

Gold Merger Sub, LLC  
Form 4  
April 29, 2016

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ATWOOD CHARLES L**

(Last) (First) (Middle)

**C/O PINNACLE  
ENTERTAINMENT, INC., 3980  
HOWARD HUGHES PARKWAY**

(Street)

**LAS VEGAS, NV 89169**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**Gold Merger Sub, LLC [PNK]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/28/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|---|--|--|---|---|
| Common<br>Stock                       | 04/28/2016                              |   | D <sup>(1)(2)</sup>                     | V Amount<br>5,914<br><sup>(3)</sup>  | (A)<br>or<br>(D) Price<br>D <sup>(4)</sup> 0   | D   |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
**(e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

ATWOOD CHARLES L  
C/O PINNACLE ENTERTAINMENT, INC.  
3980 HOWARD HUGHES PARKWAY  
LAS VEGAS, NV 89169

X

## Signatures

/s/ Elliot D. Hoops, Attorney-In-Fact for Charles L.  
Atwood

04/29/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Disposed of pursuant to the Agreement and Plan of Merger, dated as of July 20, 2015 (the "Merger Agreement"), by and among the Pinnacle Entertainment, Inc. (the "Issuer"), Gaming and Leisure Properties, Inc., a Pennsylvania corporation ("Parent"), and Gold Merger Sub, LLC, a Delaware limited liability company and a wholly owned subsidiary of Parent ("Merger Sub"), providing for the merger of (1) Merger Sub with and into the Issuer (the "Merger"), with Merger Sub surviving the Merger as a wholly owned subsidiary of Parent and/or the Employee Matters Agreement, dated as of April 28, 2016, by and between the Issuer and OpCo (as defined below) (the "Employee Matters Agreement"). In connection with the Merger, the Issuer separated its operating assets (and certain real estate assets) and liabilities into a newly formed subsidiary PNK Entertainment, Inc.

(Continued from Footnote 1) (which at closing changed its named to Pinnacle Entertainment, Inc.) ("OpCo") and, immediately prior to the closing of the Merger, the Company distributed to its stockholders, on a pro rata basis, all of the issued and outstanding shares of common stock of OpCo (such distribution referred to as the "Spin-Off").

(3) Consists of 5,914 restricted stock units ("RSUs"). Each RSU represents a contingent right to acquire one share of Issuer common stock based on the achievement of a one year vesting period.

(4) At the time of the Spin-Off, each RSU granted after July 16, 2015 (5,914), was converted (and the number of RSUs was adjusted pursuant to the Employee Matters Agreement) into an adjusted OpCo RSU on the same terms and conditions that were applicable to such RSUs prior to the Spin-Off. The market value of a share of OpCo common stock is \$11.51 per share, based on the trading price of OpCo common stock as of the end of trading on April 27, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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