

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 earliest event reported): July 18, 2014

MTR GAMING GROUP, INC.

(exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

000-20508

(Commission File Number)

84-1103135

(IRS Employer Identification Number)

STATE ROUTE 2 SOUTH, P.O. BOX 356, CHESTER, WEST VIRGINIA

(Address of principal executive offices)

26034

(Zip Code)

Registrant's Telephone Number, Including Area Code: (304) 387-8000

N/A

(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 obligations 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 5.07. Submission of Matters to a Vote of Security Holders.

MTR Gaming Group, Inc. (the "Company") held a Special Meeting of Stockholders (the "Special Meeting") on July 18, 2014. The following is a summary of the matters voted upon at the Special Meeting and the votes cast on each matter.

Proposal 1: To approve and adopt the Agreement and Plan of Merger, dated as of September 9, 2013, as amended November 18, 2013, February 13, 2014 and May 13, 2014, by and among MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, Eldorado HoldCo LLC ("Eldorado") and certain other parties thereto.

The stockholders approved and adopted the Agreement and Plan of Merger. The number and type of votes cast with respect to the proposal were as follows:

For	Against	Abstain
23,131,295	52,815	373,644

Proposal 2: To approve, on an advisory (non-binding) basis, the compensation that may be paid or become payable to MTR's named executive officers in connection with the mergers.

The stockholders approved on an advisory, non-binding basis the compensation paid to our named executive officers that may be paid or become payable to MTR's named executive officers in connection with the mergers as disclosed in the Company's proxy statement/prospectus, included with the Company's Registration Statement on Form S-4 (File No. 333-192086), filed on June 16, 2014. The number and type of votes cast with respect to this proposal, as well as the number of broker non-votes with respect to such proposal, were as follows:

For	Against	Abstain
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Item 8.01. Other Events.

On July 18, 2014, the Company and Eldorado issued a joint press release. The press release, attached hereto as Exhibit 99.1, is incorporated herein by reference.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated July 18, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MTR GAMING GROUP, INC.

By: /S/ JOHN W. BITTNER, JR.

John W. Bittner, Jr.

Executive Vice President and Chief Financial Officer

Date: July 18, 2014

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Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated July 18, 2014

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FOR IMMEDIATE RELEASE

MTR Gaming Group Stockholders Approve Merger Agreement with Eldorado HoldCo LLC

CHESTER, WV and RENO, NV — July 18, 2014 — MTR Gaming Group, Inc. (NasdaqGS: MNTG) (“MTR”) announced that, at its special meeting of stockholders held today, a majority of the outstanding shares of MTR’s common stock voted to approve the merger agreement (the “Merger Agreement”) with Eldorado HoldCo LLC (“Eldorado”).

“We are pleased with the outcome of today’s special meeting, and I want to thank our stockholders for approving the merger agreement,” said Joseph L. Billhimer, President and Chief Operating Officer of MTR Gaming Group, Inc. “We believe upon closing of the mergers that the new Eldorado will create greater long-term value for all stakeholders through an expanded and diversified gaming portfolio across the country.”

“Today’s approval of the merger agreement is a key milestone toward completing the merger of Eldorado and MTR,” said Gary Carano, President of Eldorado Resorts LLC, who will become Chairman of the Board and Chief Executive Officer of the combined company following closing. “When completed, this transaction will create a new gaming company with a diversified portfolio and the financial flexibility to capitalize on future growth opportunities. It is an exciting time for Eldorado and MTR, our collective team members, stakeholders and valued customers, and we are looking forward to our combined future.”

As previously announced, MTR, Eldorado and certain of their affiliates entered into a Merger Agreement, pursuant to which MTR and Eldorado will become wholly-owned subsidiaries of Eclair Holdings Company (“ERI”), which will be renamed “Eldorado Resorts, Inc.” The final approval from MTR stockholders satisfies one of the conditions to the proposed transaction. The proposed combination has been approved by West Virginia and Louisiana and remains subject to certain conditions and approvals, including final regulatory approvals from gaming regulators in Nevada, Ohio and Pennsylvania, registration and listing of ERI shares and customary closing conditions.

About MTR Gaming Group, Inc.

MTR Gaming Group, Inc. is a hospitality and gaming company that through subsidiaries owns and operates Mountaineer Casino, Racetrack & Resort in Chester, West Virginia; Presque Isle Downs & Casino in Erie, Pennsylvania; and Scioto Downs in Columbus, Ohio. For more information, please visit www.mtrgaming.com.

About Eldorado HoldCo LLC

Eldorado HoldCo LLC is the parent company of Eldorado Resorts LLC, an owner and operator of gaming properties in Nevada and Louisiana. Eldorado Resorts’ properties include Eldorado Reno, Eldorado Shreveport and Silver Legacy (a 50 / 50 joint venture with MGM Resorts International). For more information, please visit www.eldoradoreno.com, www.eldoradoshreveport.com and www.silverlegacyreno.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 current expectations of management of MTR and Eldorado and are subject to uncertainty and changes in circumstances. These forward-looking statements include, among others, statements regarding the expected benefits of a potential combination of MTR and Eldorado, including the expected effect of the merger on MTR’s and Eldorado’s financial results and profile (e.g., free cash flow, earnings per share and Adjusted EBITDA); the anticipated benefits of geographic diversity that would result from the merger and the expected results of MTR’s and Eldorado’s gaming properties; expectations about future business plans, prospective performance and opportunities; required regulatory approvals and the expected timing of the completion of the transaction. 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 transaction 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. These risks and uncertainties include (a) the timing to consummate a potential transaction between MTR and Eldorado; (b) the ability and timing to obtain required regulatory approvals (including approval from gaming and horse racing regulators) and satisfy or waive other closing conditions; (c) the possibility that the mergers do not close when expected or at all or that the companies may be required to modify aspects of the mergers to achieve regulatory approval; (d) the ability of MTR and Eldorado to promptly and effectively integrate their respective businesses; (e) the requirement to satisfy closing conditions to the mergers as set forth in the merger agreement; (f) the outcome of any legal proceedings that may be, or have been, instituted in connection with the transaction; (g) the ability to retain certain key employees of MTR or Eldorado; (h) that there may be a material adverse change affecting MTR or Eldorado, or the respective businesses of MTR or Eldorado may suffer as a result of uncertainty surrounding the transaction; (i) the risk factors disclosed in MTR’s filings with the Securities and Exchange Commission (the “SEC”), including its Annual Report on Form 10-K for the year ended December 31, 2013, which MTR filed on March 14, 2014, and (j) the risk factors disclosed in the Proxy Statement/Prospectus mailed to MTR stockholders on or about June 18, 2014. Forward-looking statements reflect MTR’s and Eldorado’s management’s analysis as of the date of this release, even if subsequently made

available by MTR or Eldorado on their respective websites or otherwise. MTR and Eldorado do not undertake 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.

For Additional Information, Please Contact:

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