

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13G

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities by passive investors and certain institutions

Filing Date: **1999-09-10**  
SEC Accession No. **0000895421-99-000254**

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### **BALLY TOTAL FITNESS HOLDING CORP**

CIK: **770944** | IRS No.: **363228107** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **SC 13G** | Act: **34** | File No.: **005-47769** | Film No.: **99708917**  
SIC: **7997** Membership sports & recreation clubs

Business Address  
*8700 WEST BRYN MAWR  
AVENUE  
CHICAGO IL 60631  
7733803000*

### FILED BY

#### **MORGAN STANLEY DEAN WITTER & CO**

CIK: **895421** | IRS No.: **363145972** | State of Incorporation: **DE** | Fiscal Year End: **1130**  
Type: **SC 13G**  
SIC: **6199** Finance services

Mailing Address  
*1585 BROADWAY  
38TH FLOOR  
NEW YORK NY 10036*

Business Address  
*1585 BROADWAY  
NEW YORK NY 10036  
2127614000*

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION STATEMENT PURSUANT TO RULES 13d-1 AND 13d-2

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

Bally Total Fitness Holding Corporation

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

05873K108

-----  
(CUSIP Number)

Check the following box if a fee is being paid with this statement [X].

-----  
\*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

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

Morgan Stanley Dean Witter & Co.  
IRS # 39-314-5972

- 
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) [ ]  
(b) [ ]

- 
3. SEC USE ONLY

- 
4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

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NUMBER OF SHARES	5. SOLE VOTING POWER
	0

---

BENEFICIALLY OWNED BY EACH	6. SHARED VOTING POWER
REPORTING PERSON	2,306,686

---

WITH	7. SOLE DISPOSITIVE POWER
	0

---

8. SHARED DISPOSITIVE POWER
2,429,534

- 
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,429,534

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

10.27%

12. TYPE OF REPORTING PERSON\*

IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 05873K108

13G

Page 3 of 9 Pages

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

Miller Anderson & Sherrerd, LLP  
IRS # 23-1744122

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

(a) [ ]

(b) [ ]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

The state of organization is Delaware.

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY

5. SOLE VOTING POWER  
0

6. SHARED VOTING POWER

EACH 1,535,500  
REPORTING  
PERSON 7. SOLE DISPOSITIVE POWER  
WITH 0

8. SHARED DISPOSITIVE POWER  
1,639,800

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,639,800

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.93%

12. TYPE OF REPORTING PERSON\*

IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 05873K108

13G

Page 4 of 9 Pages

Item 1. (a) Name of Issuer:  
Bally Total Fitness Holding Corporation

(b) Address of Issuer's Principal Executive Offices:  
8700 West Bryn Mawr Avenue  
Chicago, IL 60631

Item 2. (a) Name of Person Filing:  
(a) Morgan Stanley Dean Witter & Co.  
(b) Miller Anderson & Sherrerd, LLP

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

(a) 1585 Broadway  
New York, New York 10036  
(b) 1 Tower Bridge Suite 1100  
West Conshohocken, PA 19428

-----  
(c) Citizenship:  
Incorporated by reference to Item 4 of the  
cover page pertaining to each reporting person.

-----  
(d) Title of Class of Securities:  
Common Stock

-----  
(e) CUSIP Number:  
05873K108  
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- Item 3. (a) Morgan Stanley Dean Witter & Co. is (e) an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.
- (b) Miller Anderson & Sherrerd, LLP is (e) an Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940.

CUSIP No. 05873K108

13-G

Page 5 of 9 Pages

Item 4. Ownership.

Incorporated by reference to Items (5) - (9) and (11) of the cover page.

Item 5. Ownership of Five Percent or Less of a Class.

Inapplicable

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Accounts managed on a discretionary basis by Miller Anderson & Sherrerd, LLP, a wholly owned subsidiary of Morgan Stanley Dean Witter & Co., are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities. No such account holds more than 5 percent of the class.

- Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on By the Parent Holding Company.
- Item 8. Identification and Classification of Members of the Group.
- Item 9. Notice of Dissolution of Group.
- Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

CUSIP No. 05873K108

13-G

Page 6 of 9 Pages

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: September 10, 1999

Signature: /s/ Robert G. Koppenol  
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Name/Title Robert G. Koppenol / Principal Morgan Stanley & Co. Incorporated  
-----  
MORGAN STANLEY DEAN WITTER & CO.

Date: September 10, 1999

Signature: /s/ Paul A. Frick  
-----

Name/Title Paul A. Frick / Vice President Miller Anderson & Sherrerd, LLP

INDEX TO EXHIBITS  
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PAGE  
-----

EXHIBIT 1	Agreement to Make a Joint Filing	7
EXHIBIT 2	Secretary's Certificate Authorizing Robert G. Koppenol to Sign on behalf of Morgan Stanley Dean Witter & Co.	8
EXHIBIT 3	Secretary's Certificate Authorizing Paul A. Frick to Sign on behalf of Miller Anderson & Sherrerd, LLP	9

\* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

(022597DTI)



EXHIBIT 1 TO SCHEDULE 13G

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SEPTEMBER 10, 1999

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MORGAN STANLEY DEAN WITTER & CO. and MILLER ANDERSON & SHERRERD,  
LLP hereby agree that, unless differentiated, this Schedule 13G  
is filed on behalf of each of the parties.

MORGAN STANLEY DEAN WITTER & CO.

BY: /s/ Robert G. Koppenol

-----  
Robert G. Koppenol / Principal Morgan Stanley & Co. Incorporated

MILLER ANDERSON & SHERRERD, LLP

BY: /s/ Paul A. Frick

-----  
Paul A. Frick / Vice President Miller Anderson & Sherrerd, LLP

\* Attention. Intentional misstatements or omissions of fact constitute federal  
criminal violations (see 18 U.S.C. 1001).

EXHIBIT 2

MORGAN STANLEY, DEAN WITTER, DISCOVER & CO.

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary of Morgan Stanley, Dean Witter, Discover & Co., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certify that as approved by a Unanimous Consent of Directors in Lieu of a Meeting dated as of May 31, 1997, the following persons are each authorized to sign reports to be filed under Sections 13 and 16 of the Securities Exchange Act of 1934 on behalf of the Corporation, and such authorizations are in full force and effect as of this date:

Stuart J.M. Breslow  
Robert G. Koppenol  
Bruce Bromberg  
Robin Sherak

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 3rd day of June, 1997.

/s/ Charlene R. Herzer  
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Charlene R. Herzer  
Assistant Secretaty

SECRETARY'S CERTIFICATE

I, Charlene R. Herzer, a duly elected and acting Assistant Secretary of Morgan Stanley Asset Management Holdings Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), certify that the following resolutions were duly and validly adopted by a Consent in Lieu of a Meeting of the Board of Directors of the Corporation dated as of August 19, 1997 and that resolutions are in full force and effect on the date hereof:

RESOLVED, that the resolutions adopted by the Board of Directors of the Corporation as of June 3, 1996 relating to the authorized signatories of Miller Anderson & Sherrerd, LLP ("Miller Anderson") are superseded by the following resolutions; and

RESOLVED FURTHER, that the Corporation, as sole general partner of Miller Anderson, authorizes the following individuals to enter into and execute all agreements and other documents on behalf of Miller Anderson:

Arden C. Armstrong  
Glenn E. Becker  
Thomas L. Bennett  
John D. Connolly  
Kenneth B. Dunn  
Stephen E. Esser  
Paul A. Frick  
J. David Germany  
Robert L. Hagin  
Ellen D. Harvey  
Nicholas J. Kovich  
Steven K. Kreider  
Robert Marcin  
Mary Ann Milias  
Scott F. Richard  
James D. Schmid  
Gary Schlarbaum  
Lorraine Truten  
Horacio Valerias  
Marna C. Whittington  
Richard B. Worley

RESOLVED FURTHER, that any and all actions taken and all agreements and other documents executed on behalf of Miller Anderson prior to the date

hereof by any of the persons listed about are ratified and approved.

RESOLVED FURTHER, that any and all actions to be taken, caused to be taken or heretofore taken by any officer of the Corporation in executing any and all documents, agreements, and instruments and in taking any and all steps (including the payment of all expenses) deemed by such officer as necessary or desirable to carry out the intents and purposes of the foregoing resolutions are authorized, ratified, and confirmed.

IN WITNESS WHEREOF, I have hereunto set my name and affixed the seal of the Corporation as of the 20th day of August, 1997.

/s/ CHARLENE R. HERZER

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CHARLENE R. HERZER  
ASSISTANT SECRETARY