

BIO IMAGING TECHNOLOGIES INC  
Form SC 13G/A  
February 06, 2008

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

-----  
SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

BIO-IMAGING TECHNOLOGIES INC.  
-----

(Name of Issuer)

Common Stock, par value \$0.00025 per share  
-----

(Title of Class of Securities)

09056N103  
-----

(CUSIP Number)

December 31, 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)

[X] 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  
Page 1 of 17 Pages  
Exhibit Index: Page 15

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

SCHEDULE 13G

CUSIP No.: 09056N103

Page 2 of 17 Pages

1. Names of Reporting Persons.

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

LANDMARK ADVISORS, 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	713,162

	7. Sole Dispositive Power	None
--	---------------------------	------

	8. Shared Dispositive Power	713,162
--	-----------------------------	---------

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

IA

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

CUSIP No.: 913201109

Page 3 of 17 Pages

1. Names of Reporting Persons.

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

LANDMARK SELECT MASTER FUND LTD.

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

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	713,162
	7. Sole Dispositive Power	None
	8. Shared Dispositive Power	713,162

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

HC

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

CUSIP No.: 913201109

Page 4 of 17 Pages

1. Names of Reporting Persons.

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

TILDENROW ADVISORS, LLC

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

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

New York

Number of Shares Beneficially Owned by Each Reporting Person With	5.	Sole Voting Power	None
	6.	Shared Voting Power	713,162
	7.	Sole Dispositive Power	None
	8.	Shared Dispositive Power	713,162

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

|\_ |

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

IA

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

CUSIP No.: 913201109

Page 5 of 17 Pages

1. Names of Reporting Persons.

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

BARON ADVISORS LLC

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

(a) [ ]

(b) [ ]

3. SEC Use Only

4. Citizenship or Place of Organization

New York

Number of Shares Beneficially Owned by Each Reporting Person With	5. Sole Voting Power	None
	6. Shared Voting Power	713,162
	7. Sole Dispositive Power	None
	8. Shared Dispositive Power	713,162

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

|\_ |

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

HC

CUSIP No.: 913201109

Page 6 of 17 Pages

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

1. Names of Reporting Persons.

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

AHMED FATTOUH

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 of America

Number of Shares Beneficially Owned by Each Reporting Person With 5. Sole Voting Power 713,162

6. Shared Voting Power None

7. Sole Dispositive Power 713,162

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

|\_ |

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

HC

CUSIP No.: 913201109

Page 7 of 17 Pages

1. Names of Reporting Persons.

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

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

JOHN SALIB

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 of America

Number of Shares Beneficially Owned by Each Reporting Person With 5. Sole Voting Power 713,162

6. Shared Voting Power None

7. Sole Dispositive Power 713,162

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

[ ]

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

HC

CUSIP No.: 913201109

Page 8 of 17 Pages

1. Names of Reporting Persons.

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

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

SEBASTIAN STUBBE

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 of America

Number of Shares Beneficially Owned by Each Reporting Person With 5. Sole Voting Power 713,162

6. Shared Voting Power None

7. Sole Dispositive Power 713,162

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

[ ]

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

HC

CUSIP No.: 913201109

Page 9 of 17 Pages

1. Names of Reporting Persons.

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

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

EILEEN SEGALL

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 of America

Number of Shares Beneficially Owned by Each Reporting Person With 5. Sole Voting Power 713,162

6. Shared Voting Power None

7. Sole Dispositive Power 713,162

8. Shared Dispositive Power None

9. Aggregate Amount Beneficially Owned by Each Reporting Person

713,162

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

|\_ |

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

6.10% based on 11,696,108 shares outstanding as of September 30, 2007.

12. Type of Reporting Person:

HC

Item 1(a). Name of Issuer:

Bio-Imaging Technologies Inc. (the "Issuer")

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

826 Newton-Yardley Road
Newton, PA 18940-1721

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

Item 2(a). Name of Person Filing

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

- i) Tildenrow Advisors, LLC ("Tildenrow Advisors")
- ii) Landmark Select Master Fund Ltd. ("Landmark Select")
- iii) Landmark Advisors, LLC ("Landmark Advisors")
- iv) Baron Advisors, LLC ("Baron Advisors")
- v) Ahmed Fattouh ("Mr. Fattouh")
- vi) John Salib ("Mr. Salib")
- vii) Sebastian Stubbe ("Mr. Stubbe")
- viii) Eileen Segall ("Ms. Segall")

This Statement relates to Shares (as defined herein) held for the accounts of Landmark Select, a Cayman Islands exempted company. Landmark Advisors serves as investment adviser to Landmark Select and Tildenrow Advisors serves as sub-adviser to Landmark Select under Landmark Advisors. In such capacity, both Landmark Advisors and Tildenrow Advisors may be deemed to have voting and dispositive power over the Shares held for the account of Landmark Select. Landmark Advisors is a registered investment adviser under Section 203 of the Investment Advisers Act of 1940, as amended. Baron Advisors, LLC, Mr. Salib and Mr. Stubbe are members of Landmark Advisors with discretionary authority in relation to trades advised by Landmark Advisors or its sub-advisers. Mr. Fattouh is the managing member of Baron Advisors. Ms. Segall is the managing member of Tildenrow Advisors.

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

The address of the principal business office of each of Landmark Advisors, Landmark Select, Baron Advisors, Mr. Fattouh, Mr. Salib and Mr. Stubbe is 408 West 14th Street, New York, NY 10014. The address of the principal place of business of Tildenrow Advisors and Ms. Segall is 120 E. 34th Street Suite 6H, New York, NY 10016.

Item 2(c). Citizenship:

Page 11 of 17 Pages

- i) Tildenrow Advisors is a New York limited liability company;
- ii) Landmark Select is a Cayman Islands exempted company;
- iii) Landmark Advisors is a Delaware limited liability company;
- iv) Baron Advisors is a New York limited liability company;
- v) Mr. Fattouh is a citizen of the United States of America;
- vi) Mr. Salib is a citizen of the United States of America;

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

vii) Mr. Stubbe is a citizen of the United States of America; and

viii) Ms. Segall is a citizen of the United States of America.

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

Common Stock, par value \$.00025 per share (the "Shares")

Item 2(e).CUSIP Number:

09056N103

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 December 31, 2007, Tildenrow Advisors, Landmark Advisors, Landmark Select, Baron Advisors, Mr. Fattouh, Mr. Salib, Mr. Stubbe and Ms. Segall may be deemed to be the beneficial owner of 713,162 Shares. This amount consists of 713,162 Shares held for the account of Landmark Select.

Item 4(b) Percent of Class:

The number of Shares of which each of Tildenrow Advisors, Landmark Advisors, Landmark Select, Baron Advisors, Mr. Fattouh, Mr. Salib, Mr. Stubbe and Ms. Segall may be deemed to be the beneficial owner constitutes approximately 6.10% of the total number of Shares outstanding (based upon information provided by the Issuer in its most recently filed quarterly report on Form 10-Q, there were approximately 11,696,108 shares outstanding as of September 30, 2007).

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

Tildenrow Advisors, Landmark Advisors, Landmark Select, Baron Advisors, Mr. Fattouh, Mr. Salib, Mr. Stubbe and Ms. Segall

Page 12 of 17 Pages

(i) Sole power to vote or direct the vote:	0
(ii) Shared power to vote or direct the vote:	713,162
(iii) Sole power to dispose or direct the disposition of:	0
(iv) Shared power to dispose or direct the disposition of:	713,162

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:

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

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.

Page 13 of 17 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Date: February 4, 2008

LANDMARK SELECT MASTER FUND LTD.

By: LANDMARK ADVISORS, LLC, its investment adviser

By: /s/ John Salib

-----  
Name: John Salib  
Title: Member

Date: February 4, 2008

TILDENROW ADVISORS, LLC

By: /s/ Eileen Segall

-----  
Name: Eileen Segall  
Title: Managing Member

Date: February 4, 2008

LANDMARK ADVISORS LLC

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

By: /s/ John Salib

-----  
Name: John Salib  
Title: Member

Date: February 4, 2008

BARON ADVISORS, LLC

By: /s/ Ahmed Fattouh

-----  
Name: Ahmed Fattouh  
Title: Managing Member

Date: February 4, 2008

AHMED FATTOUH

/s/ Ahmed Fattouh

Date: February 4, 2008

JOHN SALIB

/s/ John Salib

Date: February 4, 2008

SEBASTIAN STUBBE

/s/ Sebastian Stubbe

Page 14 of 17 Pages

EILEEN SEGALL

Date: February 4, 2008

/s/ Eileen Segall

Page 15 of 17 Pages

EXHIBIT INDEX

Exhibit

Page No.

-----

-----

A            Joint Filing Agreement, dated February 4, 2007 by and among  
              Tildenrow Advisors, Landmark Advisors, Landmark Select,  
              Baron Advisors, Mr. Fattouh, Mr. Salib, Mr. Stubbe and

EXHIBIT A

JOINT FILING AGREEMENT

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Bio-Imaging, Inc. dated as of February 4, 2008 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: February 4, 2008

LANDMARK SELECT MASTER FUND LTD.

By: LANDMARK ADVISORS, LLC, its investment adviser

By: /s/ John Salib

-----  
Name: John Salib  
Title: Member

Date: February 4, 2008

TILDENROW ADVISORS, LLC

By: /s/ Eileen Segall

-----  
Name: Eileen Segall  
Title: Managing Member

Date: February 4, 2008

LANDMARK ADVISORS LLC

By: /s/ John Salib

-----  
Name: John Salib  
Title: Member

Date: February 4, 2008

BARON ADVISORS, LLC

By: /s/ Ahmed Fattouh

-----  
Name: Ahmed Fattouh  
Title: Managing Member

Date: February 4, 2008

AHMED FATTOUH

Edgar Filing: BIO IMAGING TECHNOLOGIES INC - Form SC 13G/A

By: /s/ Ahmed Fattouh  
-----

Page 17 of 17 Pages

Date: February 4, 2008

JOHN SALIB

By: /s/ John Salib  
-----

Date: February 4, 2008

SEBASTIAN STUBBE

By: /s/ Sebastian Stubbe  
-----

EILEEN SEGALL

Date: February 4, 2008

By: /s/ Eileen Segall  
-----