

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): June 26, 2020

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, Nevada
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00001 par value	ERI	NASDAQ Stock Market

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 June 26, 2020, Eldorado Resorts, Inc. (“Eldorado”) announced that it had entered into a consent agreement with the Federal Trade Commission (the “FTC”), which concludes the FTC’s Hart Scott Rodino review of Eldorado’s pending acquisition of Caesars Entertainment Corporation (the “Merger”). Under the terms of the consent order, Eldorado has agreed to divest the Eldorado Resort Casino in Shreveport, Louisiana, and the MontBleu Casino Resort & Spa in Lake Tahoe, Nevada, to certain subsidiaries of Twin River Worldwide Holdings, Inc. (“Twin River”) pursuant to the previously announced equity purchase agreement by and among Eldorado, Twin River and certain of their affiliates, dated as of April 24, 2020. The FTC’s acceptance of the consent order satisfies all required antitrust clearances for the Merger. The consummation of the Merger remains subject to the satisfaction of other closing conditions, including receipt of all consents and approvals from Nevada Gaming Control Board, the Nevada Gaming Commission, the New Jersey Casino Control Commission, the Indiana Gaming Commission and the Indiana Horse Racing Commission. On June 26, 2020, Eldorado issued a press release announcing that it had obtained the FTC clearance necessary to consummate the Merger. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
99.1	Press Release dated June 26, 2020 of Eldorado Resorts, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: June 26, 2020

ELDORADO RESORTS, INC.

By: /s/ Thomas Reeg
Chief Executive Officer

[\(Back To Top\)](#)

Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1



ELDORADO RESORTS ANNOUNCES FTC CLEARANCE FOR PENDING MERGER WITH CAESARS

RENO, Nev. (June 26, 2020) – Eldorado Resorts, Inc. (NASDAQ: ERI) (“Eldorado,” “Eldorado Resorts” or the “Company”) announced today that the Federal Trade Commission (the “FTC”) has accepted a proposed consent order, which concludes the FTC’s Hart-Scott-Rodino review of Eldorado’s pending merger (the “Merger”) with Caesars Entertainment Corporation (NASDAQ: CZR) (“Caesars”). The FTC’s acceptance of the consent order satisfies all required antitrust clearances for the Merger.

The consummation of the Merger remains subject to the satisfaction of other closing conditions, including receipt of all consents and approvals from the Nevada Gaming Control Board, Nevada Gaming Commission, New Jersey Casino Control Commission, Indiana Gaming Commission and Indiana Horse Racing Commission.

“We are delighted to announce the FTC’s approval of our planned Merger with Caesars, which is expected to create the largest owner and operator of U.S. gaming assets. We look forward to completing the Merger, subject to receipt of the remaining consents and approvals from regulators in Nevada, New Jersey and Indiana,” said Tom Reeg, Chief Executive Officer of Eldorado Resorts.

About Eldorado Resorts

Eldorado Resorts is a leading casino entertainment company that owns and operates twenty-three properties in eleven states, including Colorado, Florida, Illinois, Indiana, Iowa, Louisiana, Mississippi, Missouri, Nevada, New Jersey, and Ohio. In aggregate, Eldorado’s properties feature approximately 23,900 slot machines, VLTs and e-tables and approximately 660 table games, and over 11,300 hotel rooms. For more information, please visit www.eldoradorresorts.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the current expectations of Eldorado and are subject to uncertainty and changes in circumstances. These forward-looking statements include, among others, statements regarding the timing and completion of the Merger. 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 the forward-looking events discussed in this document will occur or be achieved. There is no assurance that the Merger 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. Information on risks and uncertainties is available in each of Eldorado’s and Caesars’ recent filings with the SEC, including their respective reports on Form 10-K, Form 10-Q and Form 8-K. Other unknown or unpredictable factors may also cause actual results to differ materially from those projected by the forward-looking statements.

The forward-looking statements in this document speak only as of date of this document. These factors are difficult to anticipate and are generally beyond the control of Eldorado. Eldorado undertakes no obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless required to do so by law.

Contact:

Brian Agnew
Eldorado Resorts, Inc.
775-328-0112
investorrelations@eldoradoresorts.com

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

[\(Back To Top\)](#)