

CHURCHILL DOWNS INC  
Form 10-Q/A  
May 02, 2011

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

**FORM 10-Q/A**

**(Amendment No. 1)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2010

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-33998

# Churchill Downs

## Incorporated

(Exact name of registrant as specified in its charter)

**Kentucky**

**61-0156015**

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

**700 Central Avenue, Louisville, Kentucky 40208**

**(502) 636-4400**

(Address of principal executive offices) (zip code)

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of registrant's common stock at October 28, 2010 was 16,577,599 shares.

---

### **EXPLANATORY NOTE**

We are filing this Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 only to refile Exhibit 10(a) in response to comments we received from the staff of the Securities and Exchange Commission on a confidential treatment request we made for certain portions of the exhibit in our original Form 10-Q.

This Amendment No. 1 to our Form 10-Q for the quarter ended September 30, 2010 does not reflect events occurring after the filing of our original Form 10-Q. As required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment. No other modifications or changes have been made to the disclosures or information contained in our Form 10-Q for the quarter ended September 30, 2010, as originally filed.

---

## **PART II. OTHER INFORMATION**

### **ITEM 6. EXHIBITS**

See Exhibit Index.

---

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

April 29, 2011

**CHURCHILL DOWNS INCORPORATED**

/s/ William E. Mudd

William E. Mudd

Executive Vice President and Chief

Financial Officer

(Principal Financial and Accounting Officer)

---

**EXHIBIT INDEX**

**Number**

**Description**

**By Reference To**

10(a)

Amended and Restated Employment Agreement dated as of September 27, 2010, by and between Churchill Downs Incorporated and Robert L. Evans.

Amendment No. 1 to Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2010

31(i)(a)

Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
Amendment No. 1 to Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2010

31(i)(b)

Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  
Amendment No. 1 to Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2010

---

---