

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): March 12, 2025

**Churchill Downs Incorporated**

|                                                |                                                               |                                      |
|------------------------------------------------|---------------------------------------------------------------|--------------------------------------|
| Kentucky                                       | (Exact name of registrant as specified in its charter)        | 61-0156015                           |
| (State or other jurisdiction of incorporation) | 001-33998                                                     | (I.R.S. Employer Identification No.) |
| 600 North Hurstbourne Parkway, Suite 400       | (Commission File Number)                                      |                                      |
| Louisville , Kentucky                          |                                                               | 40222                                |
| (Address of Principal Executive Offices)       |                                                               | (Zip Code)                           |
|                                                | (502) 636-4400                                                |                                      |
|                                                | (Registrant's telephone number, including area code)          |                                      |
|                                                | N/A                                                           |                                      |
|                                                | (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, No Par Value                                  | CHDN              | The Nasdaq Global Select Market LLC       |

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 7.01. Regulation FD Disclosure.**

On March 12, 2025, Churchill Downs Incorporated (the “Company”) announced that the Company’s Board of Directors approved a \$500 million share repurchase program. The new share repurchase program replaces the prior \$500 million program that was authorized in September 2021 and had unused authorization of \$125.6 million. The new share repurchase program includes and is not in addition to any unspent amount remaining under the prior authorization. Share repurchases may be made at management’s discretion from time to time in the open market (either with or without a 10b5-1 plan) or through privately negotiated transactions. The repurchase program has no time limit and may be suspended or discontinued at any time.

A copy of the press release announcing the Company’s new share repurchase program is furnished hereto as Exhibit 99.1. The information provided pursuant to this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing

(d) Exhibits

| Exhibit Number | Description                                                                 |
|----------------|-----------------------------------------------------------------------------|
| 99.1           | Press Release dated March 12, 2025 issued by Churchill Downs Incorporated   |
| 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.

March 12, 2025

**CHURCHILL DOWNS INCORPORATED**

/s/ Marcia Dall

By: Marcia Dall

Title: Executive Vice President, General Counsel and Secretary



**FOR IMMEDIATE RELEASE**

Investor Contact: Sam Ullrich  
(502) 638-3906  
Sam.Ullrich@kyderby.com

Media Contact: Tonya Abeln  
(502) 386-1742  
Tonya.Abeln@kyderby.com

**Churchill Downs Incorporated Announces  
New \$500 Million Share Repurchase Program**

**Louisville, KY., (March 12, 2025)** – Churchill Downs Incorporated (“CDI” or “the Company”) (Nasdaq: CHDN) announced today that the Company’s Board of Directors approved a \$500 million share repurchase program. The new share repurchase program replaces the prior \$500 million program that was authorized in September 2021 and had unused authorization of \$125.6 million as of March 12, 2025. The new share repurchase program includes and is not in addition to any unspent amount remaining under the prior authorization. Share repurchases may be made at management’s discretion from time to time in the open market (either with or without a 10b5-1 plan) or through privately negotiated transactions. The repurchase program has no time limit and may be suspended or discontinued at any time.

**About Churchill Downs Incorporated**

Churchill Downs Incorporated (“CDI”) (Nasdaq: CHDN) has been creating extraordinary entertainment experiences for over 150 years, beginning with the company’s most iconic and enduring asset, the Kentucky Derby. Headquartered in Louisville, Kentucky, CDI has expanded through the acquisition, development, and operation of live and historical racing entertainment venues, the growth of online wagering businesses, and the acquisition, development, and operation of regional casino gaming properties. [www.churchilldownsincorporated.com](http://www.churchilldownsincorporated.com)

*This news release contains various “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are typically identified by the use of terms such as “anticipate,” “believe,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “predict,” “project,” “seek,” “should,” “will,” “scheduled,” and similar words or similar expressions (or negative versions of such words or expressions), although some forward-looking statements are expressed differently. Although we believe that the expectations reflected in such forward-looking statements are reasonable, we can give no assurance that such expectations will prove to be correct. Important factors, that could cause actual results to differ materially from expectations include the following: the occurrence of extraordinary events, such as terrorist attacks, public health threats, civil unrest, and inclement weather, including as a result of climate change; the effect of economic conditions on our consumers’ confidence and discretionary spending or our access to credit, including the impact of inflation; changes in, or new interpretations of, applicable tax laws or rulings that could result in additional tax liabilities; the impact of any pandemics, epidemics, or outbreaks of infectious diseases, and related economic matters on our results of operations, financial conditions and prospects; lack of confidence in the integrity of our core businesses or any deterioration in our reputation; negative shifts in public opinion regarding gambling that could result in increased regulation of, or new restrictions on, the gaming industry; loss of key or highly skilled personnel, as well as general disruptions in the general labor market; the impact of significant competition, and the expectation that competition levels will increase; changes in consumer preferences, attendance, wagering, and sponsorships; risks associated with equity investments, strategic alliances and other third-party agreements; inability to respond to rapid technological changes in a timely manner; concentration and evolution of slot machine and historical racing machine (HRM) manufacturing and other technology conditions that could impose additional costs; failure to enter into or maintain agreements with industry constituents, including horsemen and other racetracks; inability to successfully focus on market access and retail operations for our sports betting business and effectively compete; online security risk, including cyber-security breaches, or loss or misuse of our stored information as a result of a breach including customers’ personal*

*information could lead to government enforcement actions or other litigation; costs of compliance with increasingly complex laws and regulations regarding data privacy and protection of personal information; reliance on our technology services and catastrophic events and system failures disrupting our operations; inability to identify, complete, or fully realize the benefits of our proposed acquisitions, divestitures, development of new venues or the expansion of existing facilities on time, on budget, or as planned; difficulty in integrating recent or future acquisitions into our operations; cost overruns and other uncertainties associated with the development of new venues and the expansion of existing facilities; general risks related to real estate ownership and significant expenditures, including risks related to environmental liabilities; personal injury litigation related to injuries occurring at our racetracks; compliance with the Foreign Corrupt Practices Act or other similar laws and regulations, or applicable anti-money laundering regulations; payment-related risks, such as risk associated with fraudulent credit card or debit card use; work stoppages and labor problems; risks related to pending or future legal proceedings and other actions; highly regulated operations and changes in the regulatory environment could adversely affect our business; restrictions in our debt facilities limiting our flexibility to operate our business; failure to comply with the financial ratios and other covenants in our debt facilities and other indebtedness; increases to interest rates (due to inflation or otherwise), disruption in the credit markets or changes to our credit ratings may adversely affect our business; increase in our insurance costs, or inability to obtain similar insurance coverage in the future, and any inability to recover under our insurance policies for damages sustained at our properties in the event of inclement weather and casualty events; and other factors described under the heading “Risk Factors” in our most recent Annual Report on Form 10-K and in other filings we make with the Securities and Exchange Commission.*

*We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.*

