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VAIL RESORTS INC
Form SC 13D/A
April 26, 2002

SC 13D/A
Amendment Number 8 to Schedule 13D

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 8)*

VAIL RESORTS, INC.

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

91879Q109

(CUSIP Number)

Linda S. Martinson, Esq. (212) 583-2000
767 Fifth Avenue, 49th Floor, New York, NY 10153

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

APRIL 16, 2002

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box [].

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

*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 disclosures provided in a prior cover page.

The information required on 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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SEC 1746 (12-91)

Amendment Number 8 to Schedule 13D (continued)

CUSIP No. 91879Q109

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Group, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS

2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES	7	SOLE VOTING POWER 133,000
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 7,878,450
	9	SOLE DISPOSITIVE POWER 133,000
	10	SHARED DISPOSITIVE POWER 11,478,450

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11,611,450

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
41.9%

14 TYPE OF REPORTING PERSON*
HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 8 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON

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S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

BAMCO, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS

2 (C) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7 SOLE VOTING POWER

8 SHARED VOTING POWER
6,668,200

9 SOLE DISPOSITIVE POWER

10 SHARED DISPOSITIVE POWER
10,268,200

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10,268,200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
37.1%

14 TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 8 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Capital Management, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

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3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS

2(C) OR 2(E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 133,000
	8	SHARED VOTING POWER 1,210,250
	9	SOLE DISPOSITIVE POWER 133,000
	10	SHARED DISPOSITIVE POWER 1,210,250

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,343,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
4.8%

14 TYPE OF REPORTING PERSON*
IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 8 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Baron Asset Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS

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2 (C) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7	SOLE VOTING POWER
3,600,000	
8	SHARED VOTING POWER
5,750,000	
9	SOLE DISPOSITIVE POWER
10	SHARED DISPOSITIVE POWER
9,350,000	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9,350,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

33.7%

14 TYPE OF REPORTING PERSON*

IV, OO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Amendment Number 8 to Schedule 13D (continued)

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Ronald Baron

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []
(b) []

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS

2 (C) OR 2 (E) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 133,000
	8	SHARED VOTING POWER 7,878,450
	9	SOLE DISPOSITIVE POWER 133,000
	10	SHARED DISPOSITIVE POWER 11,478,450
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,611,450	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 41.9%	
14	TYPE OF REPORTING PERSON*	
	IN	

*SEE INSTRUCTIONS BEFORE FILLING OUT

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- Item 1. Security and Issuer
- (a) Name of Issuer:
Vail Resorts, Inc.
 - (b) Address of Issuer's Principal Executive Offices:
P.O. Box 7
Vail, CO 81658
 - (c) Title and Class of Securities:
Common
- Item 2. Identity and Background
- (a) Name:
Baron Capital Group, Inc. ("BCG")
BAMCO, Inc. ("BAMCO")
Baron Capital Management, Inc. ("BCM")
Baron Asset Fund ("BAF")
Ronald Baron
 - (b) Business Address:
767 Fifth Avenue
New York, NY 10153
 - (c) Present Principal Business or Employment:
BCG: Holding company
BAMCO: Investment adviser
BCM: Investment adviser
BAF: Registered investment company
Ronald Baron: CEO: BCG, BAMCO, BCM; BAF
767 Fifth Avenue
New York, NY 10153
 - (d) Record of Convictions:
No material change.

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- (e) Record of Civil Proceedings:
No material change.
- (f) Citizenship:
No material change.

Item 3. Source and Amount of Funds or Other Consideration
Reporting person does not own any of the shares of the Issuer directly. BAMCO directed the purchase of 10,268,200 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$243,285,962. Of those shares, 9,350,000 were purchased for the account of BAF for a total price of \$226,373,398. BCM directed the purchase of 1,210,250 shares of the Issuer for its investment advisory clients for an aggregate purchase price of \$25,052,882 and 133,000 shares of the Issuer for investment partnerships for an aggregate price of \$2,833,801. All of the shares were paid for by cash assets in the respective clients' accounts and/or by margin borrowings pursuant to standard margin agreements.

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Item 4. Purpose of Transaction
No material change.

Item 5. Interest in Securities of the Issuer

(a) Amount and percentage beneficially owned*:

BCG:	11,611,450	41.9%
BAMCO:	10,268,200	37.1%
BCM:	1,343,250	4.8%
BAF:	9,350,000	33.7%
Ronald Baron:	11,611,450	41.9%

(b) Number of shares as to which such person has:

(i) sole power to vote or direct the vote:

BCG:	133,000
BAMCO:	0
BCM:	133,000
BAF:	3,600,000
Ronald Baron:	133,000

(ii) shared power to vote or direct the vote:

BCG:	7,878,450
BAMCO:	6,668,200
BCM:	1,210,250
BAF:	5,750,000
Ronald Baron:	7,878,450

(iii) sole power to dispose or to direct the disposition:

BCG:	133,000
BAMCO:	0
BCM:	133,000
BAF:	3,600,000
Ronald Baron:	133,000

(iv) shared power to dispose or direct the disposition:

BCG:	11,478,450
BAMCO:	10,268,200
BCM:	1,210,250
BAF:	9,350,000
Ronald Baron:	11,478,450

*Reporting Persons may be deemed to share power to vote and dispose of shares referred to herein as a result of

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control relationships (BCG and Ronald Baron with respect to all of the shares; BAMCO with respect to the BAF shares) and pursuant to investment advisory relationships with advisory clients. Reporting Persons disclaim beneficial ownership of the shares for which they share power.

- (c) A schedule of transactions effected in the last sixty days is attached hereto.

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- (d) Ownership of More than Five Percent on Behalf of Another Person:
No material change.
- (e) Ownership of Less than Five Percent:
Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
No material change.

Item 7. Material to be Filed as Exhibits
Exhibit 99 - 60 days of trading.

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: April 26, 2002

Baron Capital Group, Inc.,
BAMCO, Inc., Baron Capital Management, Inc.
and Baron Asset Fund
By:

/s/ Ronald Baron

Ronald Baron, Chairman and CEO