

PINNACLE ENTERTAINMENT INC.

Form 425

December 24, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 22, 2015

PINNACLE ENTERTAINMENT, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-13641
(Commission

File Number)

95-3667491
(IRS Employer

Identification No.)

3980 Howard Hughes Parkway, Las Vegas,

Nevada
(Address of Principal Executive Offices)

89169
(Zip Code)

Registrant's telephone number, including area code: (702) 541-7777

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On December 22, 2015, PNK Entertainment, Inc., a wholly-owned subsidiary of Pinnacle Entertainment, Inc. (Pinnacle), filed a preliminary Form 10 registration statement (the Preliminary Form 10) under the Securities Exchange Act of 1934 with the U.S. Securities and Exchange Commission (the SEC). The Preliminary Form 10 was filed by PNK Entertainment, Inc. in furtherance of Pinnacle s previously announced plan to separate its real property (other than Belterra Park property and excess land in certain locations) from its operations, pursuant to a distribution of the shares of common stock of PNK Entertainment, Inc. to Pinnacle stockholders as contemplated by the Agreement and Plan of Merger, dated July 20, 2015, by and among Pinnacle, Gaming & Leisure Properties, Inc. (GLPI) and Gold Merger Sub, LLC. The Preliminary Form 10 can be found under PNK Entertainment, Inc. s filings on the SEC s EDGAR database at www.sec.gov as well as on Pinnacle s website under <http://investors.pnkinc.com/events.cfm>. Investors should read the Preliminary Form 10 because it contains important information about PNK Entertainment, Inc. and its separation from Pinnacle. The Preliminary Form 10 has not yet become effective. PNK Entertainment, Inc. common stock may not be sold nor may offers to buy be accepted prior to the time the Preliminary Form 10 becomes effective and this Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy shares of PNK Entertainment, Inc. common stock.

Additional Information

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended. In connection with the proposed transaction between GLPI and Pinnacle, GLPI has filed with the U.S. Securities and Exchange Commission a registration statement on Form S-4 (File No. 333-206649) that includes a preliminary joint proxy statement of GLPI and Pinnacle that also constitutes a prospectus of GLPI. This communication is not a substitute for the joint proxy statement/prospectus or any other document that GLPI or Pinnacle may file with the SEC or send to their shareholders in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE FORM S-4, INCLUDING THE PRELIMINARY JOINT PROXY STATEMENT/PROSPECTUS FILED AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC (INCLUDING THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS) IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You may obtain free copies of the preliminary joint proxy statement/prospectus and other relevant documents filed by GLPI and Pinnacle with the SEC at the SEC s website at www.sec.gov. Copies of the documents filed with the SEC by GLPI are available free of charge on GLPI s investor relations website at investors.glpropinc.com or by contacting GLPI s investor relations representative at (203) 682-8211. Copies of the documents filed with the SEC by Pinnacle are available free of charge on Pinnacle s investor relations website at investors.pnkinc.com or by contacting Pinnacle s investor relations department at (702) 541-7777.

Certain Information Regarding Participants

GLPI and Pinnacle and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction under the rules of the SEC. Investors may obtain information regarding the names, affiliations and interests of GLPI s directors and executive officers in GLPI s Annual Report on Form 10-K/A for the year ended December 31, 2014, which was filed with the SEC on November 9, 2015, and its proxy statement for its 2015 Annual Meeting of Shareholders, which was filed with the SEC on April 30, 2015. Investors may obtain information regarding the names, affiliations and interests of Pinnacle s directors and executive officers in Pinnacle s Annual Report on Form 10-K for the year ended December 31, 2014, which was filed with the SEC on March 2, 2015, and its proxy statement for its 2015 Annual Meeting of Stockholders, which was filed with the SEC on April 10, 2015. Other information regarding the participants in the proxy solicitation and a description of their

direct and indirect interests, by security holdings or otherwise, is contained in the preliminary joint proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction. Investors should read the definitive joint proxy statement/prospectus carefully and in its entirety when it becomes available before making any voting or investment decisions. You may obtain free copies of these documents at the SEC's website at www.sec.gov.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PINNACLE ENTERTAINMENT, INC.
(Registrant)

Date: December 23, 2015

By: /s/ John A. Godfrey
John A. Godfrey
Executive Vice President, General Counsel and
Secretary