Schedule 13G/A (Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2 UNDER THE SECURITIES EXCHANGE ACT OF 1934*

(Amendment No. 1)

Universal Health Services, Inc. (Name of Issuer)

Common Stock - Class B (Title of Class of Securities)

> 913903100 (CUSIP Number)

December 31, 2011 (1) (Date of Event Which Requires Filing of this Statement)

(1) As of December 31, 2011, the Reporting Persons beneficially owned less than 5.0% of the Issuer's outstanding Class B Shares. The Reporting Persons' current beneficial ownership of the Issuer's outstanding Class B Shares as of the date of this filing is as reflected on the cover pages of this Schedule 13G/A.

* 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.

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[] Rule 13d-1(b) [X] Rule 13d-1(c) [] Rule 13d-1(d)

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).

Schedule 13G/A

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CUSIP No. 913903100

(1) NAME OF REPORTING PERSON I.R.S. Identification No. of above person (entities only). Viking Global Investors LP

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

(a) [] (b) [x]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF (5) SOLE VOTING POWER 0 SHARES BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY		4,530,906	
EACH	(7)	SOLE DISPOSITIVE POWER 0	
REPORTING			
PERSON WIT	TH (8)	SHARED DISPOSITIVE POWER 4,530,906	
(9)		E AMOUNT BENEFICIALLY OWNED REPORTING PERSON	
(10)		(IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES	[]
<pre>(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1%</pre>			
(12)	TYPE OF R PN	REPORTING PERSON	

(1)	NAME OF REPORTING PERSON
	I.R.S. Identification No. of above person (entities only).
	Viking Global Performance LLC

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

(a) [] (b) [x]

(4)	CITIZE Delawa		IP OR PLACE OF ORGANIZATION	
NUMBER OF	((5)	SOLE VOTING POWER 0	
SHARES	-			
BENEFICIAL	LLY ((6)	SHARED VOTING POWER 4,152,806	
OWNED BY	-		4,152,000	
EACH	((7)	SOLE DISPOSITIVE POWER	
REPORTING	REPORTING _		0	
PERSON WIT	ГН ((8)	SHARED DISPOSITIVE POWER 4,152,806	
(9)		CH R	AMOUNT BENEFICIALLY OWNED EPORTING PERSON	
(10)			IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES	[]
(11)			F CLASS REPRESENTED IN ROW (9)	
(12)	TYPE (00	OF R	EPORTING PERSON	

(a) [] (b) [x]

CUSIP No. 913903100

- (1) NAME OF REPORTING PERSON
 I.R.S. Identification No. of above person (entities only).
 Viking Global Equities LP
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

()	CITIZE Delawa	-	IP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES	((5)	SOLE VOTING POWER 0	
BENEFICIAL OWNED BY	.LY ((6)	SHARED VOTING POWER 1,441,000	
EACH REPORTING	((7)	SOLE DISPOSITIVE POWER 0	
PERSON WIT	Ή ((8)	SHARED DISPOSITIVE POWER 1,441,000	
(-)		CH RE	AMOUNT BENEFICIALLY OWNED EPORTING PERSON	
(-)			IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES []
			F CLASS REPRESENTED IN ROW (9)	
()	TYPE C PN	OF RE	EPORTING PERSON	

(1)	NAME OF REPORTING PERSON	
	I.R.S. Identification No. of above person (entities only).	
	Viking Global Equities II LP	

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

(a) [] (b) [x]

(4)	CITIZ Delaw		IP OR PLACE OF ORGANIZATION	
NUMBER OF		(5)	SOLE VOTING POWER 0	
SHARES			-	
BENEFICIA	LLY	(6)	SHARED VOTING POWER 83,500	
OWNED BY				
EACH		(7)	SOLE DISPOSITIVE POWER	
REPORTING			0	
PERSON WI	ТН	(8)	SHARED DISPOSITIVE POWER 83,500	
(9)		CH R	AMOUNT BENEFICIALLY OWNED EPORTING PERSON	
(10)			IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES	[]
(11)			F CLASS REPRESENTED IN ROW (9)	
(12)	TYPE PN	OF R	EPORTING PERSON	

(1)	NAME OF REPORTING PERSON
	I.R.S. Identification No. of above person (entities only).
	VGE III Portfolio Ltd.

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

(a) [] (b) [x]

(4)		-	IIP OR PLACE OF ORGANIZATION	
NUMBER OF		(5)	SOLE VOTING POWER 0	
SHARES				
BENEFICIA	LLY	(6)	SHARED VOTING POWER 2,628,306	
OWNED BY			_,,	
EACH		(7)	SOLE DISPOSITIVE POWER	
REPORTING			<u>ن</u>	
PERSON WI	тн	(8)	SHARED DISPOSITIVE POWER 2,628,306	
(9)		ACH R	E AMOUNT BENEFICIALLY OWNED REPORTING PERSON	
(10)			(IF THE AGGREGATE AMOUNT)) EXCLUDES CERTAIN SHARES	[]
(11)			DF CLASS REPRESENTED IN ROW (9)	
(12)	TYPE CO	OF R	REPORTING PERSON	

(1)	NAME OF REPORTING PERSON	
	I.R.S. Identification No. of above person (entities only).	
	Viking Long Fund GP LLC	

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

(a) [] (b) [x]

(4)	CITIZ Delaw		IP OR PLACE OF ORGANIZATION	
NUMBER OF		(5)	SOLE VOTING POWER 0	
SHARES				
BENEFICIAL	LLY	(6)	SHARED VOTING POWER 378,100	
OWNED BY				
EACH		(7)	SOLE DISPOSITIVE POWER 0	
REPORTING				
PERSON WIT	ГН	(8)	SHARED DISPOSITIVE POWER 378,100	
(9)		CH R	AMOUNT BENEFICIALLY OWNED EPORTING PERSON	
(10)			IF THE AGGREGATE AMOUNT) EXCLUDES CERTAIN SHARES []]
(11)			F CLASS REPRESENTED IN ROW (9)	
(12)	TYPE 00	OF R	EPORTING PERSON	

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(1)	NAME OF REPORTING PERSON
	I.R.S. Identification No. of above person (entities only).
	Viking Long Fund Master Ltd.

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

(a) [] (b) [x]

(4) CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands						
NUMBER OF	(5)	SOLE VOTING POWER 0				
BENEFICIALLY OWNED BY	(6)	SHARED VOTING POWER 378,100				
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0				
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 378,100				
<pre>(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 378,100</pre>						
(-) -	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []					
È́ВҮ	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0.4%					
(12) TY	TYPE OF REPORTING PERSON CO					

(1)	NAME OF REPORTING PERSON						
	I.R.S. Identification No. of above person (entities only).						
	0. Andreas Halvorsen						

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

(a) [] (b) [x]

() -	ITIZENSH orway	IIP OR PLACE OF ORGANIZATION		
NUMBER OF SHARES	(5)	SOLE VOTING POWER 0		
BENEFICIALLY	Y (6)	SHARED VOTING POWER 4,530,906		
EACH REPORTING	(7)	SOLE DISPOSITIVE POWER 0		
PERSON WITH	(8)	SHARED DISPOSITIVE POWER 4,530,906		
B	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,530,906			
()	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES []			
È B	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1%			
()	TYPE OF REPORTING PERSON IN			

Schedule	13G/A
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- (1) NAME OF REPORTING PERSON
 I.R.S. Identification No. of above person (entities only).
 David C. Ott
- (2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [] (b) [x]

(3) SEC USE ONLY (4) CITIZENSHIP OR PLACE OF ORGANIZATION United States NUMBER OF (5) SOLE VOTING POWER 0 SHARES (6) SHARED VOTING POWER BENEFICIALLY 4,530,906 OWNED BY EACH (7) SOLE DISPOSITIVE POWER 0 REPORTING PERSON WITH (8) SHARED DISPOSITIVE POWER 4,530,906 (9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,530,906 CHECK BOX IF THE AGGREGATE AMOUNT (10)IN ROW (9) EXCLUDES CERTAIN SHARES [] PERCENT OF CLASS REPRESENTED (11) BY AMOUNT IN ROW (9) 5.1% TYPE OF REPORTING PERSON (12) ΙN

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(1) NAME OF REPORTING PERSON
I.R.S. Identification No. of above person (entities only).
Thomas W. Purcell, Jr.
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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) [] (b) [x]

(4)	CITIZ Unite	-	IP OR PLACE OF ORGANIZATION ates	
NUMBER OF		(5)	SOLE VOTING POWER	
SHARES				
BENEFICIALLY (OWNED BY		(6)	SHARED VOTING POWER 4,530,906	
			+, 550, 500	
EACH		(7)	SOLE DISPOSITIVE POWER 0	
REPORTING			U	
PERSON WITH		(8)	SHARED DISPOSITIVE POWER 4,530,906	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,530,906			
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [[]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 5.1%			
(12)	TYPE OF REPORTING PERSON IN			

- ITEM 1(a). NAME OF ISSUER: Universal Health Services, Inc.
- ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES: Universal Corporate Center, 367 South Gulph Road, King of Prussia, Pennsylvania 19406
- ITEM 2(a). NAME OF PERSON FILING: Viking Global Performance LLC ("VGP"), Viking Global Investors LP ("VGI"), Viking Global Equities LP ("VGE"), Viking Global Equities II LP ("VGEII"), VGE III Portfolio Ltd. ("VGEIII") Viking Long Fund GP LLC ("VLFGP") Viking Long Fund Master Ltd. ("VLFM") O. Andreas Halvorsen, David C. Ott and Thomas W. Purcell, Jr. (collectively, the "Reporting Persons")
- ITEM 2(b). ADDRESS OF PRINCIPAL OFFICE OR, IF NONE, RESIDENCE: The business address of each of the Reporting Persons is 55 Railroad Avenue, Greenwich, Connecticut 06830.
- ITEM 2(c). CITIZENSHIP: VGE, VGEII and VGI are Delaware limited partnerships, VGEIII and VLFM are Cayman Island exempted companies, and VGP and VLFGP are both Delaware limited liability companies. 0. Andreas Halvorsen is a citizen of Norway. David C. Ott and Thomas W. Purcell, Jr. are citizens of the United States.
- ITEM 2(d). TITLE OF CLASS OF SECURITIES: Class B Common Stock (the "Common Stock")
- ITEM 2(e). CUSIP NUMBER: 913903100
- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:
 - (a) [] Broker or dealer registered under Section 15 of the Act
 - (b) [] Bank as defined in Section 3(a)(6) of the Act
 - (c) [] Insurance Company as defined in Section 3(a)(19) of the Act
 - (d) [] Investment Company registered under Section 8 of the Investment Company Act of 1940
 - (e) [] Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E)
 - (f) [] Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F)

- (g) [] Parent Holding Company, in accordance with Rule 13d-1(b)(ii)(G);
- (h) [] Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) [] Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) [] A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J)
- (K) [] Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP.

A. VGI

- (a) Amount beneficially owned 4,530,906
- (b) Percent of class: 5.1% The percentages used herein and in this Item 4 are calculated based upon the Company's Form 10-Q for the quarterly period ended September 30, 2011 filed on November 7, 2011, which states that as of October 31, 2011 there were 89,212,311 shares of Common Stock outstanding.
- (c) Number of shares as to which such person has:
 (i) sole power to vote or to direct the vote
 - (ii) shared power to vote or to direct the vote 4,530,906
 - (iii) sole power to dispose or to direct the disposition of $\boldsymbol{\Theta}$
 - (iv) shared power to dispose or to direct the disposition of 4,530,906

VGI provides managerial services to VGE, VGEII,VGEIII and VLFM. VGI has the authority to dispose of and vote the shares of Common Stock.

Based on Rule 13d-3 of the Securities Exchange Act of 1934, as amended (the "Act"), VGI may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII, VGEIII and VLFM. VGI does not directly own any shares of Common Stock.

B. VGP

- (a) Amount beneficially owned: 4,152,806
- (b) Percent of class: 4.7%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
 - (ii) shared power to vote or to direct the vote 4,152,806
 - (iii) sole power to dispose or to direct the disposition of $\ensuremath{\mathbf{0}}$
 - (iv) shared power to dispose or to direct the disposition
 of 4,152,806

VGP, as the general partner of VGE and VGEII, has the authority to dispose of and vote the shares of Common Stock directly owned by VGE and VGEII. VGP serves as investment manager to VGEIII and has the authority to dispose of and vote the shares of Common Stock directly owned by VGEIII. VGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VGP may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGEII and VGEIII.

C. VLFGP

- (a) Amount beneficially owned: 378,100
- (b) Percent of class: 0.4%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote 0
 - (ii) shared power to vote or to direct the vote 378,100
 - (iii) sole power to dispose or to direct the disposition
 of 0
 - (iv) shared power to dispose or to direct the disposition of 378,100

VLFGP, serves as the investment manager of VLFM and has the authority to dispose of and vote the shares of Common Stock directly owned by VLFM. VLFGP does not directly own any shares of Common Stock.

Based on Rule 13d-3 of the Act, VLFGP may be deemed to beneficially own the shares of Common Stock directly held by VLFM.

D. VGE

(C)

- (a) Amount beneficially owned: 1,441,000
- (b) Percent of class: 1.6%
 - Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote Θ
 - (ii) shared power to vote or to direct the vote
 1,441,000
 - (iii) sole power to dispose or to direct the disposition of $\boldsymbol{\Theta}$
 - (iv) shared power to dispose or to direct the disposition of 1,441,000

VGE has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP, and by VGI, an affiliate of VGP, that provides managerial services to VGE.

E. VGE II

(C)

- (a) Amount beneficially owned: 83,500
- (b) Percent of class: 0.1%
 - Number of shares as to which such person has: (i) sole power to vote or to direct the vote
 - 0 (ii) shared power to vote or to direct the vote
 - 83,500
 - (iii) sole power to dispose or to direct the disposition

VGEII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its general partner, VGP and by VGI, an affiliate of VGP, which provides managerial services to VGEII.

F. VGEIII

(C)

- (a) Amount beneficially owned: 2,628,306
- (b) Percent of class: 2.9%
 - Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote 0
 - (ii) shared power to vote or to direct the vote 2,628,306
 - (iii) sole power to dispose or to direct the disposition of $\ensuremath{\boldsymbol{\Theta}}$
 - (iv) shared power to dispose or to direct the disposition of 2,628,306

VGEIII has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VGP and by VGI, an affiliate of VGP, which provides managerial services to VGEIII. Viking Global Equities III Ltd. (a Cayman Islands exempted company) invests substantially all of its assets through VGEIII.

G. VLFM

- (a) Amount beneficially owned: 378,100
- (b) Percent of class: 0.4%
- (c) Number of shares as to which such person has:(i) sole power to vote or to direct the vote
 - 0 (ii) shared power to vote or to direct the vote 378,100
 - (iii) sole power to dispose or to direct the disposition of $\boldsymbol{0}$
 - (iv) shared power to dispose or to direct the disposition of 378,100

VLFM has the authority to dispose of and vote the shares of Common Stock directly owned by it, which power may be exercised by its investment manager, VLFGP and by VGI, an affiliate of VLFGP, which provides managerial services to VLFM. Viking Long Fund LP (a Delaware limited partnership) and Viking Long Fund III Ltd. (a Cayman Islands exempted company), through its investment in Viking Long Fund Intermediate LP (a Cayman Islands limited partnership), invest substantially all of their assets through VLFM.

- H. O. Andreas Halvorsen, David C. Ott and Thomas W. Purcell, Jr.
 - (a) Amount beneficially owned: 4,530,906
 - (b) Percent of class: 5.1%
 - (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote Θ
 - (ii) shared power to vote or to direct the vote 4,530,906
 - (iii) sole power to dispose or to direct the disposition of $\boldsymbol{\Theta}$
 - (iv) shared power to dispose or to direct the disposition of 4,530,906

Messrs. Halvorsen, Ott, and Purcell, as Executive Committee Members of VGI, VGP, and VLFGP, have shared authority to dispose of and vote the shares of Common Stock beneficially owned by VGI, VGP and VLFGP. None of Messrs. Halvorsen, Ott and Purcell directly owns any shares of Common Stock.

Based on Rule 13d-3 of the Act, each may be deemed to beneficially own the shares of Common Stock directly held by VGE, VGE II, VGEIII and VLFM.

- ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS. If this statement is being filed to report the fact that as of the date hereof the Reporting Persons has ceased to be the beneficial owner of more than five percent of the class of securities, check the following.[]
- ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON. Yes, see item 4.
- ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY. Not applicable.
- ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP. Not applicable.
- ITEM 9. NOTICE OF DISSOLUTION OF GROUP. Not applicable.
- ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))
 By signing below each Reporting Person certifies that, to the best
 of its knowledge and belief, the securities referred to above were not
 acquired and are not held for the purpose of or with the effect of
 changing or influencing the control of the issuer of the securities
 and were not acquired and not held in connection with or as a
 participant in any transaction having that purpose or effect.

SIGNATURES

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

DATED: January 27, 2012

/s/ 0. ANDREAS HALVORSEN By: 0. Andreas Halvorsen - individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP,VGE III PORTFOLIO LTD. and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ DAVID C. OTT By: David C. Ott- individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP, VGE III PORTFOLIO LTD. and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.

/s/ THOMAS W. PURCELL, JR. By: Thomas W. Purcell, Jr.- individually and as an Executive Committee Member of VIKING GLOBAL PERFORMANCE LLC, on behalf of itself and VIKING GLOBAL EQUITIES LP, VIKING GLOBAL EQUITIES II LP,VGE III PORTFOLIO LTD. and as an Executive Committee Member of Viking Global Partners LLC, on behalf of VIKING GLOBAL INVESTORS LP, and as an Executive Committee Member of VIKING LONG FUND GP LLC on behalf of itself and VIKING LONG FUND MASTER LTD.