

OMB APPROVAL	
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**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>HUMPHREY G WATTS JR</u>  (Last) (First) (Middle) <u>600 N. HURSTBOURNE PKWY</u> <u>SUITE 400</u>  (Street) <u>LOUISVILLE KY 40222</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CHURCHILL DOWNS Inc [ CHDN ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2016</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>04/29/2016</u>	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>	01/06/2016		A		30.46 <sup>(2)</sup>	A	\$0.0000 <sup>(1)</sup>	51,030.46	D	
Common Stock <sup>(3)</sup>	04/27/2016		A		867.1523	A	\$0.0000 <sup>(3)</sup>	55,634.3823 <sup>(4)</sup>	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Restricted stock units were awarded in connection with the January 6, 2016 dividend payment. Each restricted stock 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.
- The purpose of this amendment is to correctly report the award, which due to an inadvertent exclusion has been adjusted to include .02 restricted stock unit awarded in connection with 1/6/16 dividend payment that was not included in the reporting person's prior filing.
- Restricted stock units granted in connection with 2016 director service which will vest one year from the anniversary of the grant date. Each restricted stock unit is the economic equivalent of one share of common stock. The vested restricted stock units are transferred upon the reporting person's completion of service as a director.
- The total holdings include 3,733.97 shares underlying restricted stock units that were previously reported in Table II for the reporting person. The purpose of this amendment is to correctly report the total holdings, which due to an inadvertent exclusion have been adjusted to include 2.80 restricted stock units awarded in connection with the 1/7/15 dividend payment, that were not included in the reporting person's prior filing.

**Remarks:**

poahumphrey.txt

Andrea J. Luescher, Attorney  
in Fact for G. Watts Humphrey, 07/11/2016  
Jr.

\*\* 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.

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