

ALLIANCE IMAGING INC /DE/

Form SC 13G/A

February 08, 2007

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

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)**

ALLIANCE IMAGING, INC.

(Name of Issuer)

COMMON STOCK, par value \$0.01 per share

(Title of Class of Securities)

018606103

(CUSIP Number)

December 31, 2006

(Date of Event Which Requires Filing of this Statement)

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

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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 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).

CUSIP No. 18606103

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

KKR 1996 GP L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF -0-

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

25,944,570

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

-0-

SHARED DISPOSITIVE POWER:

WITH: 8

25,944,570

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

25,944,570

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

52.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

CUSIP No. 18606103

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

KKR Associates 1996, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF -0-

SHARED VOTING POWER:

6

SHARES BENEFICIALLY OWNED BY 25,944,570

SOLE DISPOSITIVE POWER:

7

EACH REPORTING PERSON -0-

SHARED DISPOSITIVE POWER:

8

WITH: 25,944,570

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

25,944,570

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

52.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 18606103

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

KKR 1996 Fund L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF -0-

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

25,944,570

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

-0-

SHARED DISPOSITIVE POWER:

WITH: 8

25,944,570

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

25,944,570

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

52.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

PN

CUSIP No. 18606103

NAMES OF REPORTING PERSONS:

1

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):

Viewer Holdings L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

2

(a)

(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

4

Delaware

SOLE VOTING POWER:

5

NUMBER OF 25,944,570

SHARED VOTING POWER:

SHARES BENEFICIALLY OWNED BY 6

-0-

SOLE DISPOSITIVE POWER:

EACH REPORTING PERSON 7

25,944,570

SHARED DISPOSITIVE POWER:

WITH: 8

-0-

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

9

25,944,570

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

o

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

52.1%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

OO

Item 1.

(a) Name of Issuer:

Alliance Imaging, Inc.

(b) Address of Issuer's Principal Executive Offices:

1900 South State College Boulevard
Suite 600
Anaheim, CA 928065

Item 2.

(a) Name of Persons Filing:

KKR 1996 GP L.L.C.
KKR Associates 1996, L.P.
KKR 1996 Fund L.P.
Viewer Holdings L.L.C.

(b) Address of Principal Business Office:

c/o Kohlberg Kravis Roberts & Co.
9 West 57th Street
New York, New York 10019

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share.

(e) CUSIP Number:

018606103

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership.

(a) Amount Beneficially Owned

Shares of common stock are directly held by Viewer Holdings L.L.C. As the senior member of Viewer Holdings L.L.C., KKR 1996 Fund L.P. may be deemed to be the beneficial owner of the shares of common stock held by Viewer Holdings L.L.C. As the sole general partner of KKR 1996 Fund L.P., KKR Associates 1996, L.P. may be deemed to be the beneficial owner of the shares of common stock held by Viewer Holdings L.L.C. As the sole general partner of KKR Associates 1996, L.P., KKR 1996 GP L.L.C. also may be deemed to be the

beneficial owner of the shares of common stock held by Viewer Holdings L.L.C. KKR 1996 GP L.L.C. is a Delaware limited liability company, the managing members of which are Messrs. Henry R. Kravis and George R. Roberts, and the other members of which are Messrs. Paul E. Raether, Michael W. Michelson, James H. Greene, Jr., Perry Golkin, Johannes Huth, Todd A. Fisher and Alexander Navab. Each of these individuals may be deemed to share beneficial ownership of any shares of common stock of Alliance Imaging, Inc. that KKR 1996 GP L.L.C. may beneficially own or be deemed to beneficially own, but disclaim any such beneficial ownership.

(b) Percent of Class:

See Item 11 of each cover page.

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

- (i) Sole power to vote or direct the vote:
See Item 5 of each cover page.
- (ii) Shared power to vote or to direct the vote:
See Item 6 of each cover page.
- (iii) Sole power to dispose or to direct the disposition of:
See Item 7 of each cover page.
- (iv) Shared power to dispose or to direct the disposition of:
See Item 8 of each cover page.

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

Not applicable.

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

See Item 4 above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

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.

Not applicable.

Page 8 of 10 Pages

SIGNATURES

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: February 7, 2007

KKR 1996 GP L.L.C.

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for Michael W. Michelson, Managing Member

KKR ASSOCIATES 1996, L.P.

By: KKR 1996 GP L.L.C.,
General Partner

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for Michael W. Michelson, Managing Member

KKR 1996 FUND L.P.

By: KKR Associates 1996, L.P.,
Sole General Partner

By: KKR 1996 GP L.L.C.,
General Partner

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for Michael W. Michelson, Managing Member

VIEWER HOLDINGS L.L.C.

By: /s/ Richard J. Kreider

Name: Richard J. Kreider
Title: Attorney-in-fact for Michael W. Michelson, President

EXHIBIT INDEX

Exhibit 1 JOINT FILING AGREEMENT is hereby incorporated by reference to Exhibit 1 to the Statement on Schedule 13G dated February 14, 2002.

Exhibit 2 POWER OF ATTORNEY is hereby incorporated by reference to Exhibit 2 to the Statement on Schedule 13G dated February 14, 2002.

Page 10 of 10 Pages