARED DISPOSITIVE POWER

2,745,017 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,745,017 (See Item 4)

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)

7.37%

12 TYPE OF REPORTING PERSON\*

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Balyasny Asset Management L.P.

**2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\***(a) (b) **3 SEC USE ONLY****4 CITIZENSHIP OR PLACE OF ORGANIZATION**

Delaware

**5 SOLE VOTING POWER**

NUMBER OF SHARES 131,121 (See Item 4)

**6 SHARED VOTING POWER**

BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,745,017 (See Item 4)

**7 SOLE DISPOSITIVE POWER**

PERSON WITH 131,121 (See Item 4)

**8 SHARED DISPOSITIVE POWER**

2,745,017 (See Item 4)

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,876,138 (See Item 4)

**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)**

7.72%

**12 TYPE OF REPORTING PERSON\***

OO

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

**1 NAMES OF REPORTING PERSONS**

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only)

Dmitry Balyasny

**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

**5 SOLE VOTING POWER**

NUMBER OF SHARES 2,876,138 (See Item 4)

**6 SHARED VOTING POWER**

BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,745,017 (See Item 4)

**7 SOLE DISPOSITIVE POWER**

PERSON WITH 2,876,138 (See Item 4)

**8 SHARED DISPOSITIVE POWER**

2,745,017 (See Item 4)

**9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**

2,876,138 (See Item 4)

**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)**

7.72%

**12 TYPE OF REPORTING PERSON\***

IN

\* SEE INSTRUCTIONS BEFORE FILLING OUT.

**Item 1** (a) Name of Issuer:  
Threshold Pharmaceuticals, Inc. (the “Company”)

(b) Address of Issuer’s Principal Executive Offices:  
1300 Seaport Boulevard  
Redwood City, CA 94063

**Item 2** (a) – (c) This statement is filed on behalf of the following:

(1) Atlas Master Fund, Ltd., a Cayman Islands corporation (“AMF”), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman Islands, British West Indies.

(2) Atlas Global, LLC, a Delaware limited liability company (“AG”), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. AG owns 16.82% of the equity interests in AMF.

(3) Atlas Global Investments, Ltd., a Cayman Islands corporation (“AGI1”), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman Islands, British West Indies. AGI1 owns 74.72% of the equity interests in AMF.

(4) Atlas Global Investments II, Ltd., a Cayman Islands corporation (“AGI2”), with its principal business office at c/o Walkers SPV Limited, Walker House, P.O. Box 908 GT, George Town, Grand Cayman, Cayman Islands, British West Indies. AGI2 owns 8.46% of the equity interests in AMF.

(5) Visium Balanced Fund, LP, a Delaware limited partnership (“VBF”), with its principal business office at c/o Balyasny Asset Management L.P., 650 Madison Avenue, New York, NY 10022.

(6) Visium Long Bias Fund, LP, a Delaware limited partnership (“VLBF”), with its principal business office at c/o Balyasny Asset Management L.P., 650 Madison Avenue, New York, NY 10022.

(7) Visium Balanced Fund Offshore, Ltd., a Cayman Islands corporation (“VBFO”), with its principal business office at c/o Morgan Stanley Fund Services (Cayman) Limited, P.O. Box 2681GT, Century yard, 4<sup>th</sup> Floor, Cricket Square, Hutchins Drive, Grand Cayman, Cayman Islands, British West Indies.

(8) Visium Long Bias Fund Offshore, Ltd., a Cayman Islands corporation (“VLBFO”), with its principal business office at c/o Morgan Stanley Fund Services (Cayman) Limited, P.O. Box 2681GT, Century yard, 4<sup>th</sup> Floor, Cricket Square, Hutchins Drive, Grand Cayman, Cayman Islands, British West Indies.

(9) Visium Capital Management, LLC, a Delaware limited liability company (“VCM”), with its principal business office at c/o Balyasny Asset Management L.P., 650 Madison Avenue, New York, NY 10022. VCM is the investment advisor to each of VBF, VLBF, VBFO and VLBFO.

(10) Balyasny Asset Management L.P., a Delaware limited partnership (“BAM”), with its principal business office at 181 West Madison, Suite 3600, Chicago, IL 60602. BAM is the sole managing member of AG, the investment advisor to each of AG, AGI1 and AGI2 and the investment subadvisor to each of VBF, VLBF, VBFO and VLBFO.

(11) Dmitry Balyasny, a United States citizen whose business address is 181 West Madison, Suite 3600, Chicago, IL 60602. Dmitry Balyasny is the sole managing member of the general partner of BAM.

(d) Title of Class of Securities:  
Common Stock

(e) CUSIP Number:  
885807107

**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:  
Not Applicable

**Item 4** Ownership:  
AMF

(a) Amount Beneficially Owned:  
131,121 shares

(b) Percent of Class:  
.35%

- 
- (c) Number of Shares as to which person has:
- (i) sole power to vote or to direct vote:  
131,121 shares
  - (ii) shared power to vote or to direct vote:  
None
  - (iii) sole power to dispose or direct disposition of:  
131,121 shares
  - (iv) shared power to dispose or to direct disposition of:  
None

AG

- (a) Amount Beneficially Owned:

By virtue of its ownership of 16.82% of the equity interest in AMF, AG may be deemed to beneficially own the 131,121 shares of the Company's Common Stock beneficially owned by AMF.

- (b) Percent of Class:

.35%

- (c) Number of Shares as to which person has:

- (i) sole power to vote or to direct vote:  
None
- (ii) shared power to vote or to direct vote:  
131,121 shares
- (iii) sole power to dispose or direct disposition of:  
None
- (iv) shared power to dispose or to direct disposition of:  
131,121 shares

---

AGI1

(a) Amount Beneficially Owned:

By virtue of its ownership of 74.72% of the equity interest in AMF, AGI1 may be deemed to beneficially own the 131,121 shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

.35%

(c) Number of Shares as to which person has:

(i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

131,121 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

131,121 shares

AGI2

(a) Amount Beneficially Owned:

By virtue of its ownership of 8.46% of the equity interest in AMF, AGI2 may be deemed to beneficially own the 131,121 shares of the Company's Common Stock beneficially owned by AMF.

(b) Percent of Class:

.35%



- 
- (c) Number of Shares as to which person has:
- (i) sole power to vote or to direct vote:  
None
  - (ii) shared power to vote or to direct vote:  
131,121 shares
  - (iii) sole power to dispose or direct disposition of:  
None
  - (iv) shared power to dispose or to direct disposition of:  
131,121 shares

VBF

- (a) Amount Beneficially Owned:  
877,027 shares
- (b) Percent of Class:  
2.35%
- (c) Number of Shares as to which person has:
- (i) sole power to vote or to direct vote:  
None
  - (ii) shared power to vote or to direct vote:  
877,027 shares
  - (iii) sole power to dispose or direct disposition of:  
None
  - (iv) shared power to dispose or to direct disposition of:  
877,027 shares

---

VLBF

- (a) Amount Beneficially Owned:  
142,416 shares
- (b) Percent of Class:  
3.82%
- (c) Number of Shares as to which person has:
  - (i) sole power to vote or to direct vote:  
None
  - (ii) shared power to vote or to direct vote:  
142,416 shares
  - (iii) sole power to dispose or direct disposition of:  
None
  - (iv) shared power to dispose or to direct disposition of:  
142,416 shares

VBFO

- (a) Amount Beneficially Owned:  
1,015,741 shares
- (b) Percent of Class:  
2.73%
- (c) Number of Shares as to which person has:
  - (i) sole power to vote or to direct vote:  
None

- 
- (ii) shared power to vote or to direct vote:  
1,015,741 shares
  - (iii) sole power to dispose or direct disposition of:  
None
  - (iv) shared power to dispose or to direct disposition of:  
1,015,741 shares

VLBFO

- (a) Amount Beneficially Owned:  
1,015,741 shares
- (b) Percent of Class:  
2.73%
- (c) Number of Shares as to which person has:
  - (i) sole power to vote or to direct vote:  
None
  - (ii) shared power to vote or to direct vote:  
1,015,741 shares
  - (iii) sole power to dispose or direct disposition of:  
None
  - (iv) shared power to dispose or to direct disposition of:  
1,015,741 shares

---

VCM

(a) Amount Beneficially Owned:

By virtue of its position as investment advisor to each of VBF, VLBF, VBFO and VLBFO, VCM may be deemed to beneficially own the 2,745,017 shares of the Company's Common Stock beneficially owned by VBF, VLBF, VBFO and VLBFO.

(b) Percent of Class:

7.37%

(c) Number of Shares as to which person has:

(i) sole power to vote or to direct vote:

None

(ii) shared power to vote or to direct vote:

2,745,017 shares

(iii) sole power to dispose or direct disposition of:

None

(iv) shared power to dispose or to direct disposition of:

2,745,017 shares

BAM

(a) Amount Beneficially Owned:

By virtue of its position as investment advisor to each of AG, AGI1 and AGI2 and its role as sole managing member of AG, BAM may be deemed to beneficially own the 131,121 shares of the Company's Common Stock beneficially owned by AG, AGI1 and AGI2. By virtue of its position as investment subadvisor to each of VFB, VLBF, VBFO and VLBFO, BAM may be deemed to beneficially own the 2,745,017 shares of the Company's Common Stock beneficially owned by VFB, VLBF, VBFO and VLBFO.

(b) Percent of Class:

7.72%

- 
- (c) Number of Shares as to which person has:
- (i) sole power to vote or to direct vote:  
131,121 shares
  - (ii) shared power to vote or to direct vote:  
2,745,017 shares
  - (iii) sole power to dispose or direct disposition of:  
131,121 shares
  - (iv) shared power to dispose or to direct disposition of:  
2,745,017 shares

Dmitry Balyasny

- (a) Amount Beneficially Owned:

By virtue of his position as the sole managing member of the general partner of BAM, Mr. Balyasny may be deemed to beneficially own the 2,876,138 shares of the Company's Common Stock beneficially owned by BAM.

- (b) Percent of Class:

7.72%

- (c) Number of Shares as to which person has:

- (i) sole power to vote or to direct vote:  
131,121 shares
- (ii) shared power to vote or to direct vote:  
2,745,017 shares
- (iii) sole power to dispose or direct disposition of:  
131,121 shares
- (iv) shared power to dispose or to direct disposition of:  
2,745,017 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

**Item 8** Identification and Classification of Members of the Group

Not Applicable

**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.

**SIGNATURE**

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: March 16, 2006.

**ATLAS MASTER FUND, LTD.**

By: /s/ Dmitry Balyasny  
Authorized Signatory

**ATLAS GLOBAL, LLC**

By: /s/ Dmitry Balyasny  
Authorized Signatory

**ATLAS GLOBAL INVESTMENTS, LTD.**

By: /s/ Dmitry Balyasny  
Authorized Signatory

**ATLAS GLOBAL INVESTMENTS II, LTD.**

By: /s/ Dmitry Balyasny  
Authorized Signatory

**VISIUM BALANCED FUND, LP**

By: /s/ Jacob Gottlieb  
Authorized Signatory

**VISIUM LONG BIAS FUND, LP**

By: /s/ Jacob Gottlieb  
Authorized Signatory

**VISIUM BALANCED FUND OFFSHORE, LTD.**

By: /s/ Jacob Gottlieb  
Authorized Signatory

**VISIUM LONG BIAS FUND OFFSHORE, LTD.**

By: /s/ Jacob Gottlieb  
Authorized Signatory

**VISIUM CAPITAL MANAGEMENT, LLC**

By: /s/ Jacob Gottlieb  
Authorized Signatory

**BALYASNY ASSET MANAGEMENT L.P.**

By: /s/ Dmitry Balyasny  
Authorized Signatory

By: /s/ Dmitry Balyasny  
Authorized Signatory