

**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): November 1, 2022

Churchill Downs Incorporated

(Exact name of registrant as specified in its charter)

Kentucky (State or other jurisdiction of incorporation) **001-33998** (Commission File Number) **61-0156015** (I.R.S. Employer Identification No.)
600 North Hurstbourne Parkway, Suite 400
Louisville , Kentucky (Address of Principal Executive Offices) **40222** (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, No Par Value	CHDN	The Nasdaq Stock Market LLC

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.

INTRODUCTORY NOTE

On November 1, 2022 (the “Closing Date”), pursuant to that certain Purchase Agreement (as amended by the Amendment, the “Purchase Agreement”), dated as of February 18, 2022, as amended September 2, 2022 (the “Amendment”), by and between Churchill Downs Incorporated, a Kentucky corporation (the “Company”) and Peninsula Pacific Entertainment Intermediate Holdings LLC (“P2E”), the Company completed its previously announced acquisition of the following properties (the “P2E Transaction”): Colonial Downs Racetrack in New Kent, Virginia, six historical racing entertainment venues across Virginia, del Lago Resort & Casino in Waterloo, New York, and the Hard Rock Hotel & Casino in Sioux City, Iowa.

Item 2.01. Completion of Acquisition or Disposition of Assets

On the Closing Date, pursuant to the Purchase Agreement, the Company completed the P2E Transaction. The Company paid an aggregate consideration of US\$2.75 billion in cash in connection with the P2E Transaction, subject to customary adjustments for working capital, indebtedness and certain other adjustments as set forth in the Purchase Agreement.

The foregoing description of the Purchase Agreement, the Amendment and the P2E Transaction in this Current Report on Form 8-K does not purport to be complete and is subject to, and qualified in its entirety by, reference to (i) the full text of the Purchase Agreement, a copy of which is filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on February 22, 2022 and is incorporated herein by reference and (ii) the full text of the Amendment, a copy of which is filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 6, 2022 and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure

A copy of the press release announcing the P2E Transaction is furnished hereto as Exhibit 99.1. The information provided pursuant to this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that Section and shall not be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in any such filing.

9.01. Financial Statements and Exhibits.

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| (a) Financial Statements of Business Acquired | The financial statements required by Item 9.01(a) and the pro forma financial information required by Item 9.01(b) have not been included in this filing and will be filed by amendment to this Current Report on Form 8-K not later than 71 calendar days after the date that this Current Report on Form 8-K must be filed. |
| (b) Pro Forma Financial Information | The financial statements required by Item 9.01(a) and the pro forma financial information required by Item 9.01(b) have not been included in this filing and will be filed by amendment to this Current Report on Form 8-K not later than 71 calendar days after the date that this Current Report on Form 8-K must be filed. |
| (d) | Exhibits |

Exhibit Number	Description
2.1*	Purchase Agreement, dated as of February 18, 2022, by and between Peninsula Pacific Entertainment Intermediate Holdings LLC and Churchill Downs Incorporated (incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on February 22, 2022)
2.2*	Amendment No. 1 to Purchase Agreement, dated as of September 2, 2022 by and between Peninsula Pacific Entertainment Intermediate Holdings LLC and Churchill Downs Incorporated (incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on September 6, 2022)
99.1	Press Release, dated November 1, 2022, issued by Churchill Downs Incorporated
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* The schedules to this Exhibit have been omitted in accordance with Regulation S-K Item 601. The registrant agrees to furnish supplementally a copy of all omitted schedules to the Securities and Exchange Commission upon its request.

SIGNATURES

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.

November 1, 2022

CHURCHILL DOWNS INCORPORATED

/s/ Bradley K. Blackwell

By: Bradley K. Blackwell

Title: Senior Vice President, General Counsel and Secretary

CHURCHILL DOWNS

I N C O R P O R A T E D

FOR IMMEDIATE RELEASE

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Churchill Downs Incorporated Completes Acquisition of Substantially All of the Assets of Peninsula Pacific Entertainment

Transaction Expands Company Geographic Footprint to Virginia, New York and Iowa

LOUISVILLE, KY. (November 1, 2022) – Churchill Downs Incorporated (“CDI” or the “Company”) (Nasdaq: CHDN) announced today the completion of the Company’s purchase of substantially all of the assets of Peninsula Pacific Entertainment LLC (“P2E”) for total consideration of \$2.75 billion (the “P2E Acquisition”). The P2E Acquisition includes all of P2E’s assets and operations in Virginia, New York and Sioux City, Iowa, and follows receipt of customary licensing approvals from the Virginia Racing Commission, the New York State Gaming Commission and the Iowa Racing and Gaming Commission.

“Today marks a significant moment in the evolution of Churchill Downs Incorporated,” said Bill Carstanjen, Chief Executive Officer of CDI. “This transaction meaningfully expands our geographic footprint to Iowa, New York and Virginia, introducing a very unique set of assets and attractive organic growth opportunities to our company. We are excited to welcome the teams from each of these well-established properties into Churchill Downs Incorporated.”

The P2E Acquisition includes:

- Colonial Downs Racetrack in New Kent, Virginia, as well as six Rosie’s Gaming Emporium (“Rosie’s”) historical horse racing facilities across Virginia. Rosie’s locations currently include Collinsville, Dumfries, Hampton, New Kent, Richmond and Vinton, and includes approximately 2,700 historical racing machines (“HRMs”).
- Del Lago Resort & Casino in Waterloo, New York, a 96,000 sq. ft. casino with approximately 1,700 slot machines, 80 table games, a 205-room hotel, nine restaurants / bar areas, 758 covered parking spaces, a 6,000 sq. ft. sportsbook area, a 2,400-seat entertainment venue, and a 7,200 sq. ft. outdoor event venue.
- Hard Rock Hotel & Casino in Sioux City, Iowa, a 45,000 sq. ft. casino with 639 slot machines, 20 table games, a 54-room hotel, 1,511 parking spaces, two live entertainment venues, a 100-piece music memorabilia collection, and a Hard Rock-branded sportsbook.

The P2E Acquisition also includes other development rights:

- The opportunity, under Virginia law, to develop up to five additional HRM entertainment venues in Virginia with collectively up to approximately 2,300 additional HRMs.
- The rights to build a new HRM entertainment venue with up to 1,800 HRMs in Dumfries, Virginia. The Dumfries project is located in northern Virginia with the initial phase expected to open in 2023.
- The rights to develop a new HRM entertainment venue with up to 150 HRMs in Emporia, Virginia. The Emporia project, located along I-95 near the North Carolina border, is expected to open in 2023.
- The rights to P2E's ongoing effort, in partnership with Urban One, to develop ONE Casino + Resort, a \$565 million destination casino in Richmond, Virginia.

Macquarie Capital served as the exclusive financial advisor and Sidley Austin LLP served as legal advisor to CDI.

About Churchill Downs Incorporated

Churchill Downs Incorporated ("CDI", NASDAQ: CHDN) has been creating extraordinary entertainment experiences for nearly 150 years, beginning with the company's most iconic and enduring asset, the Kentucky Derby. Headquartered in Louisville, Kentucky, CDI has expanded through the development of live and historical racing entertainment venues, the growth of the TwinSpires horse racing online wagering business and the operation and development of regional casino gaming properties. More information is available at www.churchilldownsincorporated.com.

This news release contains various "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. 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 or similar expressions (or negative versions of such words or expressions).

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, among others, that may materially affect actual results or outcomes include the following: the impact of the novel coronavirus (COVID-19) pandemic, including the emergence of variant strains, and related economic matters on our results of operations, financial conditions and prospects; the occurrence of extraordinary events, such as terrorist attacks, public health threats, civil unrest, and inclement weather; the effect of economic conditions on our consumers' confidence and discretionary spending or our access to credit; additional or increased taxes and fees; the impact of significant competition, and the expectation the competition levels will increase; changes in consumer preferences, attendance, wagering, and sponsorships; loss of key or highly skilled personnel; lack of confidence in the integrity of our core businesses or any deterioration in our reputation; risks associated with equity investments, strategic alliances and other third-party agreements; inability to respond to rapid technological changes in a timely manner; concentration and evolution of slot machine manufacturing and other technology conditions that could impose additional costs; inability to negotiate agreements with industry constituents, including horsemen and other racetracks; inability to identify and complete expansion, acquisition or divestiture projects, on time, on budget or as planned; difficulty in integrating recent or future acquisitions into our operations; costs and uncertainties relating to the development of new venues and expansion of existing facilities; general risks related to real estate ownership and significant expenditures, including fluctuations in market values and environmental regulations; reliance on our technology services and catastrophic events and system failures disrupting our operations; online security risk, including cyber-security breaches, or loss or misuse of our stored information as a result of a breach, including customers' personal information, could lead to government enforcement actions or other litigation; personal injury litigation related to injuries occurring at our racetracks; compliance with the Foreign Corrupt Practices Act or applicable money-laundering regulations; payment-related risks, such as risk associated with fraudulent credit card and debit card use; work

stoppages and labor issues; risks related to pending or future legal proceedings and other actions; highly regulated operations and changes in the regulatory environment could adversely affect our business; restrictions in our debt facilities limiting our flexibility to operate our business; failure to comply with the financial ratios and other covenants in our debt facilities and other indebtedness; and increase in our insurance costs, or obtain similar insurance coverage in the future, and inability to recover under our insurance policies for damages sustained at our properties in the event of inclement weather and casualty events.

We do not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Exhibit A:

Properties acquired are as follows:

Live and Historical Racing Segment	State	HRMs		
Colonial Downs Racetrack	VA	-		
Rosie's New Kent	VA	600		
Rosie's Vinton	VA	500		
Rosie's Richmond	VA	700		
Rosie's Hampton	VA	700		
Rosie's Dumfries	VA	150		
Rosie's Collinsville	VA	37		
Gaming Segment	State	Slots	Tables	Hotel Rooms
del Lago Resort & Casino	NY	1,700	80	205
Hard Rock Casino & Hotel Sioux City	IA	639	20	54