

**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 1, 2020

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, Nevada
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00001 par value	ERI	NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

As previously disclosed, on July 10, 2019, Eldorado Resorts, Inc., a Nevada corporation (the “Company”), and its wholly-owned subsidiaries Isle of Capri Casinos LLC, a Delaware limited liability company, IOC-Vicksburg, Inc., a Delaware corporation, IOC-Vicksburg, L.L.C., a Delaware limited liability company, Rainbow Casino-Vicksburg Partnership, L.P., a Mississippi limited partnership (“Rainbow”), and IOC-Kansas City, Inc., a Missouri corporation (“IOC Kansas City”), entered into an Equity Purchase Agreement (the “Equity Purchase Agreement”) with Twin River Management Group, Inc., a Delaware corporation (“TRMG”), Premier Entertainment Vicksburg, LLC, a Delaware limited liability company (“Buyer Sub”) (each of TRMG and Buyer Sub a “Buyer” and collectively the “Buyers”), and solely for purposes of Sections 1.5 and 8.20 of the Equity Purchase Agreement, Twin River Worldwide Holdings, Inc., a Delaware corporation, pursuant to which Buyers agreed to purchase all of the outstanding equity interests in Rainbow and IOC Kansas City for aggregate consideration of \$230,000,000, subject to a working capital adjustment (the “Sale”).

On July 1, 2020, the Sale was consummated in accordance with the terms of the Equity Purchase Agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 2, 2020, of the Company announcing completion of the Sale.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: July 2, 2020

ELDORADO RESORTS, INC.

By: /s/ Thomas R. Reeg

Name: Thomas R. Reeg

Title: Chief Executive Officer



**ELDORADO RESORTS COMPLETES DIVESTITURE OF ISLE OF CAPRI CASINO KANSAS CITY
AND LADY LUCK CASINO VICKSBURG TO TWIN RIVER FOR \$230 MILLION IN CASH**

RENO, Nev. (July 2, 2020) – Eldorado Resorts, Inc. (NASDAQ: ERI) (“Eldorado,” “ERI,” or “the Company”) announced today that it completed its previously announced transaction to divest Isle of Capri Casino Kansas City and Lady Luck Casino Vicksburg to Twin River Worldwide Holdings, Inc. (NYSE: TRWH) for \$230 million in cash subject to working capital adjustments.

Tom Reeg, Chief Executive Officer of Eldorado, commented, “The sale of these two assets is consistent with our continued focus on reducing debt ahead of the expected closing for the Caesars transaction.”

Macquarie Capital is acting as exclusive financial advisor and Milbank LLP is acting as legal counsel to Eldorado in connection with the transactions.

About Eldorado Resorts, Inc.

Eldorado is a leading casino entertainment company that owns and operates twenty-one properties in eleven states, including Colorado, Florida, Illinois, Indiana, Iowa, Louisiana, Mississippi, Missouri, Nevada, New Jersey, and Ohio. In aggregate, Eldorado’s properties feature approximately 22,400 slot machines, VLTs and e-tables and approximately 640 table games, and over 11,200 hotel rooms. For more information, please visit www.eldoradoresorts.com

Cautionary Statement Regarding Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the current expectations of Eldorado and are subject to uncertainty and changes in circumstances. These forward-looking statements include, among others, statements regarding the timing and completion of the merger with Caesars Entertainment Corporation. These forward-looking statements may be identified by the use of words such as “expect,” “anticipate,” “believe,” “estimate,” “potential,” “should,” “will” or similar words intended to identify information that is not historical in nature. The inclusion of such statements should not be regarded as a representation that the forward-looking events discussed in this document will occur or be achieved. There is no assurance that the merger with Caesars Entertainment Corporation will be consummated, and there are a number of risks and uncertainties that could cause actual results to differ materially from the forward-looking statements made herein. Information on risks and uncertainties is available in Eldorado’s recent filings with the SEC, including its reports on Form 10-K, Form 10-Q and Form 8-K. Other unknown or unpredictable factors may also cause actual results to differ materially from those projected by the forward-looking statements.

The forward-looking statements in this document speak only as of date of this document. These factors are difficult to anticipate and are generally beyond the control of Eldorado. Eldorado undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless required to do so by law.

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