

AMERISTAR CASINOS INC  
Form 8-K  
April 26, 2013

**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): April 25, 2013**

**Ameristar Casinos, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation)

**000-22494**  
(Commission File Number)

**88-0304799**  
(I.R.S. Employer  
Identification No.)

**3773 Howard Hughes Parkway, Suite 490S**  
**Las Vegas, Nevada**  
(Address of principal executive offices)

**89169**  
(Zip Code)

Registrant's telephone number, including area code: **(702) 567-7000**

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)

Edgar Filing: AMERISTAR CASINOS INC - Form 8-K

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**TABLE OF CONTENTS**

Item 5.07. Submission of Matters to a Vote of Security Holders

Item 7.01 Regulation FD Disclosure.

Item 9.01 Financial Statements and Exhibits.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

- (a) A special meeting of stockholders (the Special Meeting ) of Ameristar Casinos, Inc. (the Company ) was held on April 25, 2013.
- (b) The following table shows the tabulation of votes for all matters put to vote at the Special Meeting.

| Matters Put to Vote  | For        | Against/Withheld | Abstentions | Broker<br>Non-Votes |
|--|------------|------------------|-------------|---------------------|
| Proposal to approve the Agreement and Plan of Merger among Pinnacle Entertainment, Inc., PNK Holdings, Inc., PNK Development 32, Inc. and the Company                | 26,966,551 | 42,084           | 7,688       | 0                   |
| Proposal to approve, on an advisory basis, the compensation that may become payable to the Company's named executive officers in connection with the Pinnacle merger | 13,107,344 | 13,365,374       | 543,605     | 0                   |
| Proposal to approve the adjournment or postponement of the Special Meeting, if necessary or appropriate  | 25,732,816 | 1,273,268        | 10,239      | 0                   |

**Item 7.01 Regulation FD Disclosure.**

On April 25, 2013, the Company issued a press release announcing the approval by the Company's stockholders of the acquisition of the Company by Pinnacle Entertainment, Inc. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in this Item 7.01 and Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

- (d) Exhibits. Each of the exhibits listed below is incorporated herein in its entirety
- 99.1 Press release of Ameristar Casinos, Inc. dated April 25, 2013 regarding approval by the stockholders of the acquisition of the Company by Pinnacle Entertainment, Inc.

**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.

Ameristar Casinos, Inc.

|     |                    |   |
|-----|--------------------|---|
| By: | /s/ Peter C. Walsh |   |
|     | Name:              | Peter C. Walsh                            |
|     | Title:             | Senior Vice President and General Counsel |

Dated: April 26, 2013

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 99.1           | Press release of Ameristar Casinos, Inc. dated April 25, 2013 regarding approval by the stockholders of the acquisition of the Company by Pinnacle Entertainment, Inc. |