

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 26, 2015

Eldorado Resorts, Inc.

(Exact name of registrant as specified in its charter)

Nevada <small>(State or other jurisdiction of incorporation)</small>	001-36629 <small>(Commission File Number)</small>	46-3657681 <small>(IRS Employer Identification No.)</small>
100 West Liberty Street, Suite 1150 Reno, NV <small>(Address of principal executive offices)</small>		89501 <small>(Zip Code)</small>

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 2.02. Results of Operations and Financial Condition.

On October 26, 2015, Eldorado Resorts, Inc. (the "Company") issued a press release, with financial information and schedules, announcing results for the third fiscal quarter ended September 30, 2015 (the "Press Release"). A copy of the Press Release was furnished as Exhibit 99.1 to a Current Report on Form 8-K filed by the Company with the U.S. Securities and Exchange Commission on October 26, 2015.

Subsequent to the issuance of the Press Release and as part of completing its financial statement close process for its Form 10-Q, the Company determined that it incorrectly reported net income and net income per share of common stock for the three and nine month periods ended September 30, 2015. Specifically, in connection with a refinancing transaction consummated in July 2015, the Company misinterpreted the procedural and assessment calculation guidance related to Accounting Standards Codification ("ASC") 470, *Debt-Modifications and Extinguishments*. This resulted in the Company mischaracterizing a portion of the transaction costs associated with the refinanced debt during the quarter ended September 30, 2015. The Company originally reported net income of \$3,334,000 and \$1,965,000, and net income per share of common stock as \$0.07 and \$0.04 for the three and nine months ended September 30, 2015, respectively. After correcting the error, the Company's net income was \$5,399,000 and \$4,030,000, and net income per share of common stock was \$0.12 and \$0.09 for the three and nine months ended September 30, 2015, respectively.

Attached hereto as Exhibit 99.1 is an amended copy of the financial tables to the Press Release with the corrected net income and net income per share of common stock information, as well as corresponding adjustments to the reconciliation of GAAP to non-GAAP financial information. In addition, the correction of the error resulted in certain adjustments to the Company's unaudited consolidated statements of operations for the three and nine months ended

September 30, 2015 as well as the Company's consolidated balance sheets as of September 30, 2015, which adjustments are reflected in Exhibit 99.1 attached hereto. No other changes were made to the financial tables to the Press Release.

The Company will make the same corrections to the version of the Press Release available on its website.

The information in this Current Report on Form 8-K/A and the Exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Updated Financial Tables to the Press Release.

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: November 9, 2015

By:

/s/ Gary L. Carano

Name: Gary L. Carano

Title: Chief Executive Officer

ELDORADO RESORTS, INC.
CONSOLIDATED BALANCE SHEETS
(\$ in thousands)

<u>ASSETS</u>	<u>September 30, 2015</u> (unaudited)	<u>December 31, 2014</u>
CURRENT ASSETS:		
Cash and cash equivalents	\$ 48,751	\$ 87,604
Restricted cash	1,640	5,734
Escrow cash	55,460	-
Accounts receivable, net	9,146	7,112
Due from affiliates	419	362
Inventories	7,165	7,234
Prepaid expenses and other	9,757	9,447
Total current assets	<u>132,338</u>	<u>117,493</u>
RESTRICTED CASH	-	2,500
INVESTMENT IN AND ADVANCES TO UNCONSOLIDATED AFFILIATES	17,145	14,009
PROPERTY AND EQUIPMENT, NET	442,221	456,139
GAMING LICENSES AND OTHER INTANGIBLES, NET	486,792	491,913
NON-OPERATING REAL PROPERTY	16,419	16,419
GOODWILL	66,826	66,826
OTHER ASSETS, NET	7,204	6,260
Total assets	<u>\$ 1,168,945</u>	<u>\$ 1,171,559</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Current portion of long-term debt	\$ 4,256	\$ 32
Accounts payable	13,020	12,184
Accrued payable	6,876	27,469
Income taxes payable	103	137
Accrued gaming taxes and assessments	12,671	12,998
Accrued payroll	11,411	9,441
Accrued other liabilities	18,845	26,788
Deferred income taxes	2,608	2,608
Due to affiliates	177	187
Total current liabilities	<u>69,967</u>	<u>91,844</u>
LONG-TERM DEBT, LESS CURRENT PORTION	786,298	775,059
DEFERRED INCOME TAXES	147,645	144,439
OTHER LIABILITIES	8,228	8,595
Total liabilities	<u>1,012,138</u>	<u>1,019,937</u>
STOCKHOLDERS' EQUITY:		
Total stockholders' equity	<u>156,807</u>	<u>151,622</u>
Total liabilities and stockholders' equity	<u>\$ 1,168,945</u>	<u>\$ 1,171,559</u>

ELDORADO RESORTS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(\$ in thousands, except per share data)
(unaudited)

	<u>Three Months Ended</u> <u>September 30</u>		<u>Nine Months Ended</u> <u>September 30</u>	
	<u>2015</u>	<u>2014</u>	<u>2015</u>	<u>2014</u>
Revenues:				
Casino	\$ 156,357	\$ 63,457	\$ 460,807	\$ 156,280
Pari-mutuel commissions	3,781	446	8,042	446
Food and beverage	24,040	15,972	69,717	45,348
Hotel	9,193	7,555	24,671	20,747
Other	6,165	3,098	17,464	7,515
	<u>199,536</u>	<u>90,528</u>	<u>580,701</u>	<u>230,336</u>
Less: promotional allowances	(15,996)	(11,579)	(47,077)	(32,608)
Net operating revenues	<u>183,540</u>	<u>78,949</u>	<u>533,624</u>	<u>197,728</u>
Expenses:				
Casino	90,398	34,596	268,282	83,877
Pari-mutuel commissions	3,625	520	8,414	520
Food and beverage	12,461	8,462	36,384	22,889
Hotel	2,340	2,109	6,843	5,969
Other	4,079	2,324	10,513	5,747
Marketing and promotions	7,816	5,262	22,321	14,148
General and administrative	26,937	14,387	81,595	36,016
Depreciation and amortization	13,954	5,283	42,454	13,557
Total operating expenses	<u>161,610</u>	<u>72,943</u>	<u>476,806</u>	<u>182,723</u>
Loss on sale or disposal of property	(6)	(3)	(2)	(3)
Acquisition charges	(380)	(4,463)	(717)	(6,916)
Equity in income of unconsolidated affiliates	2,548	1,238	3,136	3,019

Operating income	24,092	2,778	59,235	11,105
Other income (expense):				
Loss on early retirement of debt	(1,790)	-	(1,790)	-
Interest expense, net	(14,482)	(5,647)	(48,946)	(13,398)
Total other income (expense)	(16,272)	(5,647)	(50,736)	(13,398)
Income before income taxes	7,820	(2,869)	8,499	(2,293)
Provision for income taxes	(2,421)	(1,195)	(4,469)	(1,195)
Net income (loss)	\$ 5,399	\$ (4,064)	\$ 4,030	\$ (3,488)
Net income (loss) per share of common stock:				
Basic	\$ 0.12	\$ (0.16)	\$ 0.09	\$ (0.14)
Diluted	\$ 0.12	\$ (0.16)	\$ 0.09	\$ (0.14)
Weighted average number of shares outstanding:				
Basic	46,516,614	26,075,022	46,509,369	24,242,791
Diluted	46,763,589	26,075,022	46,620,959	24,242,791

ELDORADO RESORTS, INC.
SUMMARY INFORMATION AND RECONCILIATION OF
NET INCOME (LOSS) TO ADJUSTED EBITDA
(\$ in thousands)
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Eldorado Reno				
Net income (loss) (1)	\$ 6,018	\$ 76	\$ 8,186	\$ (2,968)
Interest Expense, net of interest income	321	1,183	2,686	3,584
Benefit for income taxes	-	(3,119)	(375)	(3,119)
Depreciation and amortization	1,959	1,941	5,833	5,933
Loss on disposal of property	16	-	11	-
Equity in income of unconsolidated affiliates	(2,548)	(1,238)	(3,136)	(3,019)
Acquisition charges	-	3,845	-	6,298
Adjusted EBITDA	\$ 5,766	\$ 2,688	\$ 13,205	\$ 6,709
Eldorado Shreveport				
Net income (1)	\$ 5,083	\$ 1,980	\$ 11,035	\$ 5,600
Interest expense, net of interest income	718	2,652	6,021	8,002
Provision for income taxes	-	44	-	44
Depreciation and amortization	1,902	2,053	5,709	6,335
(Gain) loss on disposal of property	(64)	3	(63)	3
Adjusted EBITDA	\$ 7,639	\$ 6,732	\$ 22,702	\$ 19,984
Scioto Downs				
Net income	\$ 10,207	\$ 8,126	\$ 34,730	\$ 25,346
Interest expense	19	19	52	56
Provision (benefit) for income taxes	-	1,216	(4,794)	2,125
Depreciation and amortization	3,798	3,440	11,272	10,258
Loss on disposal of property	-	1	-	9
Adjusted EBITDA	\$ 14,024	\$ 12,802	\$ 41,260	\$ 37,794
Mountaineer				
Net income	\$ 2,667	\$ 6,264	\$ 7,427	\$ 17,742
Provision (benefit) for income taxes	-	353	(595)	353
Depreciation and amortization	3,764	2,555	11,722	7,112
Gain on sale or disposal of property	-	(26)	-	(35)
Adjusted EBITDA	\$ 6,431	\$ 9,146	\$ 18,554	\$ 25,172
Presque Isle Downs				
Net income	\$ 3,259	\$ 1,296	\$ 8,822	\$ 5,821
Interest income	-	(1)	(2)	(2)
Provision (benefit) for income taxes	-	1,949	(1,173)	3,190
Depreciation and amortization	2,417	2,256	7,617	6,351
Loss (gain) on sale or disposal of property	-	163	(1)	208
Other regulatory gaming assessments	(83)	94	(202)	177
Adjusted EBITDA	\$ 5,593	\$ 5,757	\$ 15,061	\$ 15,745

ELDORADO RESORTS, INC.
SUMMARY INFORMATION AND RECONCILIATION OF
NET INCOME (LOSS) TO ADJUSTED EBITDA

**(\$ in thousands)
(unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Corporate				
Net loss	\$ (21,835)	\$ (27,230)	\$ (66,170)	\$ (67,848)
Interest expense, net of interest income	13,424	16,849	40,189	51,590
Provision (benefit) for income taxes	2,421	(1,524)	11,406	(1,524)
Depreciation and amortization	114	9	301	28
Loss on sale or disposal of property	54	1	55	2
Acquisition charges	380	7,334	717	8,238
Stock-based compensation expense	334	748	1,155	1,310
Loss on early retirement of debt	1,790	-	1,790	-
Adjusted EBITDA	\$ (3,318)	\$ (3,813)	\$ (10,557)	\$ (8,204)
Adjusted EBITDA				
Net income (loss)	\$ 5,399	\$ (9,488)	\$ 4,030	\$ (16,307)
Interest expense, net of interest income	14,482	20,702	48,946	63,230
Provision (benefit) for income taxes	2,421	(1,081)	4,469	1,069
Depreciation and amortization	13,954	12,254	42,454	36,017
Loss on sale or disposal of property	6	142	2	187
Equity in income of unconsolidated affiliates	(2,548)	(1,238)	(3,136)	(3,019)
Acquisition charges	380	11,179	717	14,536
Stock-based compensation expense	334	748	1,155	1,310
Loss on early retirement of debt	1,790	-	1,790	-
Other regulatory gaming assessments	(83)	94	(202)	177
Combined Adjusted EBITDA (2)	\$ 36,135	\$ 33,312	\$ 100,225	\$ 97,200

- (1) Excludes intercompany management fee revenues earned by Eldorado Reno and expensed by Eldorado Shreveport amounting to \$0.8 million and \$2.3 million for the three and nine months ended September 30, 2014, respectively.
- (2) The combined basis reflects operations of MTR Gaming for periods prior to the Merger combined with the operations of Resorts. Such presentation does not conform with U.S. GAAP or the SEC's rules of pro forma presentation; however, we have included the combined information because we believe it provides a meaningful comparison for the periods presented.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2015	2014	2015	2014
Silver Legacy				
Net income	\$ 5,274	\$ 2,022	\$ 6,496	\$ 4,600
Interest Expense, net of interest income	2,791	2,778	8,290	8,274
Depreciation and amortization	2,426	2,640	7,957	7,951
Loss (gain) on disposal of property	11	(6)	29	-
Other income	-	(25)	-	(40)
Adjusted EBITDA	\$ 10,502	\$ 7,409	\$ 22,772	\$ 20,785

###