

BALLY TOTAL FITNESS HOLDING CORP  
Form DFAN14A  
October 17, 2005

SCHEDULE 14A  
(RULE 14A-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
PROXY STATEMENT PURSUANT TO SECTION 14(A) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
(AMENDMENT NO. )

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting material Pursuant to Rule 14a-11(c) or Rule 14a-12

BALLY TOTAL FITNESS HOLDING CORPORATION

(Name of Registrant as Specified In Its Charter)

PARDUS EUROPEAN SPECIAL OPPORTUNITIES MASTER FUND L.P., PARDUS CAPITAL  
MANAGEMENT L.P., PARDUS CAPITAL MANAGEMENT LLC AND KARIM SAMII

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- 1) Title of each class of securities to which transaction applies:\_\_\_\_\_
  - 2) Aggregate number of securities to which transaction applies:\_\_\_\_\_
  - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):\_\_\_\_\_
  - 4) Proposed maximum aggregate value of transaction:\_\_\_\_\_
  - 5) Total fee paid:\_\_\_\_\_
- Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- 1) Amount Previously Paid:\_\_\_\_\_
  - 2) Form, Schedule or Registration Statement No.:\_\_\_\_\_
  - 3) Filing Party: 4) Date Filed:\_\_\_\_\_

On October 17, 2005, Pardus Capital Management L.P. ("PCM") filed Amendment Number 7 to its Schedule 13D with the Securities and Exchange

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Commission (the "Amendment"). The Amendment amends PCM's previously filed Item 4 disclosure by adding the following:

"PCM has attached as Exhibit 1 to this Schedule 13D a letter, dated October 17, 2005, from PCM to the Board of Directors of the Company notifying the Company of an intention to nominate individuals for election to the Board of Directors of the Company at the next annual meeting of the Company's stockholders presently scheduled to take place on January 26, 2006.

Except as otherwise described in this Item 4 of this Schedule 13D, as amended, the acquisition of the Shares by the Fund is for investment purposes on behalf of the Fund."

On October 17, 2005, PCM delivered a letter, dated October 17, 2005, to the Board of Directors (the "Board") of Bally Total Fitness Holding Corporation, a Delaware corporation (the "Company"), informing the Board that Pardus European Special Opportunities Master Fund L.P. will be nominating individuals for election to the Board at the next annual meeting of the Company's stockholders presently scheduled to take place on January 26, 2006. A copy of the October 17, 2005 letter delivered to the Board is attached hereto as Exhibit 1.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO SOLICITATION OF PROXIES BY THE REPORTING PERSONS WHEN AND IF THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. WHEN AND IF COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY WILL BE MAILED TO STOCKHOLDERS OF THE ISSUER AND WILL BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE POTENTIAL PARTICIPANTS IN A PROXY SOLICITATION IS CONTAINED IN THE SCHEDULE 13D FILED BY THE REPORTING PERSONS WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 6, 2005, AS AMENDED BY AMENDMENT NO. 1, DATED SEPTEMBER 6, 2005, AMENDMENT NO. 2, DATED SEPTEMBER 6, 2005, AMENDMENT NO. 3, DATED SEPTEMBER 8, 2005, AMENDMENT NO. 4, DATED SEPTEMBER 15, 2005, AMENDMENT NO. 5, DATED SEPTEMBER 23, 2005, AMENDMENT NO. 6, DATED OCTOBER 6, 2005 AND AMENDMENT NO. 7, DATED OCTOBER 17, 2005 (AS AMENDED, THE "SCHEDULE 13D"), WITH RESPECT TO BALLY TOTAL FITNESS HOLDING CORPORATION. THAT SCHEDULE 13D IS CURRENTLY AVAILABLE AT NO CHARGE ON THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov).