

APOLLO SKI PARTNERS L P
Form 4
November 05, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
APOLLO SKI PARTNERS L P

2. Issuer Name and Ticker or Trading Symbol
VAIL RESORTS INC [MTN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
11/05/2004

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

C/O APOLLO ADVISORS,
L.P., TWO MANHATTANVILLE
ROAD

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

PURCHASE, NY 10577

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/05/2004 | | J ⁽¹⁾ | 6,114,542 | D \$ 0 0 ⁽²⁾ | D | |

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

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SEC 1474 (9-02)

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| APOLLO SKI PARTNERS L P C/O APOLLO ADVISORS, L.P. TWO MANHATTANVILLE ROAD PURCHASE, NY 10577 | | X | | |
| APOLLO INVESTMENT FUND L P C/O APOLLO ADVISORS, L.P. TWO MANHATTANVILLE ROAD PURCHASE, NY 10577 | | X | | |
| APOLLO ADVISORS L P /NY TWO MANHATTANVILLE ROAD PURCHASE, NY 10577 | | X | | |

Signatures

| | |
|--|------------|
| Michael D. Weiner, as Vice President of Apollo Capital Management, Inc., as General Partner of Apollo Advisors, L.P., as Managing General Partner of Apollo Investment Fund, L.P., as General Partner of Apollo Ski Partners, L.P. | 11/05/2004 |
| __Signature of Reporting Person | Date |
| Michael D. Weiner, as Vice President of Apollo Capital Management, Inc., as General Partner of Apollo Advisors, L.P., as Managing General Partner of Apollo Investment Fund, L.P. | 11/05/2004 |
| __Signature of Reporting Person | Date |
| Michael D. Weiner, as Vice President of Apollo Capital Management, Inc., as General Partner of Apollo Advisors, L.P. | 11/05/2004 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

The Reporting Persons are filing this statement to disclose (i) that 6,114,542 shares of the Issuer's common stock, par value \$.01 per share ("Common Stock"), previously held for the account of Apollo Ski Partners, L.P., a Delaware limited partnership ("Ski Partners"), were transferred for no consideration in a pro rata distribution to its partner Apollo Investment Fund, L.P., a Delaware limited partnership

- (1) ("Investment Fund"), (ii) that, immediately thereafter, 5,914,542 of such shares of Common Stock were transferred for no consideration in a pro rata distribution to the partners of the Investment Fund, including Apollo Advisors, L.P., a Delaware limited partnership ("Advisors"), and (iii) that, immediately thereafter, all shares of Common Stock that were distributed to Advisors were transferred for no consideration in a pro rata distribution to the partners of Advisors.

Of the 6,114,542 shares of Common Stock formerly held for the account of Ski Partners, 200,000 shares of Common Stock continue to be held for the account of the Investment Fund. Advisors serves as managing general partner of the Investment Fund. Apollo Capital

- (2) Management, Inc., a Delaware corporation ("Capital Management"), is the general partner of Advisors. Messrs. Leon Black and John Hannan, who are the directors and principal executive officers of Capital Management, disclaim beneficial ownership of the Common Stock held for the account of the Investment Fund.

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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