

Walkoff Neil E
Form 4
August 31, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walkoff Neil E

(Last) (First) (Middle)

C/O PINNACLE
ENTERTAINMENT, INC., 3980
HOWARD HUGHES PARKWAY

(Street)

LAS VEGAS, NV 89169

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Pinnacle Entertainment, Inc. [PNK]

3. Date of Earliest Transaction
(Month/Day/Year)
08/30/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP, Operations

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	08/30/2018		M		21,200 A \$ 6.19	271,749	D
Common Stock	08/30/2018		M		21,540 A \$ 6.97	293,289	D
Common Stock	08/30/2018		M		15,200 A \$ 10.55	308,489	D
Common Stock	08/30/2018		M		25,455 A \$ 11.51	333,944	D
Common Stock	08/30/2018		F		49,372 D \$ 34.58	284,572	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Options (Right to Buy)	\$ 6.19	08/30/2018		M	21,200	<u>(1)</u> 05/21/2020	Common Stock	21,200
Stock Options (Right to Buy)	\$ 6.97	08/30/2018		M	21,540	<u>(2)</u> 05/20/2021	Common Stock	21,540
Stock Options (Right to Buy)	\$ 10.55	08/30/2018		M	15,200	<u>(3)</u> 10/05/2022	Common Stock	15,200
Stock Options (Right to Buy)	\$ 11.51	08/30/2018		M	25,455	<u>(4)</u> 04/28/2023	Common Stock	25,455

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walkoff Neil E C/O PINNACLE ENTERTAINMENT, INC. 3980 HOWARD HUGHES PARKWAY LAS VEGAS, NV 89169			EVP, Operations	

Signatures

/s/ Elliot D. Hoops, Attorney-In-Fact for Neil E.
Walkoff

08/31/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The stock options vested in four annual installments on May 21, 2014, 2015, 2016 and 2017.
 - (2) The stock options vested in four annual installments on May 20, 2015, 2016, 2017 and 2018.
 - (3) The stock options vest in four annual installments on October 5, 2016, 2017, 2018 and 2019.
 - (4) The stock options vest in four annual installments on April 28, 2017, 2018, 2019 and 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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