

PINNACLE ENTERTAINMENT INC.

Form 425

April 07, 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): April 7, 2016**

**PINNACLE ENTERTAINMENT, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**3980 Howard Hughes Parkway, Las Vegas, Nevada**

**001-13641**  
**(Commission**

**File Number)**

**95-3667491**  
**(IRS Employer**

**Identification No.)**

**89169**

(Address of principal executive offices) (Zip Code)  
Registrant's Telephone Number, including area code: (702) 541-7777

N/A

(Former name or former address, if changed since last report)

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:

- 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 April 7, 2016, Pinnacle Entertainment, Inc. ( Pinnacle ) issued a press release announcing that its Board of Directors approved the distribution of one share of PNK Entertainment, Inc. common stock for each share of common stock of Pinnacle (the Distribution ) held of record as of April 18, 2016 (the Record Date ), subject to certain terms and conditions. The Distribution is expected to be made on April 28, 2016. The Distribution was announced in connection with the Agreement and Plan of Merger (as amended, the Merger Agreement ), dated July 20, 2015, by and among Pinnacle, Gaming and Leisure Properties, Inc. ( GLPI ) and Gold Merger Sub, LLC ( Gold Merger Sub ) and is subject to the fulfillment or waiver of the applicable conditions of the Merger Agreement (and the related Separation and Distribution Agreement), including approval of the transactions by the Louisiana Gaming Control Board. If the applicable conditions of the Merger Agreement (and the related Separation and Distribution Agreement) are not satisfied or if the Distribution is not made within sixty days of the Record Date, the declaration of the Distribution will be null and void.

The Distribution will effectuate the spin-off of Pinnacle s operations (and Pinnacle s Belterra Park property and excess land at certain locations) into an independent publicly traded company ( OpCo ). Immediately following the Distribution, Pinnacle will merge with and into Gold Merger Sub, with Gold Merger Sub surviving the merger as a wholly-owned subsidiary of GLPI, following which GLPI will own substantially all of Pinnacle s real property assets, excluding Pinnacle s Belterra Park property and excess land at certain locations. In connection with the separation of OpCo from Pinnacle, OpCo will enter into a triple-net master lease agreement with GLPI pursuant to which it will lease from GLPI the real property assets associated with fourteen of the gaming facilities used in its operations. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statement and Exhibits.**

(d) *Exhibits.*

**Exhibit No. Description**

Exhibit 99.1 Press release, dated April 7, 2016, issued by Pinnacle Entertainment, Inc.

**Additional Information**

This Current Report on Form 8-K and Exhibit 99.1 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 (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. The registration statement on Form S-4 was declared effective by the SEC on February 16, 2016. Pinnacle mailed the definitive proxy statement/prospectus to its stockholders on or about February 16, 2016, and its stockholders approved the transaction on March 15, 2016. 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](http://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](http://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](http://investors.pnkinc.com) or by contacting Pinnacle's investor relations department at (702) 541-7777.

### **Forward Looking Statements**

All statements included in this Current Report on Form 8-K, other than historical information or statements of historical fact, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Words such as, but not limited to, believes, expects, anticipates, estimates, intends, plans, could, may, will, should, and similar expressions are intended to identify forward-looking statements. Such forward-looking statements, may include, without limitation, statements regarding (a) the transaction between Pinnacle and Gaming and Leisure Properties, Inc. (NASDAQ: GLPI) whereby Pinnacle would sell its real estate assets to GLPI and spin-off Pinnacle's operations into a

new public company; the ability of Pinnacle to obtain the financing necessary to complete the transaction with GLPI; receipt of regulatory approvals and the consummation of the transaction and the timing thereof and (b) the transaction between Pinnacle and a subsidiary of GLPI whereby Pinnacle would acquire the operations of the Meadows Racetrack and Casino (the Meadows Transaction), the consummation of the Meadows Transaction and the timing thereof, the satisfaction of various closing conditions, including the expiration or termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and obtaining approval of the Pennsylvania Gaming Control Board and the Pennsylvania Harness Racing Commission. All forward-looking statements rely on a number of assumptions, estimates and data concerning future results and events and are subject to a number of uncertainties and other factors, many of which are outside Pinnacle's control that could cause actual results to differ materially from actual those reflected in such statements. There is no assurance that a transaction with GLPI or the Meadows Transaction will be completed on any particular timeframe or at all. Accordingly, Pinnacle cautions that the forward-looking statements contained herein are qualified by these and other important factors and uncertainties that could cause results to differ materially from those reflected by such statements. For more information on the potential factors, please review Pinnacle's filings with the SEC, including, but not limited to, its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q and its Current Reports on Form 8-K.

**SIGNATURES**

Pursuant to the requirements of 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: April 7, 2016

By: /s/ Elliot D. Hoops  
**Elliot D. Hoops**  
**Vice President and Legal Counsel**

**INDEX TO EXHIBITS**

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