

PINNACLE ENTERTAINMENT INC.
Form 425
February 16, 2016

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): February 16, 2016

PINNACLE ENTERTAINMENT, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

3980 Howard Hughes Parkway, Las Vegas,

001-13641
(Commission

File Number)

95-3667491
(IRS Employer

Identification No.)

89169

Nevada

(Address of Principal Executive Offices)

(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 February 16, 2016, Gaming and Leisure Properties, Inc. (GLPI) and Pinnacle Entertainment, Inc. (Pinnacle) issued a joint press release announcing the dates, times and locations of their respective special meetings to be held in connection with GLPI s pending acquisition of substantially all of Pinnacle s real estate assets following the spin-off of Pinnacle s operations (and certain real estate assets) into a separate public company. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release, dated February 16, 2016, issued by Gaming and Leisure Properties, Inc. and Pinnacle Entertainment, Inc.

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 SEC a registration statement on Form S-4/A (File No. 333-206649) that includes a definitive 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/A, INCLUDING THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS FILED AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You may obtain free copies of the definitive 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 the 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, its proxy statement for its 2015 Annual Meeting of Stockholders, which was filed with the SEC on April 10, 2015, and the Registration Statement on Form 10 filed by PNK Entertainment, Inc. (File No. 001-37666). 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 definitive 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 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.

Dated: February 16, 2016

PINNACLE ENTERTAINMENT, INC.

By: /s/ Elliot D. Hoops

Name: Elliot D. Hoops

Title: Vice President and Legal Counsel

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1	Press Release, dated February 16, 2016, issued by Gaming and Leisure Properties, Inc. and Pinnacle Entertainment, Inc.
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