

PENN NATIONAL GAMING INC  
Form 8-K  
September 21, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): September 18, 2006

**PENN NATIONAL GAMING, INC.**  
(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction  
of incorporation)

**0-24206**  
(Commission File Number)

**23-2234473**  
(IRS Employer Identification No.)

**825 Berkshire Blvd., Suite 200**  
**Wyomissing Professional Center**  
**Wyomissing, PA**  
(Address of principal executive offices)

**19610**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 373-2400**

Not applicable

(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 (see General Instruction A.2. below):

- 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))



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

**Amendment to Credit Agreement**

On September 18, 2006, Penn National Gaming, Inc. (the Company) and certain of its subsidiaries, as guarantors thereunder, amended its existing \$2.725 billion senior secured credit facility, dated as of October 3, 2005, by and among the Company, the subsidiary guarantors party thereto, Deutsche Bank Securities Inc., Goldman Sachs Credit Partners L.P. and Lehman Brothers Inc., as Joint Lead Arrangers and Joint Bookrunners, Goldman Sachs Credit Partners L.P. and Lehman Commercial Paper Inc., as Co-Syndication Agents, Deutsche Bank Trust Company Americas, as Swingline Lender, Administrative Agent and as Collateral Agent, and Calyon New York Branch, Wells Fargo Bank, National Association and Bank of Scotland, as Co-Documentation Agents, and the lenders party thereto (the Amendment). The Amendment (1) modifies the applicable covenants to enable the Company to repurchase up to \$200 million of its equity or debt securities; (2) modifies the Company's capital expenditure covenant to increase certain permitted expenditures consistent with the Company's development and expansion projects as announced in the Company's second quarter earnings release on July 27, 2006; (3) modifies the Company's collateral documents in accordance with requirements of the Pennsylvania gaming authorities; and (4) makes certain other changes. One of the conditions to the Amendment's effectiveness is the receipt of required gaming authorities' approvals or clearances, of which one remains outstanding and the Company is in the process of obtaining.

The Board of Directors of the Company has not yet authorized the repurchase of its common stock or debt securities.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

The information provided in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 2.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 10.1 Amendment, dated September 18, 2006, to the Credit Agreement by and among the Company, the subsidiary guarantors party thereto, Deutsche Bank Securities Inc., Goldman Sachs Credit Partners L.P. and Lehman Brothers Inc., as Joint Lead Arrangers and Joint Bookrunners, Goldman Sachs Credit Partners L.P. and Lehman Commercial Paper Inc., as Co-Syndication Agents, Deutsche Bank Trust Company Americas, as Swingline Lender, Administrative Agent and as Collateral Agent, and Calyon New York Branch, Wells Fargo Bank, National Association and Bank of Scotland, as Co-Documentation Agents, and the lenders party thereto.

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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 hereunto duly authorized.

**PENN NATIONAL GAMING, INC.**  
(Registrant)

Date: September 21, 2006

By:

*/s/ Robert S. Ippolito*  
Robert S. Ippolito  
Vice President, Secretary and Treasurer

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**EXHIBIT INDEX**

**Exhibit No.**

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