

**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): February 28, 2018

Churchill Downs Incorporated

(Exact name of registrant as specified in its charter)

Kentucky
(State of incorporation)

001-33998
(Commission file number)

61-0156015
(IRS Employer Identification No.)

600 North Hurstbourne Parkway, Suite 400, 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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 28, 2018, Churchill Downs Incorporated (the "Company") announced that Craig J. Duchossois, Robert L. Evans, and G. Watts Humphrey will not stand for reelection at the Company's 2018 Annual Meeting of Shareholders ("2018 Annual Meeting") on April 24, 2018. Mr. Humphrey will continue to serve as Chairman of the Board through April 23, 2018 and the Board of Directors (the "Board") has named R. Alex Rankin as Chairman of the Board effective April 24, 2018.

Upon the recommendation of the Nominating and Governance Committee, the Board also approved the nomination of Karole F. Lloyd as a Class I Director for election at the 2018 Annual Meeting, to serve a term of three (3) years, expiring at the 2021 Annual Meeting of Shareholders.

The Board also approved the nomination of William C. Carstanjen, Chief Executive Officer and Director of the Company, to join Ms. Lloyd for election as a Class I Director at the 2018 Annual Meeting in order to balance the number of Directors more equally among the three classes in accordance with the Company's organizational documents. Mr. Carstanjen would serve a term of three (3) years, expiring at the 2021 Annual Meeting of Shareholders. Mr. Carstanjen is currently a Class II Director, with a term that would otherwise expire in 2019.

A copy of the press release announcing the above is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated February 28, 2018 issued by Churchill Downs Incorporated.

SIGNATURE

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.

CHURCHILL DOWNS INCORPORATED

Date: February 28, 2018

By: /s/ Bradley K. Blackwell

Name: Bradley K. Blackwell

Title: Senior Vice President, General Counsel and Secretary

CHURCHILL DOWNS

INCORPORATED

FOR IMMEDIATE RELEASE

Contact: Nick Zangari
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Churchill Downs Announces Upcoming Changes to Board of Directors and the Nomination of Karole F. Lloyd as a New Board Member

LOUISVILLE, Ky. (February 28, 2018) - Churchill Downs Incorporated (“CDI” or the “Company”) (NASDAQ: CHDN) today announced upcoming changes to its Board of Directors (“the Board”) and the nomination of Karole F. Lloyd as a new Board member.

Board Changes

Craig J. Duchossois, Robert L. Evans, and G. Watts Humphrey, Jr. will not stand for reelection at the Company’s 2018 Annual Meeting of Shareholders (“2018 Annual Meeting”) on April 24, 2018. Humphrey will continue to serve as Chairman of the Board through April 23, 2018 and the Board has named R. Alex Rankin as Chairman of the Board of Directors effective April 24, 2018.

“We are grateful for the exemplary service of these three outstanding and long-term board members,” said Bill Carstanjen. “We will miss their insight, experience, and sense of humor. We also want to congratulate Alex on his appointment to Chairman of the Board.”

Class I Director Nominations

The Board also approved the nomination of Karole F. Lloyd as a Class I Director for election at the 2018 Annual Meeting. If elected by the shareholders, Lloyd would serve a term of three (3) years, expiring at the 2021 Annual Meeting of Shareholders. Lloyd is a certified public accountant and recently retired Vice Chair of the Board and Southeast Region Managing Partner at Ernst & Young LLP (“Ernst & Young”). She brings more than 37 years of experience in leadership at Ernst & Young and has extensive experience as an audit partner for publicly-held clients. She served many of Ernst & Young’s largest financial service companies and has experience in financial reporting, board governance, legal matters, regulatory compliance, internal audit, and risk management through consulting and management activities. She received a Bachelor of Science degree from the University of Alabama. Lloyd was appointed to the Board of Directors of AFLAC in January 2017 and serves on the Audit and Risk Committee and the Finance and Investment Committee.

The Board also approved the nomination of William C. Carstanjen, Chief Executive Officer and Director of the Company, to join Lloyd for election as a Class I Director at the 2018 Annual Meeting in order to balance the number of Directors more equally among the three classes in accordance with the Company’s organizational documents. Carstanjen would also serve a term of three (3) years, expiring at the 2021 Annual Meeting of Shareholders. Carstanjen is currently a Class II Director, with a term that would otherwise expire in 2019.

About Churchill Downs Incorporated

Churchill Downs Incorporated (CDI) (NASDAQ:CHDN), headquartered in Louisville, Ky., is an industry-leading racing, gaming and online entertainment company anchored by our iconic flagship event - *The Kentucky Derby*. We are a leader in brick-and-mortar casino gaming with approximately 10,000 gaming positions in eight states, and we are the largest legal online account wagering platform for horseracing in the U.S., through our ownership of TwinSpire.com.

Information set forth in this press release contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The Private Securities Litigation Reform Act of 1995 (the "Act") provides certain "safe harbor" provisions for forward-looking statements. All forward-looking statements made in this press release are made pursuant to the Act.

The reader is cautioned that such forward-looking statements are based on information available at the time and/or management's good faith belief with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Forward-looking statements speak only as of the date the statement was made. We assume no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. 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," and similar words, 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 effect of economic conditions on our consumers' confidence and discretionary spending or our access to credit; additional or increased taxes and fees; the effect of changes in tax laws on the Company or an investment in our shares, including as a result of changes made pursuant to recently enacted U.S. tax legislation; public perceptions or lack of confidence in the integrity of our business; loss of key or highly skilled personnel; restrictions in our debt facilities limiting our flexibility to operate our business; general risks related to real estate ownership, including fluctuations in market values and environmental regulations; catastrophic events and system failures disrupting our operations, including the impact of natural and other disasters on our operations and our ability to obtain insurance recoveries in respect of such losses; inability to identify and complete acquisition, expansion or divestiture projects, on time, on budget or as planned; difficulty in integrating recent or future acquisitions into our operations; legalization of online real money gaming in the United States, and our ability to capitalize on and predict such legalization; inability to respond to rapid technological changes in a timely manner; inadvertent infringement of the intellectual property of others; inability to protect our own intellectual property rights; security breaches and other security risks related to our technology, personal information, source code and other proprietary information, including failure to comply with regulations and other legal obligations relating to receiving, processing, storing and using personal information; payment-related risks, such as chargebacks for fraudulent credit card use; compliance with the Foreign Corrupt Practices Act or applicable money-laundering regulations; work stoppages and labor issues; difficulty in attracting a sufficient number of horses and trainers for full field horseraces; inability to negotiate agreements with industry constituents, including horsemen and other racetracks; personal injury litigation related to injuries occurring at our racetracks; the inability of our totalisator company, United Tote, to maintain its processes accurately, keep its technology current or maintain its significant customers; weather conditions affecting our ability to conduct live racing; increased competition in the horseracing business; changes in the regulatory environment of our racing operations; declining popularity in horseracing; seasonal fluctuations in our horseracing business due to geographic concentration of our operations; increased competition in our casino business; changes in regulatory environment of our casino business; development and expansion of casinos is costly and susceptible to delays, cost overruns and other uncertainties; concentration and evolution of slot machine manufacturing and other technology conditions that could impose additional costs; impact of further legislation prohibiting tobacco smoking; geographic concentration of our casino business; changes in regulatory environment for our advanced deposit wagering business; increase in competition in the advanced deposit wagering business; inability to retain current customers or attract new customers to our advanced deposit wagering business; uncertainty and changes in the legal landscape relating to our advanced deposit wagering business; and failure to comply with laws requiring us to block access to certain individuals could result in penalties or impairment in our ability to offer advanced deposit wagering.