
**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): February 28, 2018

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))

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.

On February 28, 2018, Eldorado Resorts, Inc. issued a press release that it entered into definitive agreements to sell substantially all of the assets and liabilities of Presque Isle Downs & Casino in Erie, Pennsylvania and Lady Luck Casino Vicksburg in Vicksburg, Mississippi to Churchill Downs Incorporated. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.

Description

99.1 [Press Release dated February 28, 2018](#)

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: February 28, 2018

By: /s/ Gary L. Carano

Name: Gary L. Carano

Title: Chief Executive Officer



**ELDORADO RESORTS ENTERS INTO DEFINITIVE AGREEMENTS TO SELL
PRESQUE ISLE DOWNS & CASINO AND LADY LUCK CASINO VICKSBURG**

Reno, Nev., (February 28, 2018) — Eldorado Resorts, Inc. (NASDAQ: ERI) (“Eldorado” or the “Company”) announced today that it entered into definitive agreements to sell substantially all of the assets and liabilities of Presque Isle Downs & Casino in Erie, Pennsylvania and Lady Luck Casino Vicksburg in Vicksburg, Mississippi to Churchill Downs Incorporated (NASDAQ: CHDN). Under the terms of the agreements, Churchill Downs will purchase Presque Isle Downs & Casino for cash consideration of approximately \$178.9 million and Lady Luck Casino Vicksburg for cash consideration of approximately \$50.6 million, in each case subject to a customary working capital adjustment.

Both transactions are subject to receipt of required regulatory approvals, termination of the waiting period under the Hart-Scott-Rodino Act and other customary closing conditions, including, in the case of Presque Isle Downs & Casino, the prior closing of the sale of Lady Luck Casino Vicksburg. The Lady Luck Casino Vicksburg transaction is expected to close in the second quarter of 2018, and the Presque Isle Downs & Casino transaction is expected to close in late 2018.

Gary Carano, Chairman and Chief Executive Officer of Eldorado, commented, “Our agreements to divest Presque Isle and Lady Luck Vicksburg are consistent with our strategy to maximize returns from our portfolio of regional gaming assets through investments in new properties as well as opportunistic divestitures. The sale price represents an attractive multiple of these properties’ trailing twelve months cash flows. We remain fully committed to expanding our platform into growth markets that we believe have the potential for high returns as well as deploying capital toward high return investments in our existing properties.”

Macquarie Capital is acting as exclusive financial advisor to Eldorado in connection with the proposed transactions.

About Eldorado Resorts, Inc.

Eldorado Resorts is a leading casino entertainment company that owns and operates twenty properties in ten states, including Colorado, Florida, Iowa, Louisiana, Mississippi, Missouri, Nevada, Ohio, Pennsylvania and West Virginia. In aggregate, Eldorado’s properties feature approximately 21,000 slot machines and VLTs and 600 table games, and over 7,000 hotel rooms. For more information, please visit www.eldoradorresorts.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning 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 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 such plans, estimates or expectations will be achieved. There is no assurance that the potential transactions will be consummated on the terms described herein, or at all. There are a number of risks and uncertainties

that could cause actual results to differ materially from the forward-looking statements made herein. These risks and uncertainties include (a) the timing to consummate the proposed sales, (b) the ability and timing to obtain required regulatory approvals (including approval from gaming regulators and expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976) and satisfy or waive other closing conditions; (d) our ability to identify and execute acquisition and investment opportunities; and (e) the risk factors disclosed in Eldorado's most recent Annual Report on Form 10-K and other filings with the Securities and Exchange Commission. Forward-looking statements reflect the analysis of our management as of the date of this release. We undertake no obligations to revise these statements to reflect subsequent developments, except as required under the federal securities laws. Readers are cautioned not to place undue reliance on any of these forward-looking statements.

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