

Red Lion Hotels CORP  
Form SC 13D/A  
December 04, 2012

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

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 15)1

Red Lion Hotels Corporation

(Name of Issuer)

Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)

756764106

(CUSIP Number)

ALEXANDER B. WASHBURN  
c/o Columbia Pacific Advisors, LLC  
1910 Fairview Avenue East, Suite 500  
Seattle, Washington 98102  
(206) 728-9063

STEVE WOLOSKY, ESQ.  
OLSHAN FROME WOLOSKY LLP  
Park Avenue Tower  
65 East 55th Street  
New York, New York 10022  
(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 3, 2012

(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

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1 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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CUSIP NO. 756764106

1 NAME OF REPORTING PERSON

COLUMBIA PACIFIC OPPORTUNITY FUND, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

WASHINGTON

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		5,497,448
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		5,497,448
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,497,448

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

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

28.29%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 756764106

1 NAME OF REPORTING PERSON

COLUMBIA PACIFIC ADVISORS, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

WASHINGTON

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
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		- 0 -
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28.29%

14 TYPE OF REPORTING PERSON

IA

CUSIP NO. 756764106

1 NAME OF REPORTING PERSON

ALEXANDER B. WASHBURN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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28.29%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 756764106

1 NAME OF REPORTING PERSON

DANIEL R. BATY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

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USA

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		- 0 -
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28.29%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 756764106

1 NAME OF REPORTING PERSON

STANLEY L. BATY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

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28.29%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 756764106

1 NAME OF REPORTING PERSON

BRANDON D. BATY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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14 TYPE OF REPORTING PERSON

IN



CUSIP NO. 756764106

The following constitutes Amendment No. 15 to the Schedule 13D filed by the undersigned (the "Amendment No. 15"). This Amendment No. 15 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

The Reporting Persons have engaged and may continue to engage in communications with management and the board of directors of the Issuer, the stockholders of the Issuer and others concerning changes to the board composition, including seeking board representation.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and 5(c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of shares of Common Stock reported owned by each person named herein is based upon 19,430,326 shares of Common Stock outstanding as of November 7, 2012, which is the total number of shares of Common Stock outstanding as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 8, 2012.

As of the close of business on December 3, 2012, the Fund beneficially owned 5,497,448 shares of Common Stock, constituting approximately 28.29% of the shares of Common Stock outstanding. As the general partner of the Fund, the Adviser may be deemed to beneficially own the 5,497,448 shares of Common Stock held directly by the Fund, constituting approximately 28.29% of the shares of Common Stock outstanding. As the managing members of the Adviser, each of Mr. Washburn, Mr. D. Baty, Mr. S. Baty and Mr. B. Baty may be deemed to beneficially own the 5,497,448 shares of Common Stock owned by the Fund, constituting approximately 28.29% of the shares of Common Stock outstanding. Each of Mr. Washburn, Mr. D. Baty, Mr. S. Baty and Mr. B. Baty has sole voting and dispositive power with respect to the 5,497,448 shares of Common Stock owned by the Fund by virtue of his authority to vote and dispose of such shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the shares of Common Stock, except to the extent of his or its pecuniary interest therein.

(c) The Reporting Persons have not engaged in any transactions in the securities of the Issuer during the past 60 days.

CUSIP NO. 756764106

SIGNATURES

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

Dated: December 4, 2012

COLUMBIA PACIFIC OPPORTUNITY FUND, L.P.

By: Columbia Pacific Advisors, LLC  
General Partner

By: /s/ Alexander B. Washburn  
Name: Alexander B. Washburn  
Title: Managing Member

COLUMBIA PACIFIC ADVISORS, LLC

By: /s/ Alexander B. Washburn  
Name: Alexander B. Washburn  
Title: Managing Member

/s/ Alexander B. Washburn  
ALEXANDER B. WASHBURN

/s/ Daniel R. Baty  
DANIEL R. BATY

/s/ Stanley L. Baty  
STANLEY L. BATY

/s/ Brandon D. Baty  
BRANDON D. BATY

