

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* DUCHOSSOIS RICHARD L (Last) (First) (Middle) ARLINGTON INTERNATIONAL RACECOURSE POST OFFICE BOX 7 (Street) ARLINGTON IL 60006 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol CHURCHILL DOWNS Inc [CHDN]	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) 01/06/2016	
		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 ⁽¹⁾	01/06/2016		A		30.44	A	\$0.0000 ⁽¹⁾	30.44	D	
Common Stock ⁽²⁾	01/06/2016		A		20.809	A	\$0.0000 ⁽²⁾	51.249	D	
Common Stock ⁽³⁾	04/27/2016		A		867.1523	A	\$0.0000 ⁽³⁾	7,204.9513 ⁽⁴⁾	D	
Common Stock								166,047	I	by RLD Revocable Trust
Common Stock								2,000,000	I	by The Duchossois Group, Inc. ⁽⁵⁾
Common Stock								137,141	I	Spring Creek Investors II, LLC ⁽⁶⁾
Common Stock								3,373	I	The Chamberlain Group, Inc. ⁽⁷⁾

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					

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.
- Phantom stock units were awarded in connection with the January 6, 2016 dividend payment. Each phantom 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.
- 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 6,286.55 shares underlying restricted stock units and phantom share units that were previously reported in Table II for the reporting person.
- The Duchossois Group, Inc. transferred its shares to its wholly owned subsidiary, CDI Holdings, LLC in 2016.
- 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.
- 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.

Remarks:

[Andrea J. Luescher by](#)
[Attorney in Fact for Richard L. Duchossois](#) 04/29/2016

** 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of General Counsel for Churchill Downs Incorporated, Vice President, Associate General Counsel and the Director of Corporate Governance & Licensing, signing singly, the undersigned's true and lawful attorney-in-fact to:

(1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Churchill Downs Incorporated (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 28th day of April, 2016.

/s/ Richard L. Duchossois

Signature

Richard L. Duchossois

Print

Name