

Pinnacle Entertainment, Inc.
Form POSASR
October 15, 2018

As filed with the Securities and Exchange Commission on October 15, 2018

Registration No. 333-219105

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

POST-EFFECTIVE AMENDMENT NO. 1 TO:
FORM S-3 REGISTRATION STATEMENT NO. 333-219105

Under
The Securities Act of 1933

PINNACLE ENTERTAINMENT, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-4668380
(I.R.S. Employer
Identification Number)

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3980 Howard Hughes Parkway

Las Vegas, Nevada 89169

(Address, including zip code, of registrant's principal executive offices)

Elliot D. Hoops, Esq.

Pinnacle Entertainment, Inc.

3980 Howard Hughes Parkway

Las Vegas, Nevada 89169

(Name and address of agent for service)

(702) 541-7777

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment is being filed to deregister the securities previously registered under the following Registration Statement on Form S-3 (the "Registration Statement") of Pinnacle Entertainment, Inc., a Delaware corporation (the "Company") filed by the Company with the Securities and Exchange Commission (the "SEC"), together with any and all plan interests and other securities registered thereunder:

Registration Statement No. 333-219105, originally filed with the SEC on June 30, 2017, registering debt securities, shares of preferred stock, par value \$0.01 per share of the Company, depository shares, shares of common stock, par value \$0.01 per share of the Company, warrants, rights, purchase contracts and units of the Company.

On October 15, 2018, pursuant to the Agreement and Plan of Merger, dated as of December 17, 2017 (the Merger Agreement) by and among the Company, Penn National Gaming, Inc., a Pennsylvania corporation (the Parent) and Franchise Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of the Parent (the Merger Sub), the Merger Sub was merged with and into the Company, with the Company surviving the merger as a wholly owned subsidiary of the Parent (the Merger). Following the consummation of the Merger, the Company became a subsidiary of the Parent.

As a result of the completion of the Merger, the Company has terminated all offerings of the Company s securities pursuant to the Registration Statement. In accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remain unsold at the termination of the offerings, the Company hereby removes and withdraws from registration all of such securities registered but unsold under the Registration Statement. The Registration Statement is hereby amended, as appropriate, to reflect the deregistration of such securities.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment to the Registration Statement on Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on October 15, 2018.

PINNACLE ENTERTAINMENT, INC.

By: /s/ Elliot D. Hoops

Name: Elliot D. Hoops

Title: Vice President and Legal Counsel

No other person is required to sign the Post-Effective Amendment to the Registration Statement in reliance upon Rule 478 under the Securities Act of 1933.