

AMERISTAR CASINOS INC
Form DEFA14A
February 01, 2013

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): **February 1, 2013**

Ameristar Casinos, Inc.

(Exact name of registrant as specified in its charter)

Commission File No. **000-22494**

Nevada
(State or other jurisdiction of
incorporation)

88-0304799
(I.R.S. Employer Identification No.)

3773 Howard Hughes Parkway, Suite 490S, Las Vegas, NV 89169
(Address of principal executive offices) (Zip Code)

(702) 567-7000

(Registrant's telephone number, including area code)

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Former name or former address, if changed since last report: N/A

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))
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Item 1.01. Entry into a Material Definitive Agreement.

First Amendment to Agreement and Plan of Merger

On December 20, 2012, Ameristar Casinos, Inc. (Ameristar) entered into an Agreement and Plan of Merger (the Merger Agreement) with Pinnacle Entertainment, Inc. (Pinnacle), PNK Holdings, Inc., a direct wholly-owned subsidiary of Pinnacle (HoldCo), and PNK Development 32, Inc., an indirect wholly-owned subsidiary of Pinnacle (Merger Sub, and together with Ameristar, Pinnacle and HoldCo, the Parties), pursuant to which Merger Sub would be merged with and into Ameristar, with Ameristar surviving as a direct wholly-owned subsidiary of HoldCo and an indirect wholly-owned subsidiary of Pinnacle. The Merger Agreement further provides that Pinnacle is entitled, under certain circumstances, to elect to implement an alternative merger structure pursuant to which HoldCo would be merged with and into Ameristar, with Ameristar as the surviving corporation (the Alternative Merger), and immediately thereafter, Ameristar would be merged with and into Pinnacle, with Pinnacle as the surviving corporation.

On February 1, 2013, the Parties entered into a First Amendment to the Merger Agreement (the Amendment) to more specifically address the procedures for and the effects of the Alternative Merger. Other than the amendments to the Merger Agreement contained in the Amendment, the Merger Agreement remains unchanged.

The foregoing description of the Merger Agreement and the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement (filed as Exhibit 2.1 to Ameristar's Current Report on Form 8-K filed on December 21, 2012) and the Amendment (which is filed as Exhibit 2.1 hereto), respectively, and each of the Merger Agreement and the Amendment are incorporated into this Current Report on Form 8-K by this reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The exhibit listed below is incorporated herein in its entirety.

| Exhibit | Description |
|----------------|--|
| 2.1 | First Amendment to Agreement and Plan of Merger, dated as of February 1, 2013, by and among Pinnacle Entertainment, Inc., PNK Holdings, Inc., PNK Development 32, Inc. and Ameristar Casinos, Inc. |

Additional Information and Where to Find It

In connection with the proposed merger, Ameristar plans to file a proxy statement with the SEC and mail the proxy statement to its stockholders. INVESTORS AND STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND OTHER PROXY MATERIALS WHEN THEY BECOME AVAILABLE AS THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT PINNACLE, AMERISTAR, THE PROPOSED MERGER AND RELATED MATTERS. The proxy statement, as well as other filings containing information about Pinnacle and Ameristar, will be available, free of charge, from the SEC's website (www.sec.gov). Pinnacle's SEC filings in connection with the transaction also may be obtained, free of charge, from Pinnacle's website (www.pnkinc.com) under the tab Investor Relations and then under the heading SEC Filings, or by directing a request to Pinnacle, 8918 Spanish Ridge Avenue, Las Vegas, Nevada 89148, Attention: Investor Relations, or (702) 541-7777. Ameristar's SEC filings in connection with the transaction also may be obtained, free of charge, from Ameristar's website (www.ameristar.com) under the tab About Us, Investor Relations and then under the heading Ameristar SEC Reports & Filings, or by directing a request to Ameristar, 3773 Howard Hughes Parkway, Suite 490 South, Las Vegas, Nevada 89169, Attention: Investor Relations, or (702) 567-7000.

Participants in the Merger Solicitation

Pinnacle and Ameristar and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in connection with the proposed merger. Information about Pinnacle's directors and executive officers is included in Pinnacle's Annual Report on Form 10-K/A for the year ended December 31, 2011, filed with the SEC on May 16, 2012 and the proxy statement for Pinnacle's 2012 Annual Meeting of Stockholders, filed with the SEC on April 9, 2012. Information about Ameristar's directors and executive officers is included in Ameristar's Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 28, 2012 and the proxy statement for Ameristar's 2012 Annual Meeting of Stockholders, filed with the SEC on April 30, 2012. Additional information regarding these persons and their interests in the merger will be included in the proxy statement relating to the merger when it is filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

Forward-Looking Statements

This filing may include predictions, estimates and other information that may be considered forward-looking statements, including, without limitation, statements relating to the completion of the transaction. These statements are based on current expectations and assumptions that are subject to risks and uncertainties. Actual results could differ materially from those anticipated as a result of various factors, including: (1) Ameristar may be unable to obtain stockholder approval as required for the transaction; (2) other conditions to the closing of the transaction may not be satisfied or waived; (3) the transaction may involve unexpected costs, liabilities or delays; (4) Ameristar's business may suffer as a result of uncertainty surrounding the transaction; (5) the outcome of any legal proceedings related to the transaction; (6) Ameristar may be adversely affected by other economic, business and/or competitive factors; (7) the ability and timing to obtain required regulatory approvals (including receipt by Pinnacle of necessary approvals from gaming regulators); (8) Pinnacle's ability to obtain financing; (9) the occurrence of any event, change or other circumstances that could give rise to the termination of the Merger Agreement; (10) risks that the transaction disrupts current plans and operations and the potential difficulties in employee retention as a result of the transaction; and (11) other risks to consummation of the transaction, including the risk that the transaction will not be consummated within the expected time period or at all. If the transaction is consummated, Ameristar's stockholders will cease to have any equity interest in Ameristar and will have no right to participate in its future earnings and growth. Additional factors that may affect the future results of Ameristar are set forth in its filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2011 and Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, which are available on the SEC's website at www.sec.gov. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date thereof. Ameristar undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date thereof.

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.

Ameristar Casinos, Inc.

| | | |
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| By: | /s/ Peter C. Walsh | |
| | Name: | Peter C. Walsh |
| | Title: | Senior Vice President and General Counsel |

Dated: February 1, 2013

EXHIBIT INDEX

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