

GAYLORD ENTERTAINMENT CO /DE

Form 8-K

November 13, 2003

Table of Contents

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): November 12, 2003

GAYLORD ENTERTAINMENT COMPANY

(Exact name of registrant as specified in its charter)

Delaware	1-13079	73-0664379
<hr/>	<hr/>	<hr/>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
One Gaylord Drive Nashville, Tennessee		37214
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(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (615) 316-6000

(Former name or former address, if changed since last report)

TABLE OF CONTENTS

Item 5. Other Events and Regulation FD Disclosure.

Item 7. Financial Statements and Exhibits.

Item 9. Regulation FD Disclosure.

SIGNATURES

EXHIBIT INDEX

EX-4.1 INDENTURE

EX-4.2 FIRST AMENDMENT TO CREDIT AGREEMENT

EX-4.3 SECOND AMENDMENT TO CREDIT AGREEMENT

EX-99.1 PRESS RELEASE DATED NOVEMBER 12, 2003.

Table of Contents

Item 5. Other Events and Regulation FD Disclosure.

In connection with the closing of its previously announced offering of \$350 million aggregate principal amount of 8% senior notes due 2013 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933 and outside the United States in accordance with Regulation S, Gaylord Entertainment Company (the Company) has executed the Indenture, by and between the Company, certain of its subsidiaries and U.S. Bank National Association (as Trustee) dated as of November 12, 2003. The executed Indenture is filed herewith under Item 7. In addition, the Company amended its 2003 Florida/Texas senior secured credit facility to provide for the issuance of the 8% senior notes and the use of proceeds therefrom.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

- 4.1 Indenture, dated as of November 12, 2003, by and between the Company, certain of its subsidiaries and U.S. Bank National Association, as Trustee.
 - 4.2 First Amendment to Credit Agreement and Ratification of Guaranty dated as of November 10, 2003 among Opryland Hotel-Florida Limited Partnership and Opryland Hotel-Texas Limited Partnership as Co-Borrowers, the Company, certain lenders and Deutsche Bank Trust Company Americas, as Administrative Agent, and certain subsidiary Guarantors.
 - 4.3 Second Amendment to Credit Agreement and Ratification of Guaranty dated as of November 10, 2003 among Opryland Hotel-Florida Limited Partnership and Opryland Hotel-Texas Limited Partnership as Co-Borrowers, the Company, certain lenders and Deutsche Bank Trust Company Americas, as Administrative Agent, and certain subsidiary Guarantors.
- 99.1 Press Release dated November 12, 2003.

Item 9. Regulation FD Disclosure.

The Company today announced the closing of its offering of \$350 million aggregate principal amount of 8% senior notes due 2013 to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933 and outside the United States in accordance with Regulation S. The announcement is set forth in the press release attached hereto as Exhibit 99.1.

Table of Contents

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.

GAYLORD ENTERTAINMENT COMPANY

Date: November 12, 2003

By: /s/ Carter R. Todd

Name: Carter R. Todd
Title: Senior Vice President, General Counsel and Secretary

3

Table of Contents

EXHIBIT INDEX

Exhibit No.	Description
4.1	Indenture, dated as of November 12, 2003, by and between the Company, certain of its subsidiaries and U.S. Bank National Association, as Trustee.
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99.1	Press Release dated November 12, 2003.

4

38.0704/06/2006 M⁽¹⁾ 10,140 ⁽²⁾07/14/2011 Ordinary Shares 10,140 \$ 0 0 D**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Newman Steven L 4 GREENWAY PLAZA HOUSTON, TX 77046			Sr. VP, HR, IPS & Treasury	

Signatures

William E. Turcotte by Power of Attorney

04/07/2006

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 27, 2006.

(2) The options are fully vested and exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.