

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): May 10, 2004



CHURCHILL DOWNS
INCORPORATED

(Exact name of registrant as specified in its charter)

Kentucky
(State or other jurisdiction of
incorporation or organization)

0-1469
(Commission File Number)

61-0156015
(IRS Employer Identification No.)

700 Central Avenue, Louisville, KY 40208
(Address of principal executive offices)
(Zip Code)

(502) 636-4400
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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Item 7. Financial Statements and Exhibits

Exhibit 99.1 - Press release dated May 10, 2004

Item 12. Results of Operations and Financial Condition

The registrant's press release dated May 10, 2004, reporting the effect of the registrant's classification of host fee expenses incurred on the fiscal periods 2001, 2002 and 2003, is furnished as Exhibit 99.1 and incorporated by reference herein. This information is being furnished under Item 12 of Form 8-K.

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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 thereunto duly authorized.

CHURCHILL DOWNS INCORPORATED

May 10, 2004

/s/Michael E. Miller
Michael E. Miller
Executive Vice President and
Chief Financial Officer
(Principal Financial and Accounting Officer)

CHURCHILL DOWNS INCORPORATED TO FILE AMENDED 10-K FOR 2003
Reclassification of "Host Fee" Expenses Will Have No Effect on Earnings

LOUISVILLE, Ky. (May 10, 2004) – Churchill Downs Incorporated (Nasdaq: CHDN) ("CDI" or "Company") will file an amended 10-K after the market close today to reflect the reclassification of certain simulcast "host fee" expenses in its audited financial statements. The revisions have no impact on the Company's gross profit, operating income or net earnings for any period covered in the restatement.

During the preparation of the 10-Q for the first quarter of 2004, the Company discovered an inconsistency among its operating units in the accounting for host fee expenses. While some racetracks netted these costs against revenues, others accounted for them as operating expenses. The amended 10-K is being filed to conform the accounting practices, resulting in these expenses being classified as operating expenses. This reclassification has no impact on the Company's earnings, but will serve to increase net revenues, as well as operating expenses, by approximately \$21 million, \$23 million and \$23 million for the years 2001, 2002 and 2003, respectively.

Michael Miller, the Company's chief financial officer, stated, "Even though our earnings are not impacted by this reclassification, we believe that using the same accounting treatment of the host fees across our racetracks is appropriate and more consistently reflects our revenues and operating expenses."

Churchill Downs Incorporated, headquartered in Louisville, Ky., owns and operates world-renowned horse racing venues throughout the United States. The Company's racetracks in California, Florida, Illinois, Indiana and Kentucky host 114 graded-stakes events and many of North America's most prestigious races, including the Kentucky Derby and Kentucky Oaks, Hollywood Gold Cup and Arlington Million. CDI racetracks have hosted nine Breeders' Cup World Thoroughbred Championships – more than any other North American racing company. CDI also owns off-track betting facilities and a television production unit, and has interests in various telecommunications and racing services companies that support CDI's network of simulcasting and racing operations. CDI trades on the Nasdaq National Market under the symbol CHDN and can be found on the Internet at www.churchilldownsincorporated.com.