

**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**

May 13, 2014

Date of Report (Date of earliest event reported)

MTR Gaming Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-20508

(Commission
File Number)

84-1103135

(IRS Employer
Ident. No.)

State Route 2 South, P.O. Box 356, Chester, West Virginia

(Address of principal executive offices)

26034

(Zip Code)

(304) 387-8000

Registrant's telephone number, including area code

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 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 1.01 Entry into a Material Definitive Agreement.

On May 13, 2014, MTR Gaming Group, Inc., a Delaware corporation (the "Company"), entered into Amendment No. 3 to Agreement and Plan of Merger, dated as of September 9, 2013, as amended November 18, 2013 and February 13, 2014 (the "Amendment" and, such agreement as so amended, the "Merger Agreement"), by and among Eldorado HoldCo LLC, a Nevada limited liability company ("Eldorado"), the Company, Eclair Holdings Company, a Nevada corporation and a direct wholly owned subsidiary of the Company ("NewCo"), Ridgeline Acquisition Corp., a Delaware corporation and a direct wholly owned subsidiary of NewCo, Eclair Acquisition Company, LLC, a Nevada limited liability company and a direct wholly owned subsidiary of NewCo, and Thomas Reeg, Robert Jones and Gary Carano, as the member representative.

The Amendment expands the circumstances under which either the Company or Eldorado may unilaterally extend the termination date from June 9, 2014 for 180 days to include a scenario in which the Company will not have obtained the requisite stockholder approval of the Merger Agreement by June 9, 2014. The parties entered into the Amendment in order to allow for additional time for the registration statement on Form S-4 initially filed by NewCo on November 4, 2013 to be declared effective by the Securities and Exchange Commission (the "SEC") and for the Company to obtain the requisite stockholder approval following such effectiveness.

Other than as expressly modified pursuant to the Amendment, the Merger Agreement, as amended, which was filed as Exhibits 2.1, 2.2 and 2.3 to the Current Reports on Form 8-K filed with the SEC by the Company on September 11, 2013, November 19, 2013 and February 13, 2014, respectively, remains in full force and effect as originally executed on September 9, 2013, as amended. The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 2.4 hereto and is incorporated herein by reference.

ADDITIONAL INFORMATION AND WHERE TO FIND IT

This communication is not a solicitation of a proxy from any stockholder of the Company. In connection with the Merger Agreement, NewCo filed with the SEC, on April 21, 2014, Amendment No. 4 to the Registration Statement on Form S-4 (File No. 333-192086) (collectively, the "Registration Statement"), that includes a preliminary Proxy Statement of the Company and a preliminary Prospectus of NewCo (together with the Proxy Statement, as amended, the "Proxy

Statement/Prospectus”), as well as other relevant documents concerning the proposed transaction. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THESE MATERIALS AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, ELDORADO, NEWCO AND THE PROPOSED TRANSACTION. The Registration Statement, including the Proxy Statement/Prospectus, and other relevant materials (when they become available), and any other documents filed by the Company, Eldorado or NewCo with the SEC, may be obtained free of charge at the SEC’s website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by directing a written request to “Investor Relations,” MTR Gaming Group, Inc., Route 2, P.O. Box 356, Chester, West Virginia 26034 in the case of the Company, or by accessing the Company’s website at www.mtrgaming.com under the heading “About” and then “Investor Relations” and then under “SEC Filings.”

PARTICIPANTS IN THE SOLICITATION

The Company, Eldorado, and NewCo and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies from the security holders of the Company in connection with the proposed transaction. Information about the Company’s directors and executive officers is available in Amendment No. 1 to the Company’s Annual Report on Form 10-K/A, filed on April 30, 2014. Other information regarding the participants and other persons who may be deemed participants and description of their direct and indirect interests, by security holdings or otherwise, are contained in the Proxy Statement/Prospectus. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the combination between the Company and Eldorado.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.
- 2.1 Agreement and Plan of Merger, dated as of September 9, 2013, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, Eldorado HoldCo LLC, and Thomas Reeg, Robert Jones, and Gary Carano, as the Member Representative (the schedules and certain exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K) (incorporated by reference to the Company’s Current Report on Form 8-K (File No. 000-20508) filed on September 11, 2013).

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- 2.2 Amendment No. 1 to Agreement and Plan of Merger, dated November 18, 2013, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, and Eldorado HoldCo LLC (incorporated by reference to the Company’s Current Report on Form 8-K (File No. 000-20508) filed on November 19, 2013).
- 2.3 Amendment No. 2 to Agreement and Plan of Merger, dated February 13, 2014, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, and Eldorado HoldCo LLC (incorporated by reference to the Company’s Current Report on Form 8-K (File No. 000-20508) filed on February 13, 2014).
- 2.4 Amendment No. 3 to Agreement and Plan of Merger, dated May 13, 2014, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, and Eldorado HoldCo LLC.

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.

MTR GAMING GROUP, INC.

Dated: May 13, 2014

By: /s/ John W. Bittner, Jr.
John W. Bittner, Jr.
Executive Vice President and
Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of September 9, 2013, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, Eldorado HoldCo LLC, and Thomas Reeg, Robert Jones, and Gary Carano, as the Member Representative (the schedules and certain exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K) (incorporated by reference to the Company’s Current Report on Form 8-K (File No. 000-20508) filed on September 11, 2013)
2.2	Amendment No. 1 to Agreement and Plan of Merger, dated November 18, 2013, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, and Eldorado HoldCo LLC (incorporated by reference to the Company’s Current Report on Form 8-K (File No. 000-20508) filed on November 19, 2013)
2.3	Amendment No. 2 to Agreement and Plan of Merger, dated February 13, 2014, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, and Eldorado HoldCo LLC (incorporated by

reference to the Company's Current Report on Form 8-K (File No. 000-20508) filed on February 13, 2014)

2.4 Amendment No. 3 to Agreement and Plan of Merger, dated May 13, 2014, by and between MTR Gaming Group, Inc., Eclair Holdings Company, Ridgeline Acquisition Corp., Eclair Acquisition Company, LLC, and Eldorado HoldCo LLC

**AMENDMENT NO. 3 TO
AGREEMENT AND PLAN OF MERGER**

This AMENDMENT NO. 3 TO AGREEMENT AND PLAN OF MERGER is made as of May 13, 2014 (this "**Amendment**"), by and among Eldorado HoldCo LLC, a Nevada limited liability company ("**Eldorado**"), MTR Gaming Group, Inc., a Delaware corporation ("**MTR**"), Eclair Holdings Company, a Nevada corporation ("**Parent**"), Ridgeline Acquisition Corp., a Delaware corporation ("**Merger Sub A**"), and Eclair Acquisition Company, LLC, a Nevada limited liability company ("**Merger Sub B**"), and amends Agreement referenced below. Eldorado, MTR, Parent, Merger Sub A and Merger Sub B are together referred to as the "**Parties**"; each individually, a "**Party**". Capitalized terms not otherwise defined in this Amendment shall have the meanings given to them in the Agreement.

W I T N E S S E T H:

WHEREAS, the Parties entered into the Agreement and Plan of Merger dated as of September 9, 2013 (as supplemented by the letter agreement dated October 24, 2013, as amended by the Amendment No. 1 to Agreement and Plan of Merger dated November 18, 2013, as further amended by the Amendment No. 2 to Agreement and Plan of Merger dated February 13, 2014, as further amended by this Amendment and as further amended, modified and supplemented from time to time, the "**Agreement**") along with the Persons party thereto as the Member Representative; and

WHEREAS, the Parties desire to amend the Agreement effective as of the date hereof.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Amendments Regarding ELLC Interests.

(a) Section 7.1(b)(i) of the Agreement is hereby amended by replacing it in its entirety with the following text:

if the Mergers shall not have been consummated before June 9, 2014 (the "**Termination Date**"); provided, that neither party shall have the right to terminate this Agreement pursuant to this Section 7.1(b)(i) if any action of such party or failure of such party to perform or comply with the covenants and agreements of such party set forth in this Agreement shall have been the primary cause of, or resulted primarily in, the failure of the Mergers to be consummated by the Termination Date and such action or failure to perform constitutes a breach of this Agreement; provided, further, that if (x) as of the Termination Date, all of the conditions precedent to Closing other than the conditions set forth in Section 6.1(a) and/or Section 6.1(d) (other than those conditions that by their nature are to be satisfied at the Closing, provided that such conditions are reasonably capable of being satisfied) shall have been satisfied as of the Termination Date and (y)

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to the extent any condition set forth in Section 6.1(a) are not satisfied, the failure to satisfy such conditions shall not have resulted from any failure by the Extending Party (defined below) to perform or comply with its covenants and agreements set forth in Section 5.5, then either MTR or the Company (the "**Extending Party**") may unilaterally extend the Termination Date for 180 days upon written notice to the other by the Termination Date, in which case the Termination Date shall be deemed for all purposes to be so extended;

2. Miscellaneous.

(a) Sections 8.2, 8.4, 8.6, 8.7, 8.8, 8.9, 8.10, 8.11, 8.12, 8.13, 8.14, 8.15, and 8.16 of the Agreement, as amended hereby, shall continue to apply to the Agreement, as amended hereby, and shall apply to this Amendment (with each reference therein to "Agreement" deemed to be a reference to this "Amendment").

(b) The amendments to the Agreement contemplated by this Amendment are limited precisely as written and shall not be deemed to be an amendment to any other terms or conditions of the Agreement. The Agreement shall continue in full force and effect as amended by this Amendment in accordance with its terms. From and after the date hereof, all references to the Agreement shall be deemed to mean the Agreement as amended by this Amendment.

(c) This Amendment, the Agreement (including the Exhibits hereto), the Company Disclosure Letter, the MTR Disclosure Letter and the Confidentiality Agreement constitute the entire agreement between the parties and supersede all prior written agreements, arrangements, communications and understandings and all prior and contemporaneous oral agreements, arrangements, communications and understandings among the parties with respect to the subject matter hereof and thereof.

[Signature pages follow]

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IN WITNESS WHEREOF, the Parties have caused this Amendment to be duly executed and delivered as of the date first written above.

ELDORADO HOLDCO LLC

By: /s/ Gary Carano
Name: Gary Carano

ECLAIR HOLDINGS COMPANY

By: /s/ Joseph L. Billhimer
Name: Joseph L. Billhimer, Jr.
Title: President

RIDGELINE ACQUISITION CORP.

By: /s/ Joseph L. Billhimer
Name: Joseph L. Billhimer, Jr.
Title: President

ECLAIR ACQUISITION COMPANY, LLC

By: /s/ Joseph L. Billhimer
Name: Joseph L. Billhimer, Jr.
Title: President

MTR GAMING GROUP, INC.

By: /s/ Joseph L. Billhimer
Name: Joseph L. Billhimer, Jr.
Title: President and Chief Operating Officer
