

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>DUCHOSSOIS CRAIG J</u>  (Last) (First) (Middle) <u>THE DUCHOSSOIS GROUP</u> <u>845 LARCH AVENUE</u>  (Street) <u>ELMHURST IL 60126</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHURCHILL DOWNS Inc [ CHDN ]</u>  3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2016</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> 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	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	07/01/2016		A		146.0592 <sup>(2)</sup>	A	\$0.0000 <sup>(1)</sup>	15,140.7505 <sup>(3)</sup>	D	
Common Stock								2,000,000	I	by The Duchossois Group, Inc. <sup>(4)</sup>
Common Stock								17,646	I	CJD Revocable Trust
Common Stock								137,141	I	Spring Creek Investors II, LLC <sup>(5)</sup>
Common Stock								3,373	I	The Chamberlain Group, Inc. <sup>(6)</sup>

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. Phantom share units awarded in connection with the election to defer compensation. Each phantom share unit is the economic equivalent of one share of common stock. The shares of common stock are transferred upon the reporting person's completion of service as a director.
2. The closing price of CHDN common stock on June 30, 2016 was used to determine the number of phantom shares awarded.
3. The holding is comprised of restricted stock units granted for service as a director, phantom stock units granted in connection with a deferred compensation elections and dividends awarded for such units. The equivalent shares of common stock related to these units will be transferred upon the reporting person's completion of service as a director. Due to an inadvertent exclusion the total holdings have been adjusted to include .02 restricted stock units and 2.80 restricted stock units awarded in connection with 1/6/16 and 1/7/15 dividend payments, respectively, which were not included in the reporting person's prior filing.
4. The Duchossois Group, Inc. transferred its shares to its wholly owned subsidiary, CDI Holdings, LLC in 2016.
5. Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with Spring Creek Investors II, LLC may be deemed to beneficially own the shares of CHDN.
6. Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with The Chamberlain Group, Inc. and The Duchossois Group, Inc., may be deemed to beneficially own the shares of CHDN that are held by The Chamberlain Group, Inc.

Andrea J. Luescher, Attorney  
in Fact for Craig J. Duchossois 07/05/2016  
\*\* Signature of Reporting Person Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**