RED LION HOTELS CORP

FORM SC 13D/A
(Amended Statement of Beneficial Ownership)

Filed 4/28/2006

Address	201 W NORTH RIVER DRIVE SUITE 100
	SPOKANE, Washington 99201
Telephone	509-459-6100
CIK	0001052595
Industry	Hotels & Motels
Sector	Services
Fiscal Year	12/31

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

SCHEDULE 13D
(Rule 13d-101)
Amendment No. 1

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

Red Lion Hotels Corporation
(Name of Issuer)

Common Stock, par value $0.01 per share
(Title of Class of Securities)

756764106
(CUSIP Number)

Mr. James A. Mitarotonda
c/o Barington Companies Equity Partners, L.P.
888 Seventh Avenue, 17th Floor
New York, NY 10019
(212) 974-5700
(Name, Address and Telephone Number of
Person Authorized to Receive Notices
and Communications)

April 25, 2006
(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(e), 13d-1(f), or 13d-1(g), check the following box: ☐ .

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Equity Partners, L.P. 13-4088890

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 ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	303,770
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	303,770
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
303,770

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
2.28%

14) **TYPE OF REPORTING PERSON**
PN

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Investors, LLC 13-4126527

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	303,770
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	303,770
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
303,770

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
2.28%

14) **TYPE OF REPORTING PERSON**
OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Offshore Fund, Ltd. (BVI)

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 ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
British Virgin Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	183,699
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	183,699
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
183,699

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.38%

14) **TYPE OF REPORTING PERSON**
OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Investments, L.P. 20-2871525

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 ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	259,615
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	259,615
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
259,615

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.95%

14) **TYPE OF REPORTING PERSON**
PN

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Companies Advisors, LLC 20-0327470

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	443,314
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	443,314
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
443,314

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
3.33%

14) **TYPE OF REPORTING PERSON**
IA, OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Barington Capital Group, L.P.
13-3635132

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	747,084
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	747,084
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
747,084

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
5.62%

14) **TYPE OF REPORTING PERSON**
PN

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
LNA Capital Corp.
13-3635168

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	747,084
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	747,084
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
747,084

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
5.62%

14) **TYPE OF REPORTING PERSON**
CO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
James Mitarotonda

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	747,084
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	747,084
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
747,084

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
5.62%

14) **TYPE OF REPORTING PERSON**
IN

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Parche, LLC 20-0870632

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 ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	27,619
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	27,619
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
27,619

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
0.21%

14) **TYPE OF REPORTING PERSON**
OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Starboard Value & Opportunity Fund, LLC 37-1484524

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 ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	144,997
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	144,997
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
144,997

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.09%

14) **TYPE OF REPORTING PERSON**
OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Admiral Advisors, LLC
37-1484525

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	172,616
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	172,616
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
172,616

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.3%

14) **TYPE OF REPORTING PERSON**
IA, OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Ramius Capital Group, LLC
13-3937658

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	172,616
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	172,616
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
172,616

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.3%

14) **TYPE OF REPORTING PERSON**
IA, OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
C4S & Co., LLC
13-3946794

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	172,616
	8) SHARED VOTING POWER	none
	9) **SOLE DISPOSITIVE POWER**	172,616
	10) **SHARED DISPOSITIVE POWER**	none

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
172,616

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.3%

14) **TYPE OF REPORTING PERSON**
OO

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Peter A. Cohen

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	none
	8) SHARED VOTING POWER	172,616
	9) **SOLE DISPOSITIVE POWER**	none
	10) **SHARED DISPOSITIVE POWER**	172,616

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
172,616

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.3%

14) **TYPE OF REPORTING PERSON**
IN

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Morgan B. Stark

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	none
	8) SHARED VOTING POWER	172,616
	9) **SOLE DISPOSITIVE POWER**	none
	10) **SHARED DISPOSITIVE POWER**	172,616

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
172,616

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.3%

14) **TYPE OF REPORTING PERSON**
IN

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Jeffrey M. Solomon

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7) **SOLE VOTING POWER**
none

8) **SHARED VOTING POWER**
172,616

9) **SOLE DISPOSITIVE POWER**
none

10) **SHARED DISPOSITIVE POWER**
172,616

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
172,616

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.3%

14) **TYPE OF REPORTING PERSON**
IN

SCHEDULE 13D

CUSIP No. 756764106

1) **NAME OF REPORTING PERSON**
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
Thomas W. Strauss

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 PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)** ☐

6) **CITIZENSHIP OR PLACE OF ORGANIZATION**
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7) **SOLE VOTING POWER**	none
	8) SHARED VOTING POWER	172,616
	9) **SOLE DISPOSITIVE POWER**	none
	10) **SHARED DISPOSITIVE POWER**	172,616

11) **AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON**
172,616

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

13) **PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)**
1.3%

14) **TYPE OF REPORTING PERSON**
IN

This Amendment No. 1 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on July 18, 2005 (the "Statement") by and on behalf of Barington Companies Equity Partners, L.P. ("Barington") and others with respect to the common stock, par value $0.01 per share (the "Common Stock"), of Red Lion Hotels Corporation (formerly known as WestCoast Hospitality Corporation), a Washington corporation (the "Company"). The principal executive offices of the Company are located at 201 West North River Drive, Suite 100, Spokane, Washington 99201.

Item 2. Identity and Background .

The second paragraph of Item 2(a)-(c) of the Statement is hereby amended and restated as follows:

As of the date of this filing, the Reporting Entities are the beneficial owners of, in the aggregate, 919,700 shares of Common Stock, representing approximately 6.92% of the shares of Common Stock presently outstanding.

Schedule I to the Statement is hereby replaced in its entirety by Schedule I attached hereto.

Item 2(f) of the Statement is hereby amended and restated as follows:

(f) Each natural person identified in Item 2 is a citizen of the United States, other than Graham Cook and Jonathan Clipper, each of whom is a director of Barington Companies Offshore Fund, Ltd. (BVI). Mr. Cook is a citizen of the United Kingdom and Mr. Clipper is a citizen of Bermuda and the United Kingdom.

Item 3. Source and Amount of Funds or Other Consideration .

The information contained in Item 3 of the Statement is hereby amended and supplemented as follows:

Since the filing of the Statement, the Reporting Entities purchased an aggregate of 54,000 shares of Common Stock. The amount of funds expended for such purchases was approximately $401,779.00 by Barington Companies Offshore Fund, Ltd. (BVI) and $12,600.00 by Barington Investments, L.P.

All purchases of Common Stock by the Reporting Entities were made in open market transactions. All transactions effected since the filing of the Statement are described in the Schedule attached hereto. All such purchases of Common Stock were funded by working capital, which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business.

Item 4. Purpose of Transaction .

The information contained in Item 4 of the Statement is hereby amended and supplemented as follows:

On April 25, 2006, James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., sent a letter to Arthur M. Coffey, the President and Chief Executive Officer of the Company, regarding the Company's planned public offering of 5,500,000 shares of common stock to raise funds to redeem a portion of the 9.5% trust preferred securities of Red Lion Hotels Capital Trust and prepay a portion of the Company's secured indebtedness. In the letter, Mr. Mitarotonda recommends that the Company consider other less costly financing alternatives than an offering of equity securities (which is estimated to cost the Company nearly $10 million in penalties, fees and expenses) and use the proceeds of the financing to finance acquisitions rather than to retire indebtedness that is not required to be repaid at this time. A copy of the letter is attached as Exhibit 99.3 hereto and incorporated herein by reference. The foregoing description of the letter is qualified in its entirety by reference to such exhibit.

Item 5. Interest in Securities of the Issuer .

Items 5(a) and (b) of the Statement are hereby amended and restated as follows:

(a) As of the date of this filing, Barington Companies Equity Partners, L.P. beneficially owns an aggregate of 303,770 shares of Common Stock, representing approximately 2.28% of the shares of Common Stock presently outstanding based upon the 13,298,836 shares of Common Stock reported by the Company to be issued and outstanding as of March 15, 2006 in its Form 10-K filed with the Securities and Exchange Commission on April 3, 2006 (the "Issued and Outstanding Shares"). As the general partner of Barington Companies Equity Partners, L.P., Barington Companies Investors, LLC may be deemed to beneficially own the 303,770 shares of Common Stock owned by Barington Companies Equity Partners, L.P.

As of the date of this filing, Barington Companies Offshore Fund, Ltd. (BVI) beneficially owns 183,699 shares of Common Stock, constituting approximately 1.38% of the Issued and Outstanding Shares. As of the date of this filing, Barington Investments, L.P. beneficially owns 259,615 shares of Common Stock. As the investment advisor to Barington Companies Offshore Fund, Ltd. (BVI) and the general partner of Barington Investments, L.P., Barington Companies Advisors, LLC may be deemed to beneficially own the 183,699 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI) and the 259,615 shares of Common Stock owned by Barington Investments, L.P., representing an aggregate of 443,314 shares, constituting approximately 3.33% of the Issued and Outstanding Shares. As the Managing Member of Barington Companies Advisors, LLC, Barington Capital Group, L.P. may be deemed to beneficially own the 259,615 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 183,699 shares of Common Stock owned by Barington Companies Offshore Fund, Ltd. (BVI). As the majority member of Barington Companies Investors, LLC, Barington Capital Group, L.P. may also be deemed to beneficially own the 303,770 shares of Common Stock owned by Barington Companies Equity Partners, L.P., representing an aggregate of 747,084 shares, constituting approximately 5.62% of the Issued and Outstanding Shares. As the general partner of Barington Capital Group, L.P., LNA Capital Corp. may be deemed to beneficially own the 303,770 shares owned by Barington Companies Equity Partners, L.P., the 259,615 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 183,699 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 747,084 shares, constituting approximately 5.62% of the Issued and Outstanding Shares. As the sole stockholder and director of LNA Capital Corp., Mr. Mitarotonda may be

deemed to beneficially own the 303,770 shares owned by Barington Companies Equity Partners, L.P., the 259,615 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 183,699 shares owned by Barington Companies Offshore Fund, Ltd. (BVI), representing an aggregate of 747,084 shares, constituting approximately 5.62% of the Issued and Outstanding Shares. Mr. Mitarotonda has sole voting and dispositive power with respect to the 303,770 shares owned by Barington Companies Equity Partners, L.P., the 259,615 shares of Common Stock beneficially owned by Barington Investments, L.P. and the 183,699 shares owned by Barington Companies Offshore Fund, Ltd. (BVI). Mr. Mitarotonda disclaims beneficial ownership of any such shares except to the extent of his pecuniary interest therein.

As of the date of this filing, each of Parche, LLC and Starboard Value & Opportunity Fund, LLC beneficially own 27,619 and 144,997 shares of Common Stock, respectively, constituting approximately 0.21% and 1.09%, respectively, of the Issued and Outstanding Shares. As the Managing Member of each of Parche, LLC and Starboard Value & Opportunity Fund, LLC, Admiral Advisors, LLC may be deemed to beneficially own the 27,619 shares and the 144,997 shares, respectively, of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, representing an aggregate of 172,616 shares, constituting approximately 1.3% of the Issued and Outstanding Shares. As the sole member of Admiral Advisors, LLC, Ramius Capital Group, LLC may be deemed to beneficially own the 27,619 shares and the 144,997 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, respectively, representing an aggregate of 172,616 shares, constituting approximately 1.3% of the Issued and Outstanding Shares. As the Managing Member of Ramius Capital Group, LLC, C4S & Co., LLC may be deemed to beneficially own the 27,619 shares and the 144,997 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 172,616 shares, constituting approximately 1.3% of the Issued and Outstanding Shares. As the Managing Members of C4S & Co., LLC, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the 27,619 shares and the 144,997 shares of Common Stock owned by Parche, LLC and Starboard Value & Opportunity Fund, LLC, respectively, representing an aggregate of 172,616 shares, constituting approximately 1.3% of the Issued and Outstanding Shares. Each of Messrs. Cohen, Stark, Solomon and Strauss share voting and dispositive power with respect to the 27,619 shares and the 144,997 shares owned by Parche, LLC, and Starboard Value & Opportunity Fund, LLC respectively, by virtue of their shared authority to vote and dispose of such shares. Messrs. Cohen, Stark, Solomon & Strauss disclaim beneficial ownership of such shares.

The Reporting Entities do not believe that certain of the foregoing information is called for by the Items of Schedule 13D and are disclosing it for supplemental informational purposes only. Information with respect to each of the Reporting Entities is given solely by such Reporting Entity and no Reporting Entity shall have responsibility for the accuracy or completeness of information supplied by another Reporting Entity.

(b) Each of the Reporting Entities may be deemed to have sole voting and dispositive power over the shares of Common Stock reported as beneficially owned by such person by virtue of their respective positions as described in paragraph (a), except that Messrs. Cohen, Stark, Solomon and Strauss have shared authority to vote and dispose of the shares reported as beneficially owned by them. Messrs. Cohen, Stark, Solomon and Strauss disclaim beneficial ownership of such shares. Except as set forth above, each of the other Reporting Entities may be

deemed to have sole voting and dispositive power with respect to the shares each reports as beneficially owned by such person, regardless of the fact that multiple Reporting Entities within the same chain of ownership report sole voting and dispositive power with respect to such shares. Each such Reporting Entity reports sole voting and dispositive power with respect to such shares based on such person's relationship to the other Reporting Entities within the same chain of ownership. Except to the extent expressly stated herein, each Reporting Entity disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Entity.

Item 5(c) of the Statement is hereby amended and supplemented as follows:

(c) As of the date of this filing, no person identified in Item 2 hereof has effected any transaction in shares of such Common Stock since the filing of the Statement, except to the extent disclosed herein.

Item 7. Material to be Filed as Exhibits .

Exhibit No.	Exhibit Description
99.3	Letter, dated April 25, 2006, from James A. Mitarotonda, the Chairman and Chief Executive Officer of Barington Capital Group, L.P., to Arthur M. Coffey, the President and Chief Executive Officer of the Company.

SIGNATURES

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

Dated: April 28, 2006

BARINGTON COMPANIES EQUITY PARTNERS, L.P.
By: Barington Companies Investors, LLC, its general partner

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Managing Member

BARINGTON COMPANIES INVESTORS, LLC

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Managing Member

/s/ James A. Mitarotonda
James A. Mitarotonda

BARINGTON COMPANIES OFFSHORE FUND, LTD. (BVI)

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Manager

BARINGTON INVESTMENTS, L.P.
By: Barington Companies Advisors, LLC, its general partner

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Authorized Signatory

BARINGTON COMPANIES ADVISORS, LLC

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: Authorized Signatory

BARINGTON CAPITAL GROUP, L.P.
By: LNA Capital Corp., its general partner

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: President and CEO

LNA CAPITAL CORP.

By: /s/ James A. Mitarotonda
Name: James A. Mitarotonda
Title: President and CEO

PARCHE, LLC
By: Admiral Advisors, LLC, its managing member

By: /s/ Morgan B. Stark
Name: Morgan B. Stark
Title: Authorized Signatory

STARBOARD VALUE & OPPORTUNITY FUND, LLC
By: Admiral Advisors, LLC, its managing member

By: /s/ Morgan B. Stark
Name: Morgan B. Stark
Title: Authorized Signatory

ADMIRAL ADVISORS, LLC
By: Ramius Capital Group, LLC, its
sole member

By: /s/ Morgan B. Stark__
Name: Morgan B. Stark
Title: Authorized Signatory

RAMIUS CAPITAL GROUP, LLC
By: C4S & Co., LLC, its Managing Member

By: /s/ Morgan B. Stark__
Name: Morgan B. Stark
Title: Managing Member

C4S & CO., LLC

By: /s/ Morgan B. Stark
Name: Morgan B. Stark
Title: Managing Member

/s/ Morgan B. Stark
Morgan B. Stark, individually and as attorney-in-fact for Peter A. Cohen, Jeffrey M. Solomon, and Thomas W. Strauss

SCHEDULE I

Directors and Officers of Barington Companies Offshore Fund, Ltd. (BVI)

Name and Position	Principal Occupation	Principal Business Address
James A. Mitarotonda Director and President	Chairman of Barington Capital Group, L.P.	888 Seventh Avenue 17 th Floor New York, NY 10019
Sebastian E. Cassetta Director	Executive Vice President and Chief Operating Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 th Floor New York, NY 10019
Jonathan Clipper Director	Managing Director of Bedford Management Ltd.	7 Reid Street, Suite 108 Hamilton HM11, Bermuda
Graham Cook Director	Director/Manager, Corporate Services of Byson Financial Services, Ltd.	Bison Court P.O. Box 3460 Road Town, Tortola British Virgin Islands
Forum Fund Services, Ltd. Secretary	Fund Administration	Washington Mall 1, 3 rd Flr. 22 Church Street Hamilton HM11, Bermuda
Melvyn Brunt Treasurer	Chief Financial Officer of Barington Capital Group, L.P.	888 Seventh Avenue 17 th Floor New York, NY 10019

SCHEDULE

This schedule sets forth information with respect to each purchase of Common Stock which was effectuated by a Reporting Entity since the filing of the Statement. All transactions were effectuated in the open market through a broker.

Shares purchased by Barington Companies Offshore Fund, Ltd.

Date	Number of Shares	Price Per Share	Cost(*)
10/13/2005	1,800	$7.000	$12,600.00
10/27/2005	31,000	$7.499	$232,469.00
11/8/2005	9,400	$7.150	$67,210.00
1/17/2006	10,000	$8.950	$89,500.00

Shares purchased by Barington Investments, L.P.

Date	Number of Shares	Price Per Share	Cost(*)
10/13/2005	1,800	$7.000	$12,600.00

(*) Excludes commissions and other execution-related costs.

EXHIBIT 99.3

Barington Capital Group, L.P.
888 Seventh Avenue
New York, New York 10019

April 25, 2006

Mr. Arthur M. Coffey
President and Chief Executive Officer
Red Lion Hotels Corporation
201 W. North River Drive
Suite 100
Spokane, WA 99201

Dear Art:

Barington Capital Group, L.P. represents a group of investors that owns approximately 6.9% of the outstanding common stock of Red Lion Hotels Corporation (the "Company"). As a follow-up to our phone conversation on April 18th, we are writing to reiterate our belief that the planned public offering of 5,500,000 shares of common stock is not in the best interests of the Company and its stockholders. In short, it is our belief that the public offering, as currently contemplated, is a very expensive form of financing that will be unnecessarily dilutive to the Company's stockholders. Furthermore, we believe that the intended use of the proceeds poorly serves the Company's growth objectives. We are convinced that there are a number of less costly and more effective forms of financing available that should be considered and that the proceeds raised should be used to grow the Company rather than retire debt that is not required to be repaid at this time.

Based on our review of the Form S-3 Registration Statement filed with the Securities and Exchange Commission on April 13, 2006, we believe that there are a number of reasons why the public offering is not the best alternative for the Company to pursue at this time:

- The estimated offering size of $62 million in gross proceeds, in our opinion, is too large for two reasons. First, any size over $50 million in gross proceeds triggers a mandatory redemption provision for 35% of the Company's 9.5% Trust Preferred. We acknowledge that the Trust Preferred is expensive paper, but it has a long maturity, receives partial equity credit from the ratings agencies and is tax deductible. Second, we believe that selling new equity amounting to nearly 30% of the Company's current share base is excessive at this time and dilutive to existing stockholders. Once the Company's near-term growth objectives are achieved, we believe that the Company will be able to raise equity capital under more attractive terms.

- The use of proceeds from the public offering, in our opinion, is not being efficiently deployed. Almost all of the estimated $62 million in proceeds from the public offering is being used for the following purposes: (a) to redeem the Trust Preferred, which could be avoided if the offering were smaller, (b) to prepay secured debt, which we believe should be a low repayment priority for the Company at this time (as we understand that it is fixed rate, well-collateralized and due in 5 to

7 years), and (c) to pay penalties and fees which are a byproduct of the offering and the early retirement of the secured debt. We question why the Company would incur the time, effort and expense to raise capital that leaves virtually no cash available for needed growth initiatives.

- The public offering is very expensive for stockholders given the large early prepayment penalties and the placement fees that will be incurred. The early redemption of the Trust Preferred requires the payment of a 5% premium to par or approximately $800,000. The early repayment of the secured debt will also trigger a prepayment penalty amounting to a staggering $5 million. Furthermore, the public offering will cost the Company an estimated $3.9 million in placement fees. Therefore, in total, it will cost the Company nearly $10 million in expenses (or approximately 16% of the gross proceeds raised) to consummate the contemplated public offering. Looking at it another way, assuming the Company is successful in raising equity at $12.31 per share as currently contemplated by the terms of the public offering, it will have effectively given away over 800,000 of the newly issued shares (or 4.4% of the Company's pro forma shares outstanding) to pay expenses. We believe that this is too high a price for shareholders to pay in order to retire debt that is not required to be repaid at this time.

At this critical stage in the Company's development, we believe that any capital raised should be used to grow the Red Lion brand. In our opinion, the public offering in its current form does not meet that objective, as it results in too much expensive equity capital being raised to retire cheaper debt financing. Further, once completed, the public offering leaves Red Lion with no growth capital available, only some additional flexibility under its credit facility which is generally a more restrictive and more costly form of financing than other available alternatives.

We therefore strongly recommend that the Company consider other financing alternatives that would be more beneficial to stockholders and that any new proceeds raised are used to facilitate the Company's expansion plans rather than to repay debt. At a minimum, we believe that the Company should be looking to raise a smaller amount of capital, approximately $30 to $40 million in gross proceeds, so as not to trigger the mandatory redemption of the Trust Preferred. This amount of additional capital would give management approximately $120 to $160 million of buying power in the real estate market (assuming acquisitions can be consummated at a 75% loan-to-value ratio) at likely more favorable lending terms given the secured component of real estate financing. Assuming that the Company can achieve healthy returns on capital from new acquisitions, we believe that the Company and its shareholders will be better off in the long-term pursuing such a course.

As for sources of capital, we believe that there are a number of alternatives to the contemplated public offering that are readily available and significantly less expensive to the Company including:

- a private placement of convertible preferred stock or debt;
- a rights offering to existing stockholders;
- the sale-leaseback of owned hotels in non-hub markets; and
- the divestiture of the Company's entertainment segment and non-core real estate assets.

With respect to the first two alternatives, if helpful, we are prepared to enter into discussions with you immediately regarding terms of a convertible security that meets the Company's financing requirements with respect to size, cash coupon, conversion premium and other conditions. We are also prepared to back-stop a rights offering up to a mutually agreed amount to ensure a successful capital raise. In addition, we are happy to assist you in any way should you elect to pursue either alternative with other capital providers. As for the final two alternatives, we believe that the Company should immediately begin exploring the sale of non-core assets to free up internal capital for future growth initiatives, regardless of how it decides to proceed regarding the financing.

Please note that as significant long-term investors in the Company, we are committed to enhancing shareholder value for the benefit of all of the Company's stockholders. We therefore stand ready to meet with you to discuss our thoughts in greater detail and provide you with any assistance we can regarding alternative financing options.

Sincerely,

/s/ James A. Mitarotonda

James A. Mitarotonda

cc: Donald K. Barbieri
Chairman of the Board

Anupam Narayan
Executive Vice President and Chief Financial Officer