

**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): **July 13, 2015**

**Eldorado Resorts, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction  
of incorporation)

**001-36629**

(Commission File Number)

**46-3657681**

(IRS Employer  
Identification No.)

**100 West Liberty Street, Suite 1150**

**Reno, NV**

(Address of principal executive offices)

**89501**

(Zip Code)

Registrant's telephone number, including area code **(775) 328-0100**

**Not Applicable**

(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 7.01. Regulation FD Disclosure.**

The information contained in this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise incorporated by reference in any filing pursuant to the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific references in such a filing. The furnishing of the information in this report, including the exhibits furnished herewith, is not intended to, and does not, constitute a determination or admission as to the materiality or completeness of such information. Unless the context otherwise requires, references in this current report on Form 8-K to the "Registrant," "Company," "we," "our" and "us" refer to Eldorado Resorts, Inc. and its consolidated subsidiaries.

**Preliminary operating results for quarter ended June 30, 2015**

Although our results of operations for the quarter ended June 30, 2015 are not yet available, the following reflects our current expectations for that period: We expect consolidated net revenues in the range of \$180 million to \$185 million for the quarter ended June 30, 2015, compared to pro forma consolidated net revenues of \$186.6 million for the quarter ended June 30, 2014, after giving effect to the Merger and we expect consolidated Adjusted EBITDA in the range of \$35.5 million to \$37.5 million for the quarter ended June 30, 2015. Pro forma Adjusted EBITDA after giving effect to the Merger was \$35.4 million for the quarter ended June 30, 2014.

The estimates set forth above are based solely on currently available information, which is subject to change and have not been reviewed by our independent auditors. We have not finalized our financial statement closing process or the audit of financial statements for the quarter ended June 30, 2015. During the

course of this process we may identify items that would require us to make adjustments to our preliminary operating results described above. As a result, the discussion above constitutes forward-looking statements and, therefore, we caution you that these statements are subject to risks and uncertainties, including possible adjustments to our preliminary operating results and the risk factors highlighted in our public filings.

Adjusted EBITDA (defined below), a non GAAP financial measure, has been presented as a supplemental disclosure because it is a widely used measure of performance and basis for valuation of companies in our industry and we believe that this non GAAP supplemental information will be helpful in understanding the Company's ongoing operating results. Adjusted EBITDA represents (losses) earnings before interest expense (income), income tax expense (benefit), depreciation and amortization, corporate management fee, (loss) gain on the sale or disposal of property, other regulatory gaming assessment costs, loss on asset impairment, acquisition/strategic transaction costs, gain on retirement of supplemental executive retirement plan assets, change in fair value of supplemental executive retirement plan assets, foreign currency transaction (gain) loss and other expenses to the extent that such items existed in the periods presented. Adjusted EBITDA is not a measure of performance or liquidity calculated in accordance with U.S. GAAP, is unaudited and should not be considered an alternative to, or more meaningful than, net income (loss) as an indicator of our operating performance. Uses of cash flows that are not reflected in Adjusted EBITDA include capital expenditures, interest payments, income taxes, debt principal repayments and certain regulatory gaming assessments, which can be significant. As a result, Adjusted EBITDA should not be considered as a measure of our liquidity. Other companies that provide Adjusted EBITDA information may calculate Adjusted EBITDA differently than we do. The definition of Adjusted EBITDA may not be the same as the definitions used in any of the Company's debt agreements.

**Item 8.01. Other Events.**

On July 13, 2015, the Company issued a press release announcing it has commenced a cash tender offer and consent solicitation for outstanding notes of its wholly-owned subsidiaries. A copy of the press release is attached as Exhibit 99.1 hereto and is hereby incorporated by reference to this Item 8.01.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 13, 2015.

**SIGNATURES**

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.

**ELDORADO RESORTS, INC.,  
a Nevada corporation**

Date: July 13, 2015

By:

/s/ Gary L. Carano

Name: Gary L. Carano

Title: Chief Executive Officer



FOR IMMEDIATE RELEASE

**ELDORADO RESORTS, INC. COMMENCES CASH TENDER OFFERS FOR  
OUTSTANDING NOTES OF WHOLLY-OWNED SUBSIDIARIES AND CONSENT SOLICITATIONS**

Reno, Nev. (July 13, 2015) — Eldorado Resorts, Inc. (NASDAQ: ERI) (“Eldorado,” “ERI,” or “the Company”) announced today that it has commenced a cash tender offer and consent solicitation (the “Resorts Tender Offer”) for any and all of the \$168.0 million in aggregate principal amount of outstanding 8.625% Senior Secured Notes due 2019 (the “Resorts Notes”) issued by its wholly-owned subsidiaries Eldorado Resorts LLC and Eldorado Capital Corp. In addition, the Company announced that it has commenced a cash tender offer and consent solicitation (the “MTR Tender Offer” and, together with the Resorts Tender Offer, the “Tender Offers”) for any and all of the \$560.7 million in aggregate principal amount of outstanding 11.50% Senior Secured Second Lien Notes due 2019 (the “MTR Notes” and, together with the Resorts Notes, the “Notes”) issued by its wholly-owned subsidiary MTR Gaming Group, Inc.

The Tender Offers are scheduled to expire at 12:00 a.m., New York City time, on August 7, 2015, unless extended or earlier terminated by the Company. Tendered notes may be withdrawn at any time on or prior to the earlier of (i) 5:00 p.m., New York City time, on July 22, 2015, unless extended or earlier terminated by the Company (the “Consent Date”) or (ii) the date and time the Company and the trustee execute the applicable supplemental indenture (the “Withdrawal Time”). Other than as required by applicable law, tendered Notes may not be withdrawn after the applicable Withdrawal Time. Holders tendering their Notes will be required to consent to certain proposed amendments to the indentures governing the Resorts Notes or MTR Notes, as applicable.

Holders who validly tender (and do not validly withdraw) their Resorts Notes on or prior to the Consent Date will receive total consideration of \$1,047.92 per \$1,000 principal amount of Resorts Notes, which includes a cash consent payment of \$30.00 per \$1,000 principal amount of Resorts Notes tendered (the “Resorts Consent Payment”). Holders who validly tender their Resorts Notes after the Consent Date but prior to the Expiration Date will not be eligible to receive the Resorts Consent Payment, but will receive tender consideration of \$1,017.92 per \$1,000 principal amount of Resorts Notes tendered. Holders who validly tender (and do not validly withdraw) their Resorts Notes also will be paid accrued and unpaid interest up to, but not including, the date of payment for such Resorts Notes (if such Resorts Notes are accepted for purchase).

Holders who validly tender (and do not validly withdraw) their MTR Notes on or prior to the Consent Date will receive total consideration of \$1,066.39 per \$1,000 principal amount of MTR Notes, which includes a cash consent payment of \$30.00 per \$1,000 principal amount of MTR Notes tendered (the “MTR Consent Payment”). Holders who validly tender their MTR Notes

---

after the Consent Date but prior to the Expiration Date will not be eligible to receive the MTR Consent Payment, but will receive tender consideration of \$1,036.39 per \$1,000 principal amount of MTR Notes tendered. Holders who validly tender (and do not validly withdraw) their MTR Notes also will be paid accrued and unpaid interest up to, but not including, the date of payment for such MTR Notes (if such MTR Notes are accepted for purchase).

The obligation of the Company to accept for purchase, and to pay for, the Notes and consents validly tendered and not validly withdrawn pursuant to the Tender Offers is conditioned upon the satisfaction or waiver of certain conditions (including a financing condition) that are described in the Company’s Offer to Purchase and Consent Solicitation Statement dated July 13, 2015 (the “Offer to Purchase”).

The Company has engaged J.P. Morgan Securities LLC (“J.P. Morgan”) to act as dealer manager and solicitation agent in connection with the Tender Offers. Questions regarding the Tender Offers may be directed to J.P. Morgan at (212) 270-1200 (collect), (800) 245-8812 (US toll-free).

The Company has engaged Ipreo LLC as information agent and depository in connection with the Tender Offers. Questions regarding the Tender Offers may be directed to Ipreo LLC at (888) 593-9546 (toll free).

This press release is for informational purposes only and is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consent with respect to any securities. The Tender Offers are being made solely pursuant to the Offer to Purchase and the related letter of transmittal and consent, which set forth the complete terms of the Tender Offers.

**About Eldorado Resorts, Inc.**

Eldorado Resorts, Inc. is a casino entertainment company that owns and operates six properties in five states, including the Eldorado Resort Casino and the Silver Legacy Resort Casino (a 50/50 joint venture with MGM Resorts International) in Reno, NV; the Eldorado Resort Casino in Shreveport, LA; Scioto Downs Racino in Columbus, OH; Mountaineer Casino Racetrack & Resort in Chester, WV; and Presque Isle Downs & Casino in Erie, PA. For more information, please visit [www.eldoradoresorts.com](http://www.eldoradoresorts.com).

**Forward-Looking Statements**

*This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements regarding our strategies, objectives and plans for future development or acquisitions of properties or operations, as well as expectations, future operating results and other information that is not historical information. When used in this press release, the terms or phrases such as “anticipates,” “believes,” “projects,” “plans,” “intends,” “expects,” “might,” “may,” “estimates,” “could,” “should,” “would,” “will likely continue,” and variations of such words or similar expressions are intended to identify forward-looking statements. Forward-looking statements speak only as of the date they are made, and we assume no duty to update forward-looking statements. Although our expectations, beliefs and projections are expressed in good faith and with what we believe is a reasonable basis, there can be no assurance that these expectations, beliefs and projections will be realized. There are a number of risks and uncertainties that could cause our actual results to differ materially from those expressed in the forward-looking statements which are included elsewhere in this press release. Other factors beyond those listed below could also adversely affect us. Such risks,*

---

*uncertainties and other important factors include, but are not limited to: our ability to consummate the purchase of Circus Circus Reno and the 50% interest in Silver Legacy; our ability to obtain financing for the purchase of Circus Circus Reno and the 50% interest in Silver Legacy on terms that are acceptable to us, or at all; our ability to integrate the operations of Circus Circus Reno, the Silver Legacy and the MTR Gaming properties and realize the benefit of the purchase of such properties; our substantial indebtedness and significant financial commitments could adversely affect our results of operations and our ability to service such obligations; we may not be able to refinance our substantial outstanding indebtedness on terms that are satisfactory to us, or at all; restrictions and limitations in agreements governing our debt could significantly affect our ability to operate our business and our liquidity; our facilities operate in very competitive environments and we face increasing competition; our dependence on our Nevada, Louisiana, West Virginia, Pennsylvania and Ohio casinos for substantially all of our revenues and cash flows; our operations are particularly sensitive to reductions in discretionary consumer spending and are affected by changes in general economic and market conditions; our gaming operations are highly regulated by governmental authorities and the cost of complying or the impact of failing to comply with such regulations; the inability to realize cost savings or revenues or to implement integration plans and other consequences associated with mergers and acquisitions, including the recent merger with MTR Gaming Group, Inc.; increases in gaming taxes and fees in jurisdictions in which we operate; risks relating to pending claims or future claims that may be brought against us; changes in interest rates and capital and credit markets; our ability to comply with certain covenants in our debt documents; the effect of disruptions to our information technology and other systems and infrastructure; construction factors relating to maintenance and expansion of operations; our ability to attract and retain customers; weather or road conditions limiting access to our properties; the effect of war, terrorist activity, natural disasters and other catastrophic events; and the intense competition to attract and retain management and key employees in the gaming industry.*

*In light of these and other risks, uncertainties and assumptions, the forward-looking events discussed in this press release might not occur. These forward-looking statements speak only as of the date of this press release, even if subsequently made available on our website or otherwise, and we do not intend to update publicly any forward-looking statement to reflect events or circumstances that occur after the date on which the statement is made, except as may be required by law.*

**Contact:**

Thomas Reeg  
President  
Eldorado Resorts, Inc.  
775/328-0112  
[investorrelations@eldoradoresorts.com](mailto:investorrelations@eldoradoresorts.com)

Joseph N. Jaffoni, Richard Land  
JCIR  
212/835-8500  
[eri@jcir.com](mailto:eri@jcir.com)

###

---