

AMERISTAR CASINOS INC
Form SC 13G/A
August 08, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 1)*
EXIT FILING
Ameristar Casinos, Inc.

(Name of Issuer)

Common

(Title of Class of Securities)

03070Q101

(CUSIP Number)

Check the following box if a fee is being paid with this statement [].
(A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.)
(See Rule 13d-7.)

*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).

Schedule 13G Amendment No. 1(continued)

CUSIP No. 03070Q101

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

Baron Capital Group, Inc.

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

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(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 842,348
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 910,268

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

910,268

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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

1.6%

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 3 of 11 Pages

Schedule 13G Amendment No. 1(continued)

CUSIP No. 03070Q101

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

BAMCO, Inc.

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

(a) []
(b) []

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0
	6	SHARED VOTING POWER 773,247
	7	SOLE DISPOSITIVE POWER 0
	8	SHARED DISPOSITIVE POWER 837,996

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

837,996

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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

1.5%

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Page 4 of 11 Pages

Schedule 13G Amendment No. 1(continued)

CUSIP No. 03070Q101

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

Baron Capital Management, Inc.

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

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF SHARES BENEFICIALLY	5	SOLE VOTING POWER 0
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OWNED BY EACH REPORTING PERSON WITH 6 SHARED VOTING POWER 69,107

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER 72,272

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 72,272

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.1%

12 TYPE OF REPORTING PERSON* IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Schedule 13G Amendment No. 1(continued)

CUSIP No. 03070Q101

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

Ronald Baron

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

(a) []
(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 5 SOLE VOTING POWER 0

6 SHARED VOTING POWER 842,348

7 SOLE DISPOSITIVE POWER 0

8 SHARED DISPOSITIVE POWER

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910,268

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

910,268

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

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

1.6%

12 TYPE OF REPORTING PERSON*

HC, IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1.

- (a) Name of Issuer:
Ameristar Casinos, Inc.
- (b) Address of Issuer's Principal Executive Offices:
3773 Howard Hughes Parkway
Suite 490 South
Las Vegas, NV 89109

Item 2.

- (a) Name of Persons Filing:
Baron Capital Group, Inc. ("BCG")
BAMCO, Inc. ("BAMCO")
Baron Capital Management, Inc. ("BCM")
Ronald Baron
- (b) Address of Principal Business Office:
767 Fifth Avenue
New York, NY 10153
- (c) Citizenship:
BCG, BAMCO and BCM are New York corporations. Ronald Baron is
a citizen of the United States.
- (d) Title of Class Securities:
Common
- (e) CUSIP Number:
03070Q101

Item 3. PERSONS FILING:

BCG and Ronald Baron are:

- (g) Parent holding companies, in accordance with
Section 240.13d-1(b)(ii)(G)

BAMCO and BCM are:

- (e) Investment Advisers registered under Section 203 of
the Investment Advisers Act of 1940

All persons filing are:

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(j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J)

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Item 4. OWNERSHIP^

(a) Amount Beneficially Owned as of July 31, 2008:

BCG:	910,268 shares
BAMCO:	837,996 shares
BCM:	72,272 shares
Ronald Baron:	910,268 shares

(b) Percent of Class#:

BCG:	1.6%
BAMCO:	1.5%
BCM:	0.1%
Ronald Baron	1.6%

^BCG and Ronald Baron disclaim beneficial ownership of shares held by their controlled entities (or the investment advisory clients thereof) to the extent such shares are held by persons other than BCG and Ronald Baron. BAMCO and BCM disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO, BCM and their affiliates.

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

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

BCG:	0
BAMCO:	0
BCM:	0
Ronald Baron:	0

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

BCG:	842,348
BAMCO:	773,241
BCM:	69,107
Ronald Baron:	842,348

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

BCG:	0
BAMCO:	0
BCM:	0
Ronald Baron:	0

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

BCG:	910,268
BAMCO:	837,996
BCM:	72,272
Ronald Baron:	910,268

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Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS
Filing Persons have ceased being the beneficial owners of more than 5% of the filing class of securities reported herein.

Item 6. OWNERSHIP OF MORE THAN 5% 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

BAMCO and BCM are subsidiaries of BCG. Ronald Baron owns a controlling interest in BCG.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 3.

* By virtue of investment advisory agreements with their respective clients, BAMCO and BCM have been given the discretion to dispose or the disposition of the securities in the advisory accounts. All such discretionary agreements, are however, revocable.

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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 acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes 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: August 8, 2008

Baron Capital Group, Inc.,
BAMCO, Inc., and
Baron Capital Management, Inc.

By:

/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Ronald Baron, Individually

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By:

/s/ Ronald Baron

Ronald Baron

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Joint Filing Agreement

The undersigned each hereby agree that the Schedule 13G Amendment No.1 dated August 8, 2008, which relates to the common stock of Ameristar Casinos, Inc. to be filed jointly on behalf of each of them for the reasons stated therein, and any amendments thereto shall be filed jointly by the undersigned.

Dated: August 8, 2008

Baron Capital Group, Inc.,
BAMCO, Inc., and
Baron Capital Management, Inc.
By:

/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Ronald Baron, Individually
By:

/s/ Ronald Baron

Ronald Baron

P>

Identity of Issue	Description of Investment	Current Value
Amgen Inc.*	Common stock 386,738 shares	\$ 17,960,113
Fidelity Spartan U.S. Equity Index Fund Advantage Class*	Mutual fund 293,540 shares	15,234,740
Fidelity OTC Portfolio*	Mutual fund 129,727 shares	6,767,880
Fidelity Contra Fund*	Mutual fund 89,535 shares	6,545,910
McKinley International Growth Portfolio:		
Bayer AG	Common stock 1,560 shares	\$ 141,960
Nintendo Co., Ltd.	Common stock 220 shares	130,328
China Mobile Ltd.	Common stock 7,200 shares	125,093
Vodafone Group PLC	Common stock 32,550 shares	121,477
Unilever NV	Common stock 3,280 shares	120,389
Nokia Corporation	Common stock 3,050 shares	117,090
Siemens AG	Common stock 740 shares	116,446
QBE Insurance Group Ltd.	Common stock 3,710 shares	108,341
Vinci SA	Common stock 1,330 shares	98,312
Japan Steel Works, Ltd.	Common stock 6,530 shares	96,444
Syngenta AG	Common stock 370 shares	93,721
Teva Pharmaceutical Industries Ltd.	Common stock 1,990 shares	92,495

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Diageo PLC	Common stock 4,290 shares	92,053
Sony Corporation	Common stock 1,670 shares	90,681
Akzo Nobel NV	Common stock 1,130 shares	90,355
Research In Motion Ltd.	Common stock 780 shares	88,452
Japan Tobacco Inc.	Common stock 14 shares	83,863
Amec PLC	Common stock 5,000 shares	83,299
Fiat S.p.A.	Common stock 3,090 shares	79,796
Gas Natural SDG, SA	Common stock 1,360 shares	79,431
Fresenius Med Care AG & Co.	Common stock 1,440 shares	77,105
Smith & Nephew PLC	Common stock 6,700 shares	76,943
Mitsubishi Corporation	Common stock 2,700 shares	74,089
Sun Hung Kai Properties Ltd.	Common stock 3,400 shares	72,211
America Movil, SAB	Common stock 1,130 shares	69,371
Iberdrola, SA	Common stock 4,540 shares	68,907
London Stock Exchange Group PLC	Common stock 1,680 shares	66,057
Reliance Inds-Spons GDR 144A	Common stock 440 shares	65,010
Daimler AG	Common stock 670 shares	64,072
AP Moeller - Maersk S/A	Common stock 6 shares	63,882
Sasol Ltd.	Common stock 1,250 shares	61,763
Marfin Poplar Bank	Common stock 4,650 shares	61,755
Rogers Communications Inc.	Common stock 1,350 shares	61,131
BHP Billiton PLC	Common stock 1,980 shares	60,819
Roche Holding Ag-Genusss	Common stock 350 shares	59,780

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Schedule H, line 4i Schedule of Assets (Held at End of Year) (continued)

Identity of Issue	Description of Investment	Current Value
Nestle SA	Common stock 130 shares	59,540
Firstgroup PLC	Common stock 3,650 shares	59,104
IFIL Investments S.p.A.	Common stock 6,130 shares	57,729
Newcrest Mining Ltd.	Common stock 1,970 shares	57,115
Geophysique-Veritas	Common stock 200 shares	56,917
Richemont Company	Common stock 820 shares	56,220
Shire PLC	Common stock 2,410 shares	55,390
Tele2 AB	Common stock 2,650 shares	53,075
China Life Insurance Co., Ltd.	Common stock 9,600 shares	48,960
Cez Group AS	Common stock 650 shares	48,715
Vestas Wind Systems A/S	Common stock 450 shares	48,616
ArcelorMittal SA	Common stock 600 shares	46,426
Yamada Denki Co., Ltd.	Common stock 400 shares	45,806
BAE Sytems PLC	Common stock 4,600 shares	45,515
SGL Group	Common stock 825 shares	44,572
Anglo American PLC	Common stock 728 shares	44,550
SABMiller PLC	Common stock 1,570 shares	44,170
Autonomy Corp PLC	Common stock 2,500 shares	43,909
E.ON AG	Common stock 200 shares	42,636
Ibiden Co., Ltd.	Common stock 600 shares	41,698
Hongkong Land Holdings Ltd.	Common stock 7,000 shares	34,580
Daelim Industrial Co., Ltd.	Common stock 170 shares	32,507
Hong Kong Exchange & Clearing Ltd.	Common stock 1,000 shares	28,370
Eastern Platinum Ltd.	Common stock 9,000 shares	25,998
Lenovo Group Ltd.	Common stock 19,000 shares	17,082
McKinley Short Term Investment Fund*	Money market portfolio	115,418
Total McKinley International Growth Portfolio		4,307,539
Fidelity Freedom 2030 Fund*	Mutual fund 213,633 shares	3,529,211
Neuberger Berman Genesis Fund - Institutional Class	Mutual fund 71,024 shares	3,350,220
Dreyfus Emerging Markets Fund - Class R	Mutual fund 162,517 shares	3,235,714
Fidelity Freedom 2040 Fund*	Mutual fund 299,032 shares	2,909,577
Hotchkis and Wiley Mid-Cap Value Fund - Class I	Mutual fund 140,531 shares	2,879,473
Western Asset Core Plus Bond - Institutional Class	Mutual fund 221,614 shares	2,258,243
Fidelity Short-Term Bond Fund*	Mutual fund 255,217 shares	2,194,866
Vanguard REIT Index Fund	Mutual fund 143,671 shares	1,939,553
Fidelity Freedom 2020 Fund*	Mutual fund 116,242 shares	1,837,789
Morgan Stanley - International Equity Portfolio- Class A	Mutual fund 88,485 shares	1,674,142
Fidelity Equity-Income Fund*	Mutual fund 30,070 shares	1,658,639
American Funds Growth Fund of America - R5 Class	Mutual fund 39,049 shares	1,327,681
Copper Rock Small to Mid Capital Growth Portfolio:		
FTI Consulting, Inc.	Common stock 657 shares	40,497
Gamestop Corp., CL A	Common stock 460 shares	28,571

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Schedule H, line 4i Schedule of Assets (Held at End of Year) (continued)

Identity of Issue	Description of Investment	Current Value
IShares TR Russell 2000 Growth Index	Common stock 330 shares	27,641
Itron, Inc.	Common stock 280 shares	26,872
MF Global Ltd.	Common stock 845 shares	26,592
Psychiatric Solutions, Inc.	Common stock 685 shares	22,263
Activision, Inc.	Common stock 690 shares	20,493
Strayer Education, Inc.	Common stock 120 shares	20,470
Lifecell Corporation	Common stock 440 shares	18,968
DealerTrack Holdings, Inc.	Common stock 560 shares	18,743
Itron Inc.	Common stock 341 shares	18,039
Huron Consulting Group Inc.	Common stock 223 shares	17,980
Shire Ltd.	Common stock 250 shares	17,238
Illumina, Inc.	Common stock 290 shares	17,185
Chicago Bridge & Iron Company N.V.	Common stock 280 shares	16,923
SBA Communications Corp CL A	Common stock 500 shares	16,920
Dresser-Rand Group, Inc.	Common stock 425 shares	16,596
Alexion Pharmaceuticals, Inc.	Common stock 210 shares	15,756
Amag Pharmaceuticals, Inc.	Common stock 250 shares	15,032
Priceline.com Inc.	Common stock 130 shares	14,932
ATP Oil & Gas Corp	Common stock 290 shares	14,657
Arena Resources, Inc.	Common stock 344 shares	14,348
Nuance Communications, Inc.	Common stock 760 shares	14,197
Advisory Board Co.	Common stock 210 shares	13,480
New Oriental Education & Technology Group	Common stock 160 shares	12,894
VistaPrint Ltd.	Common stock 300 shares	12,855
SandRidge Energy, Inc.	Common stock 350 shares	12,551
FCStone Group, Inc.	Common stock 272 shares	12,520
Quanta Services, Inc.	Common stock 469 shares	12,307
NYMEX Holdings, Inc.	Common stock 90 shares	12,025
Capella Education Co.	Common stock 183 shares	11,979
Spirit Aeorsystems Holdings Inc. Cl A	Common stock 340 shares	11,730
GFI Group Inc.	Common stock 120 shares	11,486
ITT Educational Services Inc.	Common stock 130 shares	11,085
GSI Commerce Inc.	Common stock 545 shares	10,628
AAR Corp	Common stock 275 shares	10,458
Pinnacle Entertainment, Inc.	Common stock 438 shares	10,319
Triumph Group, Inc.	Common stock 125 shares	10,294
Riverbed Technology, Inc.	Common stock 382 shares	10,215
Blue Nile, Inc.	Common stock 150 shares	10,209
Ultimate Software Group Inc.	Common stock 320 shares	10,070
Aruba Networks, Inc.	Common stock 657 shares	9,796
Intuitive Surgical, Inc.	Common stock 30 shares	9,735
National CineMedia, LLC.	Common stock 385 shares	9,706

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Schedule H, line 4i Schedule of Assets (Held at End of Year) (continued)

Identity of Issue	Description of Investment	Current Value
Parallel Petroleum Corporation	Common stock 550 shares	9,697
Focus Media Holding Ltd.	Common stock 170 shares	9,658
Cal Dive International, Inc.	Common stock 724 shares	9,586
Ladish Co., Inc.	Common stock 215 shares	9,286
Aegean Marine Petroleum Network Inc.	Common stock 240 shares	9,214
Taser International, Inc.	Common stock 640 shares	9,210
Equinix, Inc.	Common stock 90 shares	9,096
Theravance, Inc.	Common stock 460 shares	8,970
Time Warner Telecom Inc. CL A	Common stock 410 shares	8,319
Urban Outfitters, Inc.	Common stock 300 shares	8,178
Gymboree Corporation	Common stock 260 shares	7,920
Syntel, Inc.	Common stock 200 shares	7,704
Conceptus, Inc.	Common stock 398 shares	7,658
Omniture, Inc.	Common stock 225 shares	7,490
Commvault Systems, Inc.	Common stock 340 shares	7,201
Cbeyond, Inc.	Common stock 181 shares	7,057
Synopsys, Inc.	Common stock 240 shares	6,223
Chipotle Mexican Grill, Inc.	Common stock 50 shares	6,153
Tessera Technologies, Inc.	Common stock 143 shares	5,949
Anadigics, Inc.	Common stock 495 shares	5,727
Cogo Group, Inc.	Common stock 350 shares	5,639
Giant Interactive Group, Inc.	Common stock 430 shares	5,581
Airmedia Group Inc.	Common stock 234 shares	5,237
Cavium Networks, Inc.	Common stock 220 shares	5,064
Atheros Communications, Inc.	Common stock 160 shares	4,886
Guess?, Inc.	Common stock 120 shares	4,547
Affiliated Managers Group, Inc.	Common stock 35 shares	4,111
Copper Rock Short Term Investment Fund*	Money market portfolio	27,146
Total Copper Rock Small to Mid Capital Growth Portfolio		919,762
Pimco High Yield Fund - Institutional Class	Mutual fund 94,228 shares	898,937
Fidelity Freedom 2010 Fund*	Mutual fund 47,238 shares	700,070
Fidelity Managed Income Portfolio II - Class 1*	Mutual fund 364,352 shares	364,352
Fidelity Freedom Income Fund*	Mutual fund 28,291 shares	323,930
Fidelity Freedom 2050 Fund*	Mutual fund 25,700 shares	293,755
Fidelity Freedom 2000 Fund*	Mutual fund 6,903 shares	85,392
Fidelity Retirement Money Market Portfolio*	Money market portfolio	3,210,755
Participant loans*	Interest rates 5.5% to 12.7%	7,264,248
		\$ 93,672,491

* Indicates party-in-interest.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

The Retirement and Savings Plan for

Amgen Manufacturing, Limited
(Name of Plan)

Date: June 27, 2008

By: /s/ ROBERT A. BRADWAY
Robert A. Bradway
Executive Vice President

and Chief Financial Officer
Amgen Manufacturing, Limited

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The Retirement and Savings Plan for Amgen Manufacturing, Limited

Index to Exhibit

Consent of Independent Registered Public Accounting Firm

Exhibit 23.1

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