

Zimmerman Michael
 Form 3/A
 December 24, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement		3. Issuer Name and Ticker or Trading Symbol	
Â Prentice Capital Management, LP (Last) (First) (Middle)			(Month/Day/Year) 11/14/2008		BLOCKBUSTER INC [BBI]	
623 FIFTH AVENUE, 32ND FLOOR,Â					4. Relationship of Reporting Person(s) to Issuer	
(Street)					(Check all applicable)	
NEW YORK,Â NYÂ 10022					5. If Amendment, Date Original Filed(Month/Day/Year)	
(City) (State) (Zip)					12/08/2008	
			___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)		6. Individual or Joint/Group Filing(Check Applicable Line)	
					___ Form filed by One Reporting Person	
					X Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock (the "Common Stock")	12,170,683	I (1)	See Footnote (1) (2) (4)
Common Stock	346,300	I (3)	See Footnote (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prentice Capital Management, LP 623 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10022	^	^ X	^	^
Zimmerman Michael C/O PRENTICE CAPITAL MANAGEMENT 623 FIFTH AVENUE, 32ND FLOOR NEW YORK, NY 10022	^	^ X	^	^

Signatures

PRENTICE CAPITAL MANAGEMENT, LP, By: Matthew Hoffman as General Counsel, /s/
Matthew Hoffman

12/22/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Michael Zimmerman ("Mr. Zimmerman") controls, and is responsible for the supervision and conduct of all investment activities of, Prentice Capital Management, LP ("Prentice Capital," together with Mr. Zimmerman, the "Reporting Persons"), the investment manager to a number of investment funds (including Prentice Capital Partners, LP, Prentice Capital Partners QP, LP, Prentice Capital Offshore, Ltd., Prentice Special Opportunities, LP, Prentice Special Opportunities Offshore, Ltd. and Prentice Special Opportunities Master, L.P.) and manages investments for certain entities in managed accounts (the "Investment Entities"). Prentice Capital has voting and dispositive authority over 12,170,683 shares of Common Stock held by the Investment Entities.

(2) Prentice Capital does not directly own any shares of Common Stock. Prentice Capital may be deemed to beneficially own 12,170,683 shares of Common Stock. Mr. Zimmerman does not directly own any shares of Common Stock. Mr. Zimmerman may be deemed to beneficially own 12,516,983 shares of Common Stock. Each of the Reporting Persons disclaims any beneficial ownership of the reported securities except to the extent of their pecuniary interest therein.

(3) Michael Zimmerman has voting and dispositive authority over 19,000 shares of Common Stock held by the Michael & Holly Zimmerman Family Foundation Inc., 304,500 shares of Common Stock held by Holly Zimmerman and 22,800 shares of Common Stock held by his children.

(4) Table I of this Form 3 is being amended to include the 346,300 shares of Common Stock that Michael Zimmerman may be deemed to beneficially own. This Form 3 is also being amended to update footnote (1) and add footnotes (2) and (3).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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