

Vitamin Shoppe, Inc.  
Form SC 13D/A  
February 24, 2016

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 4)\***

**Vitamin Shoppe, Inc.**  
**(Name of Issuer)**

**Common Stock, \$0.01 par value per share**  
**(Title of Class of Securities)**

**92849E101**  
**(CUSIP Number)**

**Shahla Ali**

**Carlson Capital, L.P.**

**2100 McKinney Avenue**

**Dallas, TX 75201**

**(214) 932-9600**

*With a copy to:*

**Richard J. Birns, Esq.**

**Gibson, Dunn & Crutcher LLP**

**200 Park Avenue**

**New York, NY 10166-0193**

**(212) 351-4032**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**February 23, 2016**

**Date of Event Which Requires Filing of This Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13D-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. "

(Page 1 of 18 Pages)

\* 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 (the 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 PERSON

Double Black Diamond Offshore Ltd.

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

1,663,335 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

1,663,335 Common Shares

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

1,663,335 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

6.45%

**14** TYPE OF REPORTING PERSON

CO

**1** NAMES OF REPORTING PERSON

Black Diamond Relative Value Offshore Ltd.

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

487,870 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

487,870 Common Shares

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

487,870 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

1.89%

**14** TYPE OF REPORTING PERSON

CO

**1** NAMES OF REPORTING PERSON

Black Diamond Relative Value Cayman, L.P.

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

90,546 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

90,546 Common Shares

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

90,546 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

0.35%

**14** TYPE OF REPORTING PERSON

PN

**1** NAMES OF REPORTING PERSON

Black Diamond Offshore Ltd.

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

62,871 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

62,871 Common Shares

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

62,871 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

0.24%

**14** TYPE OF REPORTING PERSON

CO

**1** NAMES OF REPORTING PERSON

Black Diamond SRI Offshore Ltd.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<sup>181</sup>

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

17,600 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

17,600 Common Shares

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

17,600 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

0.07%

**14** TYPE OF REPORTING PERSON

CO

**1** NAMES OF REPORTING PERSON

Black Diamond Arbitrage Offshore Ltd.

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

WC

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

26,221 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

26,221 Common Shares

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

26,221 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

0.10%

**14** TYPE OF REPORTING PERSON

CO

**1** NAMES OF REPORTING PERSON

Carlson Capital, L.P.

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

2,372,174 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

2,372,174 Common Shares

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

2,372,174 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

9.20%

**14** TYPE OF REPORTING PERSON

PN; IA

**1** NAMES OF REPORTING PERSON

Asgard Investment Corp. II

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

2,372,174 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

2,372,174 Common Shares

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

2,372,174 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

9.20%

**14** TYPE OF REPORTING PERSON

CO

**1** NAMES OF REPORTING PERSON

Asgard Investment Corp.

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

2,372,174 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

2,372,174 Common Shares

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

2,372,174 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

9.20%

**14** TYPE OF REPORTING PERSON

CO

**1** NAMES OF REPORTING PERSON

Clint D. Carlson

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

(a)  (b)

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

**7** SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

**8** SHARED VOTING POWER

OWNED BY

EACH

2,372,174 Common Shares

**9** SOLE DISPOSITIVE POWER

REPORTING

PERSON

0

WITH

**10** SHARED DISPOSITIVE POWER

2,372,174 Common Shares

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

2,372,174 Common Shares

**12** CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

9.20%

**14** TYPE OF REPORTING PERSON

IN

This Amendment No. 4 to Schedule 13D (this Amendment No. 4 ) relates to the common stock, par value \$0.01 per share (the Common Shares ), of Vitamin Shoppe, Inc., a Delaware corporation (the Issuer ), and amends the Schedule 13D filed on April 22, 2015, as amended by Amendment No. 1 thereto filed on July 31, 2015, Amendment No. 2 thereto filed on October 13, 2015 and Amendment No. 3 thereto filed on January 12, 2016 (the Original Schedule 13D and, together with this Amendment No. 4, the Schedule 13D ). Capitalized terms used and not defined in this Amendment No. 4 have the meanings set forth in the Original Schedule 13D.

This Amendment No. 4 is being filed to amend Item 3 and Item 5 of the Schedule 13D as follows:

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is amended and restated to read as follows:

The Reporting Persons used approximately \$53,763,690 (including brokerage commissions) in the aggregate to purchase the Common Shares reported in this Schedule 13D.

The source of the funds used to acquire the Common Shares reported herein is the working capital of the Funds and the Accounts and margin borrowings described in the following sentence. Such Common Shares are held by the Reporting Persons in commingled margin accounts, which may extend margin credit to the Reporting Persons from time to time, subject to applicable federal margin regulations, stock exchange rules and credit policies. In such instances, the positions held in the margin account are pledged as collateral security for the repayment of debit balances in the account. The margin accounts bear interest at a rate based upon the broker's call rate from time to time in effect. Because other securities are held in the margin accounts, it is not possible to determine the amounts, if any, of margin used to purchase the Common Shares reported herein.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Items 5(a)-(c) of the Schedule 13D are amended and restated as follows:

(a) and (b)

The Reporting Persons may be deemed to beneficially own in the aggregate 2,372,174 Common Shares. Based upon a total of 25,787,461 Common Shares outstanding as of January 23, 2016, as reported in the Issuer's Annual Report on Form 10-K for the fiscal year ended December 26, 2015, filed with the Securities and Exchange Commission on February 23, 2016, the Reporting Persons' shares represent approximately 9.20% of the outstanding Common Shares.

Carlson Capital, Asgard II, Asgard I and Mr. Carlson have the power to vote and direct the disposition of (i) the 1,663,355 Common Shares reported herein as owned by DOF, (ii) the 487,870 Common Shares reported herein as owned by ROF, (iii) the 90,546 Common Shares reported herein as owned by RVC, (iv) the 62,871 Common Shares reported herein as owned by OFF, (v) the 17,600 Common Shares reported herein as owned by SRI, (vi) the 26,221 Common Shares reported herein as owned by AOF and (vii) an additional 23,731 Common Shares held in the Accounts.

(c) Information concerning transactions in the Common Shares effected by the Reporting Persons since Amendment No. 3 is set forth in Appendix A hereto and is incorporated herein by reference.

**SIGNATURES**

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

DATED: February 24, 2016

**DOUBLE BLACK DIAMOND  
OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment  
manager

By: Asgard Investment Corp. II, its general  
partner

By: /s/ Clint D. Carlson  
Name: Clint D. Carlson  
Title: President

**BLACK DIAMOND RELATIVE VALUE  
OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment  
manager

By: Asgard Investment Corp. II, its general  
partner

By: /s/ Clint D. Carlson  
Name: Clint D. Carlson  
Title: President

**BLACK DIAMOND RELATIVE VALUE  
CAYMAN, L.P.**

By: Carlson Capital, L.P., its investment  
manager

By: Asgard Investment Corp. II, its general  
partner

By: /s/ Clint D. Carlson  
Name: Clint D. Carlson  
Title: President

**BLACK DIAMOND OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment  
manager

By: Asgard Investment Corp. II, its general  
partner

By: /s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

**BLACK DIAMOND SRI OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

By: /s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

**BLACK DIAMOND ARBITRAGE OFFSHORE LTD.**

By: Carlson Capital, L.P., its investment manager

By: Asgard Investment Corp. II, its general partner

By: /s/ Clint D. Carlson

Name: Clint D. Carlson

Title: President

**Appendix A**TRANSACTIONS IN THE ISSUER S COMMON SHARES BY THE REPORTING PERSONS SINCE  
AMENDMENT NO. 3

The following tables set forth all transactions in the Common Shares effected by any of the Reporting Persons since Amendment No. 3, as applicable. All such transactions were effected in the open market through brokers and the price per share is net of commissions.

**Black Diamond Arbitrage Offshore Ltd.**

Type	Qty	Price	Net Amount	Trade Date
Buy	421.00	30.28	12,750.83	1/14/2016
Buy	421.00	28.97	12,195.73	1/15/2016
Buy	10,108.00	29.81	301,393.27	2/3/2016
Buy	1,923.00	26.78	51,497.17	2/23/2016
Buy	913.00	26.70	24,375.92	2/23/2016

**Double Black Diamond Offshore Ltd.**

Type	Qty	Price	Net Amount	Trade Date
Buy	20,806.00	31.29	651,261.09	1/13/2016
Buy	16,392.00	30.28	496,464.50	1/14/2016
Buy	16,392.00	28.97	474,851.65	1/15/2016
Sell	1,090.00	26.78	29,193.27	2/23/2016
Buy	23,108.00	26.70	616,953.56	2/23/2016

**Black Diamond Offshore Ltd**

Type	Qty	Price	Net Amount	Trade Date
Buy	788.00	31.29	24,665.66	1/13/2016
Buy	601.00	30.28	18,202.48	1/14/2016
Buy	601.00	28.97	17,410.07	1/15/2016
Sell	1,084.00	26.78	29,032.58	2/23/2016
Buy	860.00	26.70	22,960.88	2/23/2016

**Black Diamond Relative Value Offshore Ltd.**

Type	Qty	Price	Net Amount	Trade Date
Buy	10,875.00	31.29	340,404.90	1/13/2016

**Black Diamond Relative Value Cayman, L.P.**

<b>Type</b>	<b>Qty</b>	<b>Price</b>	<b>Net Amount</b>	<b>Trade Date</b>
Buy	2,112.00	31.29	66,108.98	1/13/2016

**WTL**

<b>Type</b>	<b>Qty</b>	<b>Price</b>	<b>Net Amount</b>	<b>Trade Date</b>
Buy	419.00	31.29	13,115.38	1/13/2016
Buy	86.00	30.28	2,604.68	1/14/2016
Buy	86.00	28.97	2,491.29	1/15/2016
Buy	251.00	26.78	6,721.68	2/23/2016
Buy	119.00	26.70	3,177.15	2/23/2016