

**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* <b>DUCHOSSOIS CRAIG J</b>			2. Issuer Name and Ticker or Trading Symbol <b>CHURCHILL DOWNS Inc [ CHDN ]</b>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>11/30/2016</b>			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		
<b>THE DUCHOSSOIS GROUP</b> <b>845 LARCH AVENUE</b>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>ELMHURST IL 60126</b>								
(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	11/30/2016		S		137,141 <sup>(1)</sup>	D	\$148.75	0.0000	I	Spring Creek Investors II, LLC <sup>(2)</sup>
Common Stock <sup>(3)</sup>								15,140.7505	D	
Common Stock								2,000,000	I	by The Duchossois Group, Inc. <sup>(4)</sup>
Common Stock								17,646	I	CJD Revocable Trust
Common Stock								3,373	I	The Chamberlain Group, Inc. <sup>(5)</sup>

**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:**

- These are the same shares reflected in the Form 4 filing of Mr. Richard Duchossois that is being filed simultaneous herewith.
- Craig Duchossois, by virtue of his relationship with Spring Creek Investors II LLC, may be deemed to beneficially own the shares of CHDN that are held by Spring Creek Investors II LLC. Craig Duchossois disclaims beneficial ownership with respect to the shares of CHDN held by Spring Creek Investors II LLC.
- The holding is comprised of restricted stock units granted for service as a director, phantom stock units granted in connection with a deferred compensation elections and dividends award for such units. The equivalent shares of common stock related to these units will be transferred upon the reporting person's completion of service as a director.
- The Duchossois Group, Inc. transferred its shares to its wholly owned subsidiary CDI Holdings, LLC in 2016.
- Craig Duchossois, by virtue of his 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. Craig Duchossois disclaims beneficial ownership with respect to the shares of CHDN held by The Chamberlain Group, Inc., except with respect to his pecuniary interest in such shares.

Dawn Ostertag Attorney in fact 12/02/2016  
for Craig Duchossois

\*\* 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.

