

PINNACLE ENTERTAINMENT INC.
Form DEFA14A
April 09, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

PINNACLE ENTERTAINMENT, INC.

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 22, 2012**

PINNACLE ENTERTAINMENT, INC.

PINNACLE ENTERTAINMENT, INC.

ATTN: INVESTOR RELATIONS

8918 SPANISH RIDGE AVENUE

LAS VEGAS, NV 89148

Meeting Information

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_ **Meeting Type:** Annual Meeting

_ **For holders as of:** March 27, 2012

_ **Date:** May 22, 2012 **Time:** 9:00 AM PDT

Location: Pinnacle s Corporate Offices

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8918 Spanish Ridge Avenue

Las Vegas, NV 89148

You are receiving this communication because you hold shares in the above named company.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

1. Notice & Proxy Statement
2. Annual Report

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- | | |
|-------------------------|--|
| 1) <i>BY INTERNET:</i> | www.proxyvote.com |
| 2) <i>BY TELEPHONE:</i> | 1-800-579-1639 |
| 3) <i>BY E-MAIL*:</i> | sendmaterial@proxyvote.com |

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* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

— Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 08, 2012 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

— **Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

— **Vote By Internet:** To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting items

The Board of Directors recommends you

vote FOR the following:

1. Election of Directors

Nominees

1a Stephen C. Comer

1b John V. Giovenco

1c Richard J. Goeglein

1d Bruce A. Leslie

1e James L. Martineau

1f Desirée Rogers

1g Anthony M. Sanfilippo

1h Jaynie M. Studenmund

5. Advisory approval of the Company's executive compensation.

6. Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for 2012.

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

The Board of Directors recommends you

vote FOR proposals 2, 3, 4, 5 and 6:

2. Amendment to the Company's 2005 Equity and Performance Incentive Plan.

3. Re-approval of the performance based compensation provisions of the Company's 2005 Equity and Performance Incentive Plan.

4. Amendment to the Company's 2008 Amended and Restated Directors Deferred Compensation Plan.

