BALLY TECHNOLOGIES, INC.
Form SC 13G/A
February 16, 2010

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

                        SCHEDULE 13G/A
            Under the Securities Exchange Act of 1934
                       (Amendment No. 2)

                    Bally Technologies, Inc.
                       (Name of Issuer)

                        Common Stock
                (Title of Class of Securities)

                        05874B107
                      (CUSIP Number)

                     December 31, 2009
        (Date of Event Which Requires Filing of this Statement)
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Check the appropriate box to designate the rule pursuant to which this Schedule
is filed:

[x] 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).

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                     CUSIP No. 05874B107

        1.    Names of Reporting Persons.

              Highline Capital Management, L.L.C.

              I.R.S. Identification Nos. of above persons: 13-3929520

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

              [ ] (a)
              [ ] (b)

        3.    SEC Use Only

        4.    Citizenship or Place of Organization
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        Delaware, United States

        5.   Sole Voting Power: 0
Number of
Shares   6.   Shared Voting Power: 1,730,100
Beneficially
Owned by   7.   Sole Dispositive Power: 0
Each Reporting
Person With   8.   Shared Dispositive Power: 1,730,100

        9.   Aggregate Amount Beneficially Owned by Each Reporting Person:

               1,730,100

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

        11.   Percent of Class Represented by Amount in Row (9) 3.15%

        12.   Type of Reporting Person

               IA

                        CUSIP No. 05874B107

        1.   Names of Reporting Persons.

               Jacob Doft

        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: 0
Number of
Shares   6.   Shared Voting Power: 1,730,100
Beneficially
Owned by   7.   Sole Dispositive Power: 0
Each Reporting
Person With   8.   Shared Dispositive Power: 1,730,100

        9.   Aggregate Amount Beneficially Owned by Each Reporting Person:

               1,730,100

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

        11.   Percent of Class Represented by Amount in Row (9) 3.15%

        12.   Type of Reporting Person

HC

Item 1. (a) Issuer: Bally Technologies, Inc.

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

             6601 S. Bermuda Rd.
             Las Vegas, NV 89119

Item 2. (a) Name of Person Filing:

             Highline Capital Management, L.L.C.
             Jacob Doft

        (b) Address of Principal Business Offices:

             One Rockefeller Plaza, 30th Floor
             New York, New York 10020

        (c) Citizenship:

             Please refer to Item 4 on each cover sheet for each filing person.

        (d) Title of Class of Securities

             Common Stock

        (e) CUSIP Number: 05874B107

Item 3. Highline Capital Management, L.L.C. is an investment advisor in
         accordance with ss.240.13d-1(b)(1)(ii)(E). Jacob Doft is a control
         person in accordance with ss.240.13d-1(b)(1)(ii)(G).

Item 4. Ownership

         Please see Items 5 - 9 and 11 for each cover sheet for each filing
         separately.

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

         X

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 acquired and held in the ordinary
course of business and 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: February 16, 2010

                                   Highline Capital Management, L.L.C.

                                   By: /s/ Jacob Doft

                                   Name: Jacob Doft
                                   Title: CEO

                                   By: /s/ Jacob Doft

                                   Name: Jacob Doft

                         JOINT FILING AGREEMENT

The undersigned hereby agree that the Statement on this Schedule 13G/A, dated
February 16, 2010, (the "Schedule 13G/A"), with respect to the Common Stock of
Bally Technologies, Inc. is filed on behalf of each of us pursuant to and
in accordance with the provisions of Rule 13d-1(k) under the Securities and
Exchange Act of 1934, as amended, and that this Agreement shall be included
as an Exhibit to this Schedule 13G/A. Each of the undersigned agrees to be
responsible for the timely filing of the Schedule 13G/A, and for the
completeness and accuracy of the information concerning itself contained
therein. This Agreement may be executed in any number of counterparts, all
of which taken together shallconstitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of
the 16th day of February 2010.

                                   Highline Capital Management, L.L.C.

                                   By: /s/ Jacob Doft

                                   Name: Jacob Doft
                                   Title: CEO

                                   By: /s/ Jacob Doft

Name: Jacob Doft

Statement of Control Person

The Statement on this Schedule 13G/A dated February 16, 2010 with respect
to the Common Stock of Bally Technologies, Inc. is filed by Jacob Doft
in accordance with the provisions of Rule 13d-1(b) and Rule 13d-1(k),
respectively,as control person (HC) of Highline Capital Management, L.L.C.

Highline Capital Management, L.L.C. files this statement on Schedule 13G/A in
accordance with the provisions of Rule 13d-1(b) and Rule 13d-1(k),
respectively, as investment advisor (IA).