

<b>OMB APPROVAL</b>	
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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>Duchossois Group, Inc.</u>			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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>11/30/2016</u>					
444 WEST LAKE, SUITE 2000			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	(City)	(State)						
CHICAGO	IL	60606						
(City)	(State)	(Zip)						

**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>	06/09/2017		D		1,000,000 <sup>(2)</sup>	D	\$158.78	1,000,000	I	By CDI Holdings LLC
Common Stock <sup>(3)</sup>	11/30/2016		S		137,141 <sup>(4)</sup>	D	\$148.75	0	I	By Spring Creek Investors II, LLC
Common Stock <sup>(5)</sup>								3,373	I	By The Chamberlin Group, Inc.
Common Stock <sup>(6)</sup>								165,947	I	By RLD Revocable Trust
Common Stock <sup>(6)</sup>								4,548	I	By Richard L. Duchossois
Common Stock <sup>(7)</sup>								17,646	I	By CJD Revocable Trust

**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	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>Duchossois Group, Inc.</u>		
(Last)	(First)	(Middle)
444 WEST LAKE, SUITE 2000		
(Street)	(City)	(State)
CHICAGO	IL	60606
(City)	(State)	(Zip)

1. Name and Address of Reporting Person\*

CDI Holdings LLC

(Last) (First) (Middle)

444 W. LAKE, SUITE 2000

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

DUCHOSSOIS RICHARD L

(Last) (First) (Middle)

444 W. LAKE, SUITE 2000

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

DUCHOSSOIS CRAIG J

(Last) (First) (Middle)

444 W. LAKE, SUITE 2000

(Street)

CHICAGO IL 60606

(City) (State) (Zip)

**Explanation of Responses:**

1. This form is a joint filing by The Duchossois Group, Inc. ("TDG"), CDI Holdings LLC ("Holdings"), Richard L. Duchossois and Craig J. Duchossois. TDG is the sole member and manager of Holdings. Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with TDG, may be deemed to beneficially own the shares of common stock of Churchill Downs Incorporated (the "Issuer") that are owned by Holdings and which TDG may be deemed to beneficially own. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of common stock of the Issuer owned by Holdings, except with respect to each individual's pecuniary interest in such shares attributable to him by virtue of his respective equity interest in TDG.

2. These are the same shares reflected in the Form 4 filings of Richard L. Duchossois and Craig J. Duchossois that are being filed simultaneous herewith.

3. 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 common stock of the Issuer that are owned by Spring Creek Investors II LLC. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of common stock of the Issuer owned by Spring Creek Investors II LLC, except with respect to each individual's pecuniary interest in such shares.

4. These are the same shares reflected in the Form 4 filings of Richard L. Duchossois and Craig J. Duchossois that were filed on 12/2/2016.

5. Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with The Chamberlain Group, Inc. and TDG, may be deemed to beneficially own the shares of common stock of the Issuer that are owned by The Chamberlain Group, Inc. and which TDG may be deemed to beneficially own. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of common stock of the Issuer owned by The Chamberlain Group, Inc., except with respect to each individual's pecuniary interest in such shares attributable to him by virtue of his respective equity interest in TDG.

6. Reflects shares of common stock of the Issuer beneficially owned by Richard L. Duchossois and not by TDG, Holdings or Craig J. Duchossois.

7. Reflects shares of common stock of the Issuer beneficially owned by Craig J. Duchossois and not by TDG, Holdings or Richard L. Duchossois.

**Remarks:**

/s/ Eric A. Reeves, attorney-in-  
fact for Richard L. Duchossois 06/13/2017

/s/ Eric A. Reeves, attorney-in-  
fact for Craig J. Duchossois 06/13/2017

/s/ Eric A. Reeves, Vice  
President and General Counsel 06/13/2017  
of The Duchossois Group, Inc.

/s/ Eric A. Reeves, Vice  
President and General Counsel 06/13/2017  
of CDI Holdings LLC

\*\* 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.