

BOYD GAMING CORP  
Form 8-K  
March 04, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

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CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934  
Date of Report (date of earliest event reported): March 4, 2013

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Boyd Gaming Corporation  
(Exact Name of Registrant as Specified in its Charter)

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|   |                                       |  |
|---|---------------------------------------|--|
| Nevada<br>(State or Other Jurisdiction of<br>Incorporation) | 001-12882<br>(Commission File Number) | 88-0242733<br>(I.R.S. Employer Identification<br>Number) |
|---|---------------------------------------|--|

3883 Howard Hughes Parkway, Ninth Floor  
Las Vegas, Nevada 89169  
(Address of Principal Executive Offices, Including Zip Code)

(702) 792-7200  
(Registrant's Telephone Number, Including Area Code)

(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))

Item 2.02 Results of Operations and Financial Condition.

On March 4, 2013, Boyd Gaming Corporation (the "Company") issued a press release announcing its financial results for the year ended December 31, 2012 and other financial information. A copy of the press release is furnished hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description                        |
|----------------|------------------------------------|
| 99.1           | Press Release, dated March 4, 2013 |

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements contain words such as “may,” “will,” “might,” “expect,” “believe,” “anticipate,” “could,” “would,” “estimate,” “com-  
 “pursue,” or the negative thereof or comparable terminology, and may include (without limitation) information regarding the Company's expectations, goals or intentions regarding future performance. In addition, forward-looking statements in this document include statements regarding: the anticipated transactions involving Echelon and pending sale of Dania, the timing for completion of such transactions and the anticipated benefits from such transactions, including strengthen the Company's balance sheet; the benefits of the Peninsula acquisition, including diversifies the Company's operations and significantly strengthening its balance sheet by expanding its free cash flow; and the continued improvement in the Company's Las Vegas Locals business. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in any such statement. These risks and uncertainties include, but are not limited to: fluctuations in the Company's operating results; recovery of its properties in various markets; the state of the economy and its effect on consumer spending and the Company's results of operations; the timing for economic recovery, its effect on the Company's business and the local economies where the Company's properties are located; the satisfaction to the various conditions to the Company's pending Echelon and Dania transactions, and whether such conditions will be satisfied when expected, if at all; the availability of financing to the purchaser of Dania; the receipt of legislative, and other state, federal and local approvals for the Company's development projects in Florida and other jurisdictions; consumer reaction to fluctuations in the stock market and economic factors; the fact that the Company's expansion, development and renovation projects (including enhancements to improve property performance) are subject to many risks inherent in expansion, development or construction of a new or existing project; the effects of events adversely impacting the economy or the regions from which the Company draws a significant percentage of its customers; competition; litigation; financial community and rating agency perceptions of the Company and its subsidiaries; changes in laws and regulations, including increased taxes; the availability and price of energy, weather, regulation, economic, credit and capital market conditions; and the effects of war, terrorist or similar activity. Additional factors that could cause actual results to differ are discussed under the heading “Risk Factors” and in other sections of the Company's Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q, and in the Company's other current and periodic reports filed from time to time with the SEC. All forward-looking statements in this document are made as of the date hereof, based on information available to the Company as of the date hereof, and the Company assumes no obligation to update any forward-looking statement.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registration has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 4, 2013

Boyd Gaming Corporation

/s/ Josh Hirsberg  
Josh Hirsberg  
Senior Vice President, Chief Financial Officer and  
Treasurer

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EXHIBIT INDEX

| Exhibit Number | Description                        |
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