
Section 1: 8-K (8-K)

**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): September 6, 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 September 6, 2018, Delta Merger Sub, Inc. (“Escrow Issuer”), a wholly owned subsidiary of Eldorado Resorts, Inc. (“ERI” or the “Company”), priced its previously announced offering of \$600 million in aggregate principal amount of senior notes due 2026 (the “Notes”) at an interest rate of 6.000% and an issue price equal to 100% of the principal amount of the Notes. The offering is expected to close on or about September 20, 2018, subject to customary closing conditions. A copy of the press release is being furnished as Exhibit 99.1 hereto and is hereby incorporated by reference to this Item 8.01.

The proceeds of the offering initially will be placed in escrow pending satisfaction of certain conditions, including consummation of ERI’s pending acquisition (the “Tropicana Acquisition”) of Tropicana Entertainment Inc. (“Tropicana”). Upon satisfaction of such conditions, ERI will assume Escrow Issuer’s obligations under the Notes and the indenture that will govern the Notes, and certain of ERI’s subsidiaries (including Tropicana and certain of its subsidiaries) will guarantee ERI’s obligations under the Notes.

Upon satisfaction of the escrow conditions, ERI intends to apply the net proceeds of the sale of the Notes, together with borrowings under its revolving credit facility, its cash on hand and Tropicana’s cash on hand, to (i) pay the cash portion of the consideration payable in the Tropicana Acquisition, (ii) repay all of the debt outstanding under Tropicana’s existing credit facility and (iii) pay fees and costs associated with the Tropicana Acquisition.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. Accordingly, the Notes are being offered only to qualified institutional buyers under Rule 144A of the Securities Act and to persons outside the United States pursuant to Regulation S of the Securities Act. This report shall not constitute an offer to sell or the solicitation of an offer to buy any of the Notes, nor shall there be any sale of the Notes in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 6, 2018, regarding the pricing of the Notes.

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

By:

/s/ Gary L. Carano

Name: Gary L. Carano

Title: Chief Executive Officer

Date: September 6, 2018

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



FOR IMMEDIATE RELEASE

ELDORADO RESORTS, INC. ANNOUNCES PRICING OF SENIOR NOTES OFFERING

Reno, Nev. (September 6, 2018) — Eldorado Resorts, Inc. (NASDAQ: ERI) (“Eldorado,” “ERI,” or the “Company”) announced today that Delta Merger Sub, Inc. (the “Escrow Issuer”), a wholly owned subsidiary of ERI, priced its previously announced offering of \$600 million in aggregate principal amount of senior notes due 2026 (the “Notes”) at an interest rate of 6.000% per annum and an issue price equal to 100% of the principal amount of the Notes. The offering is expected to close on or about September 20, 2018, subject to customary closing conditions.

The proceeds of the offering initially will be placed in escrow pending satisfaction of certain conditions, including consummation of ERI’s pending acquisition (the “Tropicana Acquisition”) of Tropicana Entertainment Inc. (“Tropicana”). Upon satisfaction of such conditions, ERI will assume Escrow Issuer’s obligations under the Notes and the indenture that will govern the Notes, and certain of ERI’s subsidiaries (including Tropicana and certain of its subsidiaries) will guarantee ERI’s obligations under the Notes.

Upon satisfaction of the escrow conditions, ERI intends to apply the net proceeds of the sale of the Notes, together with borrowings under its revolving credit facility, its cash on hand and Tropicana’s cash on hand, to (i) pay the cash portion of the consideration payable in the Tropicana Acquisition, (ii) repay all of the debt outstanding under Tropicana’s existing credit facility and (iii) pay fees and costs associated with the Tropicana Acquisition.

The Notes will be offered to persons reasonably believed to be qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”) and to persons outside the United States under Regulation S of the Securities Act. The Notes will not be registered under the Securities Act, and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Eldorado Resorts, Inc.

Eldorado Resorts is a leading casino entertainment company that owns and operates twenty one properties in eleven states, including Colorado, Florida, Illinois, Iowa, Louisiana, Mississippi, Missouri, Nevada, Ohio, Pennsylvania and West Virginia. In aggregate, Eldorado’s properties feature approximately 22,000 slot machines and VLTs and 600 table games, and over 7,000 hotel rooms.

On April 15, 2018 the Company entered into a definitive merger agreement to acquire Tropicana Entertainment, Inc. (OTCQB:TPCA) for consideration of approximately \$640 million. Upon completion of the transaction, expected to occur in the fourth quarter of 2018, Eldorado will add 5 additional properties to its portfolio taking into account announced divestitures.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements regarding the timing and completion of the offering and the other financing transactions described herein and the timing and completion of the Tropicana Acquisition and our previously announced dispositions of Presque Isle Downs and Lady Luck Nemaocolin (the “Dispositions”). Although our expectations, beliefs and projections are expressed in good faith and with what we believe is a reasonable basis, there can be no assurance that these expectations, beliefs and projections will be realized. Factors that may cause actual results to vary from our expectations include our ability to obtain regulatory approvals that are required for the consummation of the Tropicana Acquisition and the Dispositions, our ability to obtain financing required to consummate the Tropicana Acquisition on terms and conditions satisfactory to us and other matters discussed documents we file with the Securities and Exchange Commission (SEC). More information on potential risks and uncertainties is available in our recent filings with the SEC, including our reports on Form 10-K, Form 10-Q and Form 8-K. In light of these and other risks, uncertainties and assumptions, the forward-looking events discussed in this press release might not occur. These forward-looking statements speak only as of the date of this press release, even if subsequently made available on our website or otherwise, and we do not intend to update publicly any forward-looking statement to reflect events or circumstances that occur after the date on which the statement is made, except as may be required by law.

Contact:

Thomas Reeg
President
Eldorado Resorts, Inc.
775/328-0112
investorrelations@eldoradoresorts.com

Joseph N. Jaffoni, Richard Land
JCIR
212/835-8500
eri@jcir.com

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