
Section 1: DFAN14A (DFAN14A)

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

(Name of Registrant as Specified In Its Charter):

Eldorado Resorts, Inc. (NASDAQ: ERI)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant):

UNITE HERE, Dana Wise, Courtney Alexander, Jim Kane

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

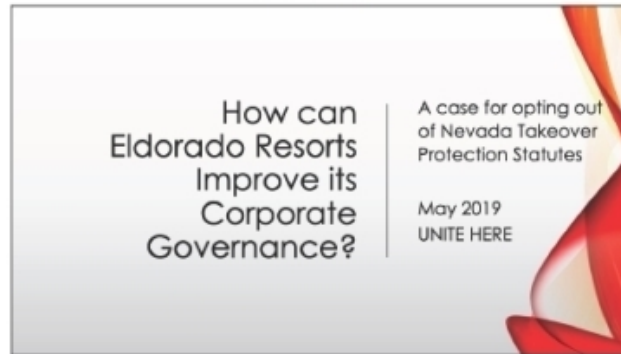
- 1) Title of each class of securities to which transaction applies:
 - 2) Aggregate number of securities to which transaction applies:
 - 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - 4) Proposed maximum aggregate value of transaction:
 - 5) Total fee paid:
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On May 23, 2019, UNITE HERE, Dana Wise, Courtney Alexander, and Jim Kane (“Participants”) will make the following website, related to their Definitive Proxy Statement and BLUE proxy card first released May 6, 2019, available to shareholders and the public. The website contains a copy of the presentation filed with the SEC as Definitive Additional Materials on May 23, 2019, and a copy of the Definitive Proxy Statement amended May 14, 2019. A description of the Participants’ interests is contained in their Definitive Proxy Statement (amended May 14, 2019). The Participants encourage shareholders to read the Definitive Proxy Statement, accompanying BLUE proxy card, and other proxy materials. Shareholders may obtain the Definitive Proxy Statement and other relevant documents from the SEC’s website at www.sec.gov or from www.proxyvote.com.

How can Eldorado Resorts Improve its Corporate Governance?

A case for opting out of Nevada Takeover Protection Statutes

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Proxy Statement

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PROXY STATEMENT INDEPENDENT SHAREHOLDER SOLICITATION

First released to shareholders on May 6, 2019.

RE: ANNUAL SHAREHOLDER MEETING OF Eldorado Resorts, Inc. (NASDAQ: ERJ)

Please see Eldorado Resorts, Inc. 2019 Definitive Proxy Statement, at "Proxy Statement, Introduction."

Meeting Date and Time: June 19, 2019, 9:00 a.m.

Location: Eldorado Resort Casino, 345 North Virginia Street, Reno, Nevada 89501.

UNITE HERE
275 Seventh Ave.
New York, NY 10001
Tel: 212-265-7000
Fax: 212-265-3415

To Eldorado Resorts, Inc. Shareholders:

We are writing to seek support from Eldorado Resorts, Inc. ("Eldorado" or the "Company") shareholders for a set of non-binding proposals which, if adopted, could improve Eldorado's corporate governance practices and shareholder value.

We believe that the ability of shareholders to hold Eldorado's Board of Directors ("Board") accountable is a hallmark of good corporate governance. Our resolutions seek to improve Eldorado's governance by recommending that the company opt out of certain Nevada statutes which provide anti-takeover protections, recommending the Company adopt a majority vote standard for Directors, and recommending the Company not make specific governance changes in the future that would reduce shareholder rights.

Eldorado has grown rapidly in the last five years through mergers of public companies and acquisitions of gaming properties. Although the merged public companies were incorporated in Delaware, Eldorado chosen to be incorporated in Nevada, which offers current management anti-takeover protections based in state law. As the gaming industry continues to experience a sustained level of merger activity, we believe it is in shareholders' interest to encourage Eldorado to improve its corporate governance through the resolutions outlined below.

SUPPORTING STATEMENT FOR SHAREHOLDER PROPOSAL TO OPT OUT OF NEVADA'S ACQUISITION OF CONTROLLING INTEREST STATUTE (PROPOSAL NO. 5)

Eldorado Resorts, Inc. is a Nevada corporation. Nevada's Acquisition of Controlling Interest statute provides that a shareholder who acquires a controlling interest, as defined in the statute, will not have voting rights for the control shares unless or until a majority of unaffiliated shares vote to approve granting voting rights for the control shares.¹

This statute potentially limits voting rights for shareholders who acquire large stakes in companies. The statute reads: "An acquiring person and those acting in association with an acquiring person obtain only such voting rights in the control shares as are conferred by a resolution of the stockholders of the corporation, approved at a special or annual meeting of the stockholders."²

About Us

UNITE HERE's members are beneficiaries of pension funds with over \$60 billion in assets. UNITE HERE is a member of the Council of Institutional Investors. We believe investors and employees alike are better served by strong corporate governance practices.

The participants in this solicitation will be UNITE HERE, and Dana Wise, Courtney Alexander and Jim Kane. Dana Wise, Courtney Alexander, and Jim Kane are persons employed by UNITE HERE whose activities are limited to the duties required to be performed in the course of their employment. UNITE HERE and these employees are located at the UNITE HERE offices at 1775 K Street NW, Washington DC 20001, 1575 NW 167th Street, Miami, FL 33169, and/or 1415 N. Broad St., Ste. 219, Philadelphia, PA 19122.

Interests of the Participants: This solicitation is conducted by UNITE HERE, which represents approximately 270,000 union members throughout North America, and owns 2,190 shares of Eldorado Resorts, Inc. stock. UNITE HERE represents approximately 2,200 workers for collective bargaining purposes at four casinos operated by Eldorado (Circus Circus, Reno, Nevada; Isle Casino Pompano Park, Pompano Beach, Florida; Tropicana Casino, Atlantic City, New Jersey; Lumiere Place Casino, St. Louis, Missouri). UNITE HERE is currently bargaining with Eldorado at Circus Circus and Isle Casino Pompano Park. Dana Wise, Courtney Alexander and Jim Kane are UNITE HERE employees. They do not have any interest in the solicitation apart from the interest that UNITE HERE has.

UNITE HERE, 275 7th Ave. 26th Floor, New York, NY 10001 • 212-265-7000
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Name

First

Last

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