

PINNACLE ENTERTAINMENT INC.
Form DEFA14A
May 09, 2011

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A**

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.
 - (1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

The following communication has been provided to certain stockholders of Pinnacle Entertainment, Inc.:

**8918 SPANISH RIDGE AVENUE
LAS VEGAS, NEVADA 89148**

May 9, 2011

Dear Fellow Stockholder:

On or about April 12, 2011, Pinnacle Entertainment, Inc. (the Company) furnished or otherwise made available to stockholders its Proxy Statement describing the matters to be voted upon at the Annual Meeting of Stockholders (the Annual Meeting) to be held on May 24, 2011. At the Annual Meeting, stockholders are being asked, among other things, to elect seven directors to serve on the Company's Board of Directors for the coming year, each to hold office until the next annual meeting of stockholders (and until each such director's successor shall have been duly elected and qualified).

Following the Company's review of the recently published analysis of the Company's Proxy Statement by ISS Proxy Advisory Services (ISS) and to facilitate the election of Anthony M. Sanfilippo as a director of the Company, the Company filed a Current Report on Form 8-K on May 9, 2011, to clarify that during the fiscal year ended December 31, 2010, Anthony M. Sanfilippo attended all meetings (100%) of the Board of Directors and committees on which he served following his appointment on March 14, 2010, as the Company's President, Chief Executive Officer and director. Because Mr. Sanfilippo was not a director of the Company from January 1, 2010 to March 13, 2010, he could not have attended seventy-five percent (75%) of the aggregate of all meetings of the Board of Directors and committees on which he served that were held during the entire fiscal year ended December 31, 2010.

In its original published analysis regarding the Company's Proxy Statement, ISS recommended a vote AGAINST the election of Anthony M. Sanfilippo as a director. **As a result of the Form 8-K filed on May 9, 2011, ISS today changed its recommendation to a vote FOR the election of Anthony M. Sanfilippo as a director of the Company and has issued an alert to that effect.**

Sincerely,

John A. Godfrey,
Executive Vice President, General Counsel and
Secretary