

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13G/A

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

Filing Date: **2007-12-10**
SEC Accession No. **0001017918-07-000135**

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

SUBJECT COMPANY

SELECT COMFORT CORP

CIK: **827187** | IRS No.: **411597886** | Fiscal Year End: **1229**
Type: **SC 13G/A** | Act: **34** | File No.: **005-55269** | Film No.: **071296503**
SIC: **2510** Household furniture

Mailing Address
9800 59TH AVENUE NORTH
MINNEAPOLIS MN 55442

Business Address
9800 59TH AVENUE NORTH
MINNEAPOLIS MN 55442
7635517000

FILED BY

BAMCO INC /NY/

CIK: **1017918** | IRS No.: **133390015** | State of Incorporation: **NY** | Fiscal Year End: **0228**
Type: **SC 13G/A**

Mailing Address
767 FIFTH AVENUE
49TH FL
NEW YORK NY 10153

Business Address
767 FIFTH AVENUE
49TH FL
NEW YORK NY 10153
2125832000

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

EXIT FILING

Select Comfort Corporation

(Name of Issuer)

Common

(Title of Class of Securities)

81616X103

(CUSIP Number)

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 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).

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 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
EACH 1,149,946

REPORTING PERSON 7 SOLE DISPOSITIVE POWER
WITH 0

8 SHARED DISPOSITIVE POWER
1,500,890

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,890

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

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

3.4%

12 TYPE OF REPORTING PERSON*

HC, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

Schedule 13G Amendment No.4 (continued)

CUSIP No. 81616X103

1 NAME OF REPORTING PERSON
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 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 980,251
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON 0
WITH

8 SHARED DISPOSITIVE POWER
1,317,373

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,317,373

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

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

2.9%

12 TYPE OF REPORTING PERSON*

IA, CO

Schedule 13G Amendment No.4(continued)

CUSIP No. 81616X103

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) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

New York

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY OWNED BY 6 SHARED VOTING POWER
EACH 169,695

REPORTING PERSON 7 SOLE DISPOSITIVE POWER
WITH 0

8 SHARED DISPOSITIVE POWER
183,517

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

183,517

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

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

0.4%

12 TYPE OF REPORTING PERSON*

IA, CO

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Schedule 13G Amendment No.4(continued)

CUSIP No. 81616X103

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

Baron Growth Fund

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

(a) []

(b) []

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
OWNED BY 850,000
EACH

REPORTING 7 SOLE DISPOSITIVE POWER
PERSON 0
WITH

8 SHARED DISPOSITIVE POWER
850,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

850,000

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

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

1.9%

12 TYPE OF REPORTING PERSON*

IV

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Schedule 13G Amendment No.4(continued)

CUSIP No. 81616X103

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 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF SHARES 5 SOLE VOTING POWER
0

BENEFICIALLY OWNED BY EACH 6 SHARED VOTING POWER
1,149,946

REPORTING PERSON WITH 7 SOLE DISPOSITIVE POWER
0

8 SHARED DISPOSITIVE POWER
1,500,890

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,500,890

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

3.4%

12 TYPE OF REPORTING PERSON*

HC, IN

*SEE INSTRUCTIONS BEFORE FILLING OUT

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Item 1.

- (a) Name of Issuer:
Select Comfort Corporation
- (b) Address of Issuer's Principal Executive Offices:
6105 Trenton Lane North
Minneapolis, MN 55442

Item 2.

- (a) Name of Persons Filing:
Baron Capital Group, Inc. ("BCG")
BAMCO, Inc. ("BAMCO")
Baron Capital Management, Inc. ("BCM")
Baron Growth Fund ("BGF")
Ronald Baron
- (b) Address of Principal Business Office:
767 Fifth Avenue
New York, NY 10153
- (c) Citizenship:
BCG, BAMCO and BCM are New York corporations. Baron Growth Fund is a series of a Massachusetts Business Trust. Ronald Baron is a citizen of the United States.
- (d) Title of Class Securities:
Common
- (e) CUSIP Number:
81616X103

Item 3. PERSONS FILING:

BCG and Ronald Baron are:

(g) Parent holding companies, in accordance with Section 240.13d-1(b)(ii)(G)

BAMCO and BCM are:

(e) Investment Advisers registered under Section 203 of the Investment Advisers Act of 1940

BGF is:

(d) Investment Company registered under Section 8 of the Investment Company Act.

All persons filing are:

(h) Group, in accordance with Rule 13d-1(b)(1)(ii)(F)

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Item 4. OWNERSHIP^

(a) Amount Beneficially Owned as of November 30, 2007:

BCG:	1,500,890 shares
BAMCO:	1,317,373 shares
BCM:	183,517 shares
BGF:	850,000 shares
Ronald Baron:	1,500,890 shares

(b) Percent of Class:

BCG:	3.4%
BAMCO:	2.9%
BCM:	0.4%
BGF:	1.9%
Ronald Baron:	3.4%

^BCG and Ronald Baron disclaim beneficial ownership of shares held by their controlled entities (or the investment advisory clients thereof) to the extent such shares are held by persons other than BCG and Ronald Baron. BAMCO and BCM disclaim beneficial ownership of shares held by their investment advisory clients to the extent such shares are held by persons other than BAMCO, BCM and their affiliates.

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

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

BCG:	0
BAMCO:	0

	BCM:	0
	BGF:	0
	Ronald Baron:	0
(ii)	shared power to vote or direct the vote:	
	BCG:	1,149,946
	BAMCO:	980,251
	BCM:	169,695
	BGF:	850,000
	Ronald Baron:	1,149,946
(iii)	sole power to dispose or to direct the disposition of:*	
	BCG:	0
	BAMCO:	0
	BCM:	0
	BGF:	0
	Ronald Baron:	0
(iv)	shared power to dispose or direct the disposition of:*	
	BCG:	1,500,890
	BAMCO:	1,317,373
	BCM:	183,517
	BGF:	850,000
	Ronald Baron:	1,500,890

Item 5. OWNERSHIP OF 5% OR LESS OF A CLASS

Filing Persons have ceased being the beneficial owners of more than 5% of the filing class of securities reported herein.

Item 6. OWNERSHIP OF MORE THAN 5% ON BEHALF OF ANOTHER PERSON

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

BAMCO and BCM are subsidiaries of BCG. BGF is an advisory client of BAMCO. Ronald Baron owns a controlling interest in BCG.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 3.

* By virtue of investment advisory agreements with their respective clients, BAMCO and BCM have been given the discretion to dispose or the disposition of the securities in the advisory accounts. All such discretionary agreements, are however, revocable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

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 purposes or effect.

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: December 10, 2007

Baron Capital Group, Inc.,
BAMCO, Inc., and
Baron Capital Management, Inc.

By:

/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Baron Growth Fund

By:

/s/ Ronald Baron

Ronald Baron, Chief Executive Officer

Ronald Baron, Individually

By:

/s/ Ronald Baron

Ronald Baron

Joint Filing Agreement

The undersigned each hereby agree that the Schedule 13G Amendment No.4 dated December 10, 2007, which relates to the common stock of Select Comfort Corporation to be filed jointly on behalf of each of them for the reasons stated therein, and any amendments thereto shall be filed jointly by the undersigned.

Dated: December 10, 2007

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

/s/ Ronald Baron

Ronald Baron, Chairman and CEO

Baron Growth Fund
By:

/s/ Ronald Baron

Ronald Baron, Chief Executive Officer

Ronald Baron, Individually
By:

/s/ Ronald Baron

Ronald Baron