

Edgar Filing: BLOCKBUSTER INC - Form SC 13G

BLOCKBUSTER INC
Form SC 13G
March 12, 2007

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

SCHEDULE 13G

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

BLOCKBUSTER INC.

(Name of Issuer)

Class B Common Stock, \$0.01 par value per share

(Title of Class of Securities)

093679207

(CUSIP Number)

February 28, 2007

(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).

Continued on following pages
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SCHEDULE 13G

CUSIP No.: 093679207

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW 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

Number of Shares Beneficially Owned by Each Reporting Person With

5. Sole Voting Power None

6. Shared Voting Power 4,108,000

7. Sole Dispositive Power None

8. Shared Dispositive Power 4,108,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,108,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.71% based on 72,000,000 Shares outstanding as of February 26, 2007.

12. Type of Reporting Person:

OO

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CUSIP No.: 093679207

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1. Names of Reporting Persons.

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I.R.S. Identification Nos. of above persons (entities only).

GLENVIEW CAPITAL GP, 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

Number of Shares 5. Sole Voting Power None

Beneficially Owned by Each Reporting Person 6. Shared Voting Power 4,108,000

7. Sole Dispositive Power None

8. Shared Dispositive Power 4,108,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,108,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

5.71% based on 72,000,000 Shares outstanding as of February 26, 2007.

12. Type of Reporting Person:

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CUSIP No.: 093679207

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

LAWRENCE M. ROBBINS

2. Check the Appropriate Box if a Member of a Group

(a)

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(b) |_ |

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

Number of Shares	5.	Sole Voting Power	None
Beneficially Owned by Each Reporting Person With	6.	Shared Voting Power	4,108,000
	7.	Sole Dispositive Power	None
	8.	Shared Dispositive Power	4,108,000

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,108,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

|_ |

11. Percent of Class Represented by Amount in Row (9)

5.71% based on 72,000,000 Shares outstanding as of February 26, 2007.

12. Type of Reporting Person:

IA

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Item 1(a). Name of Issuer:

Blockbuster Inc. (the "Issuer").

Item 1(b). Address of Issuer's Principal Executive Offices:

1201 Elm Street, Dallas, Texas 75270

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Glenview Capital Management, LLC ("Glenview Capital Management");
- ii) Glenview Capital GP, LLC ("Glenview Capital GP"); and
- iii) Lawrence M. Robbins ("Mr. Robbins").

This Statement relates to Shares (as defined herein) held for the accounts of GCM Little Arbor Master Fund, Ltd., a Cayman Islands exempted

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company ("GCM Little Arbor Master Fund"); GCM Little Arbor Institutional Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Institutional Partners"), and GCM Little Arbor Partners, L.P., a Delaware limited partnership ("GCM Little Arbor Partners").

Glenview Capital Management serves as investment manager to each of GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. In such capacity, Glenview Capital Management may be deemed to have voting and dispositive power over the Shares held for the accounts of each of GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. Glenview Capital GP is the general partner of GCM Little Arbor Institutional Partners and GCM Little Arbor Partners. Glenview Capital GP also serves as the sponsor of the GCM Little Arbor Master Fund. In such capacities, Glenview Capital GP may be deemed to have voting and dispositive power over the Shares held for the accounts of each of GCM Little Arbor Master Fund, GCM Little Arbor Institutional Partners, and GCM Little Arbor Partners. Mr. Robbins is the Chief Executive Officer of Glenview Capital Management and Glenview Capital GP.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of Glenview Capital Management, Glenview Capital GP, and Mr. Robbins is 767 Fifth Avenue, 44th Floor, New York, New York 10153.

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Item 2(c). Citizenship:

- i) Glenview Capital Management is a Delaware limited liability company;
- ii) Glenview Capital GP is a Delaware limited liability company; and
- iii) Mr. Robbins is a citizen of the United States of America.

Item 2(d). Title of Class of Securities:

Class B Common Stock, \$0.01 par value per share (the "Shares")

Item 2(e). CUSIP Number:

093679207

Item 3. If This Statement is Filed Pursuant to ss.ss.240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing is a:

This Item 3 is not applicable.

Item 4. Ownership:

Item 4(a). Amount Beneficially Owned:

As of March 9, 2007, each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed to be the beneficial owner of 4,108,000 Shares. This amount consists of: (A) 3,411,800 Shares held for the account of the GCM Little Arbor Master Fund; (B) 678,100 Shares held for the

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account of GCM Little Arbor Institutional Partners; and (C) 18,100 Shares held for the account of GCM Little Arbor Partners.

Item 4(b). Percent of Class:

The number of Shares of which each of Glenview Capital Management, Glenview Capital GP and Mr. Robbins may be deemed to be the beneficial owner constitutes approximately 5.71% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently-filed annual report on Form 10-K, there were 72,000,000 Shares outstanding as of February 26, 2007).

Item 4(c). Number of Shares of which such person has:

Glenview Capital Management, Glenview Capital GP and Mr. Robbins:

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	4,108,000
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	4,108,000

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

This Item 5 is not applicable.

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

This Item 6 is not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

See disclosure in Item 2 hereof.

Item 8. Identification and Classification of Members of the Group:

This Item 8 is not applicable.

Item 9. Notice of Dissolution of Group:

This Item 9 is not applicable.

Item 10. Certification:

By signing below each of the Reporting Persons certifies that, to the best of their 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 12, 2007

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 12, 2007

GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 12, 2007

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins

EXHIBIT INDEX

Ex.	Page No.
A Joint Filing Agreement, dated March 12, 2007 by and among Glenview Capital Management, LLC, Glenview Capital GP, LLC and Lawrence M. Robbins.....	10

EXHIBIT A

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JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Class B Common Stock of Blockbuster Inc. dated as of March 12, 2007 is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of us pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Date: March 12, 2007

GLENVIEW CAPITAL MANAGEMENT, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 12, 2007

GLENVIEW CAPITAL GP, LLC

By: /s/ Lawrence M. Robbins

Name: Lawrence M. Robbins
Title: Chief Executive Officer

Date: March 12, 2007

LAWRENCE M. ROBBINS

/s/ Lawrence M. Robbins
