

**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 23, 2024

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 Global Select 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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 23, 2024, Robert L. Fealy notified Churchill Downs Incorporated (the “Company”) of his decision to resign as a director of the Board of Directors of the Company (the “Board”) effective immediately. In connection with Mr. Fealy’s retirement, the size of the Board will decrease from nine directors to eight directors, effective as of July 23, 2024. Mr. Fealy’s decision to resign is not because of a disagreement with the Company or the Board on any matter relating to the Company’s operations, policies or practices.

On July 24, 2024, the Company issued a press release reporting the resignation of Mr. Fealy from the Board. A copy of this press release is furnished as Exhibit 99.1 to this report and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated July 24, 2024 issued by Churchill Downs Incorporated
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

July 24, 2024

CHURCHILL DOWNS INCORPORATED

/s/ Bradley K. Blackwell

By: Bradley K. Blackwell

Title: Executive Vice President, General Counsel and Secretary

CHURCHILL DOWNS

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

FOR IMMEDIATE RELEASE

Investor Contact: Sam Ullrich
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Churchill Downs Incorporated Announces Robert L. Fealy Retires From Company's Board of Directors

LOUISVILLE, KY. (July 24, 2024) - Churchill Downs Incorporated ("CDI" or "Company") announced today that Robert L. Fealy retired from CDI's Board of Directors on July 23, 2024.

"We are grateful for Bob's long-term exemplary service as a board member of Churchill Downs Incorporated," said Bill Carstanjen, CDI's President and Chief Executive Officer. "We will miss his perspective, insight, and dedication to our Company. I want to also personally thank him for his friendship and wisdom over the many years we have worked together."

About Churchill Downs Incorporated

Churchill Downs Incorporated ("CDI") (NASDAQ: CHDN) has been creating extraordinary entertainment experiences for over 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. www.churchilldownsincorporated.com.