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): July 7, 2008

CHURCHILL DOWNS INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)

Kentucky	000-1469	61-0156015
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

700 Central Avenue, Louisville, Kentucky 40208
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (502) 636-4400

Not Applicable
(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 (*see* General Instruction A.2. below):

☐ 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))

Item 8.01. Other Events.

On July 7, 2008, certain subsidiaries of Churchill Downs Incorporated (the "Company") reached agreement with the Florida Horsemen's Benevolent and Protective Association, Inc. (the "FHBPA") with respect to the sharing of revenues from pari-mutuel operations (the "Purse Agreement") and slot machines (the "Slots Agreement") at the Company's Calder Race Course. In connection with these agreements, the Company and its affiliates have agreed to voluntarily dismiss, without prejudice, claims against the FHBPA and certain of its directors and officers (the "FHBPA Defendants") in a lawsuit which is pending in the United States District Court for the Western District of Kentucky against the FHBPA, the Thoroughbred Horsemen's Group, LLC (the "THG"), various other state horsemen's associations and certain individuals (*Churchill Downs Incorporated, et al v. Thoroughbred Horsemen's Group, LLC, Case # 08CV-225-S)* (the "THG Lawsuit"). These agreements will allow Calder to resume distributing its signal from Calder Race Course to the simulcast network around the country, including to OTB facilities and racetracks, beginning with races on July 10, 2008. In addition, certain out-of-state horsemen's groups that previously withheld the consents required under the Interstate Horseracing Act of 1978 (the "IHA") to send certain racetracks' signals to Calder Race Course for wagering have now granted those consents.

The THG Lawsuit was filed on April 24, 2008 and alleges that the FHBPA, the THG and various other state horsemen's associations (collectively with the FHBPA, the "Horsemen's Groups") and certain individuals violated Federal antitrust laws in connection with the interstate distribution of simulcast signals containing race content to off-track betting systems, including advance deposit wagering ("ADW") companies (collectively, "OTB Systems"). The Company generates a significant amount of its revenues from sending signals of races from its racetracks to OTB Systems in other states ("export") and receiving signals from racetracks in other states ("import"). Revenues are earned from pari-mutuel wagering and fees on both import and export signals. Under the IHA, racetrack operators are permitted to contract with OTB Systems for the export of races and the right to accept wagers on such races by OTB Systems, subject to compliance with the IHA. Compliance with the IHA requires, among other things, a written agreement with the Horsemen's Group which represents the majority of the owners and trainers racing at the racetrack for those races proposed to be exported.

Certain Horsemen's Groups appointed the THG, which is an alliance of approximately seventeen Horsemen's Groups covering over 45 racetracks, including the Company's Churchill Downs and Calder Race Course racetracks, as their agent for the purpose of negotiating agreements with the Company relating to revenue sharing on ADW. Pending the resolution of this demand, certain of the Horsemen's Groups, including the FHBPA, indicated that they were withholding, or intended to withhold, their consent under the IHA to import or export (as applicable) racing signals to or from Calder and the export of racing signals from Churchill Downs to certain OTB Systems.

Following dismissal of the THG Lawsuit as against the FHBPA Defendants, the Company intends to continue to pursue the THG Lawsuit against the remaining defendants, including the THG.

The Purse Agreement became effective on July 7, 2008. Under the terms of the Purse Agreement, for thoroughbred horse racing meetings at Calder Race Course through January 2, 2009, the Company's subsidiary, Calder Race Course, Inc. ("Calder"), generally will make payments to the horsemen in an amount equal to fifty percent (50%) of all revenue from pari-mutuel operations. In the event that the Company refiles the claims underlying the THG lawsuit against the FHBPA Defendants, the Purse Agreement shall become null and void.

In the event that Calder cannot conclude and execute an awards supplement agreement with the Florida Thoroughbred Breeders and Owners Association ("FTBOA") within thirty days following the effective date of the Purse Agreement, the Purse Agreement will be null and void.

The Slots Agreement will become effective on the day the slot machine facility at Calder Race Course opens to the general public for slot machine wagering (the date of "First Coin Drop") and will expire on the tenth anniversary of the first December 31st after the date of First Coin Drop, subject to automatic five-year renewal periods. Under the Slots Agreement, Calder will contribute certain sums of slot machine revenue to supplement thoroughbred racing purses at Calder Race Course. During the first three full years of slots operations, the Company will supplement purses for thoroughbred horse races conducted at Calder Race Course a minimum of $14.375 million aggregate from slot machine revenues. Thereafter, Calder will supplement purses by 6.75% of slot machine revenue annually for the remainder of the initial term of the Slots Agreement. The Slots Agreement also requires that the Calder Race Course and another of the Company's tracks, Tropical Park, collectively, conduct live thoroughbred horse racing on no fewer than 150 days per full calendar year during the term of the Slots Agreement, which requirement is generally contingent upon the existence of a current, executed purse agreement as of March 15 of each such calendar year.

In the event that Calder cannot reach agreement with the FTBOA within thirty days following the effective date of the Slots Agreement at revenue sharing levels at Calder Race Course that are less than or equal to a prescribed level, the Slots Agreement is terminable by either the Company or the FHBPA.

The Company and the FHBPA are continuing to work toward an agreement resolving their remaining outstanding issue, which concerns signal distribution to national ADW platforms. While the Company and the FHBPA work toward a resolution of this issue, the Company will not receive revenues from the distribution of Calder Race Course's signal to national ADW operators for the purpose of accepting wagers.

A copy of the press release issued by the Company announcing entry into the Purse Agreement and Slots Agreement and dismissal of the THG Lawsuit as against the FHBPA Defendants is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Information set forth in this Current Report on Form 8-K contains various "forward-looking statements" within the meaning of 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 Report 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,” “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: a substantial change in law or regulations affecting pari-mutuel and gaming activities; a substantial change in allocation of live racing days; the impact of wagering laws, including changes in laws or enforcement of those laws by regulatory agencies; the outcome of pending or threatened litigation, including the outcome of any counter-suits or claims arising in connection with the THG Litigation; changes in our relationships with Horsemen’s Groups and their memberships; and our ability to reach agreement with the FBPHA on future purse agreements and our ability to reach agreement with FTBOA on slots revenue sharing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated July 7, 2008 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

July 10, 2008

By: /s/ William E. Mudd
William E. Mudd
Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated July 7, 2008 issued by Churchill Downs Incorporated.

FOR IMMEDIATE RELEASE

Contact: Kevin Flanery
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kevin.flanery@kyderby.com

CHURCHILL DOWNS INCORPORATED, FLORIDA HORSEMEN'S BENEVOLENT AND PROTECTIVE ASSOCIATION REACH PURSE AND SLOTS AGREEMENTS AT CALDER RACE COURSE

Calder Race Course Racing Signal to Resume Out-of-State Broadcasts on July 10

LOUISVILLE, Ky. (July 7, 2008) – Officials of Churchill Downs Incorporated ("Company" or "CDI") (NASDAQ: CHDN) and representatives of the Florida Horsemen's Benevolent and Protective Association ("FHBPA") have come to agreements on a 2008 purse contract at Calder Race Course and on a slots contract for when the track begins slots operations on a yet-to-be-determined date.

The agreements pave the way for Calder to resume distributing its signal to the simulcast network throughout the country, including off-track betting ("OTB") facilities and racetracks, beginning with races on Thursday, July 10.

"As important as these agreements are for the Florida horsemen and Calder, they are most important for our loyal customers who have been inconvenienced by this issue," said Kevin Flanery, senior vice president of Churchill Downs Incorporated, Calder's parent company. "Today's announcement means that our customers throughout the country will enjoy access to Calder's races through their local racetrack or simulcast outlet effective Thursday, July 10. We hope that states who have blocked their signals from entering Florida will re-evaluate those decisions based on today's announcement. This is a good day for everyone involved and an important step forward."

CDI and the FHBPA will continue to work toward a resolution of the remaining outstanding issue, which concerns signal distribution to national account wagering platforms. "We are happy that our fans who wager through racetracks and OTBs will soon be able to enjoy the Calder product, and we are committed to working with the FHBPA to ensure that our customers will also have the opportunity to wager via TwinSpires.com and other online wagering platforms as soon as possible," Flanery continued. "We appreciate the hard work put into these negotiations by the FHBPA on the slots and purses issues and look forward to productive discussions moving forward."

Under the terms of the slot agreement, Florida horsemen are guaranteed $14.375 million for purses in the first three full years of the slots operation and 6.75 percent of slot revenue for the remainder of the ten-year term. Additional provisions provide for the horsemen to share in the upside should the Calder slot facility generate specified slot revenue minimums in the second and third full years of operations.

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"Over the past few years, our company has invested millions in the various efforts to approve alternative gaming in Florida, including $3.1 million for the 2008 referendum alone," said Flanery. "We will also invest tens of millions of dollars in the construction and operation of a slots facility at Calder. According to the terms announced today, we estimate at this time that horsemen will benefit from CDI's investments to the tune of approximately $50 million, potentially, over the term of the agreement. This underscores our company's commitment to the horse racing industry."

CDI has also announced that it has agreed to dismiss without prejudice the lawsuit filed on April 24 against the FHBPA and its officers. The suit, filed in the United States District Court for the Western District of Kentucky, alleged violations under the Sherman Antitrust Act and will continue against the remaining parties, including the Thoroughbred Horsemen's Group.

Churchill Downs Incorporated ("Churchill Downs"), headquartered in Louisville, Ky., owns and operates world-renowned horse racing venues throughout the United States. Churchill Downs' four racetracks in Florida, Illinois, Kentucky and Louisiana host many of North America's most prestigious races, including the Kentucky Derby and Kentucky Oaks, Arlington Million, Princess Rooney Handicap and Louisiana Derby. Churchill Downs racetracks have hosted seven Breeders' Cup World Championships. Churchill Downs also owns off-track betting facilities and has interests in various advance-deposit wagering, television production, telecommunications and racing services companies, including a 50-percent interest in the national cable and satellite network HorseRacing TV™, that support the Company's network of simulcasting and racing operations. Churchill Downs trades on the NASDAQ Global Select Market under the symbol CHDN and can be found on the Internet at www.churchilldownsincorporated.com.

Information set forth in this news 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 news 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," "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 effect of global economic conditions; the effect (including possible increases in the cost of doing business) resulting from future war and terrorist activities or political uncertainties; the economic environment; the impact of increasing insurance costs; the impact of interest rate fluctuations; the effect of any change in our accounting policies or practices; the financial performance of our racing operations; the impact of gaming competition (including lotteries and riverboat, cruise ship and land-based casinos) and other sports and entertainment options in those markets in which we operate; the impact of live racing day competition with other Florida and Louisiana racetracks within those respective markets; costs associated with our efforts in support of alternative gaming initiatives; costs associated with customer relationship management initiatives; a substantial change in law or regulations affecting pari-mutuel and gaming activities; a substantial change in allocation of live racing

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days; changes in Illinois law that impact revenues of racing operations in Illinois; the presence of wagering facilities of Indiana racetracks near our operations; our continued ability to effectively compete for the country's top horses and trainers necessary to field high-quality horse racing; our continued ability to grow our share of the interstate simulcast market; our ability to execute our acquisition strategy and to complete or successfully operate planned expansion projects; our ability to successfully complete any divestiture transaction; our ability to execute on our temporary and permanent slot facilities in Louisiana; market reaction to our expansion projects; the loss of our totalisator companies or their inability to provide us assurance of the reliability of their internal control processes through Statement on Auditing Standards No. 70 audits or to keep their technology current; the need for various alternative gaming approvals in Louisiana; our accountability for environmental contamination; the loss of key personnel; the impact of natural disasters, including Hurricanes Katrina, Rita and Wilma on our operations and our ability to adjust the casualty losses through our property and business interruption insurance coverage; any business disruption associated with a natural disaster and/or its aftermath; our ability to integrate businesses we acquire, including our ability to maintain revenues at historic levels and achieve anticipated cost savings; the impact of wagering laws, including changes in laws or enforcement of those laws by regulatory agencies; the effect of claims of third parties to intellectual property rights; and the volatility of our stock price.

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