

# GAMING & LEISURE PROPERTIES, INC.

## **FORM 8-K** (Current report filing)

Filed 03/08/17 for the Period Ending 03/08/17

Address	845 BERKSHIRE BLVD, SUITE 200 WYOMISSING, PA 19610
Telephone	610-401-2900
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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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 7, 2017

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**GAMING AND LEISURE PROPERTIES, INC.**

(Exact name of registrant as specified in its charter)

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**PENNSYLVANIA**

(State or Other Jurisdiction of  
Incorporation or Organization)

**001-36124**

(Commission file number)

**46-2116489**

(IRS Employer Identification Number)

**845 Berkshire Blvd., Suite 200  
Wyomissing, PA 19610**  
(Address of principal executive offices)

**610-401-2900**

(Registrant's telephone number, including area code)

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Board of Directors (the "Board") of Gaming and Leisure Properties, Inc. (the "Company") elected Earl Shanks to serve as a director of the Company effective immediately, subject to receipt of customary regulatory approvals. Mr. Shanks will also be included on the ballot of the Company's 2017 annual meeting of shareholders for election to a new one-year term. In addition, the Board will consider appointment to one or both of its committees at its next regularly scheduled meeting.

The Board has determined that Mr. Shanks qualifies as an independent director under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission and the applicable listing standards of the NASDAQ Stock Market LLC.

Mr. Shanks has served as Chief Financial Officer of Essendant Inc., which is a leading supplier of workplace essentials, since November 2015. Previously, Mr. Shanks served as the Chief Financial Officer at Convergys Corporation, a global leader in relationship management solutions and a major provider of outsourced business services from 2003 until 2012. From 1996 to 2003, Mr. Shanks held various financial leadership roles with NCR Corporation, ultimately serving as the Chief Financial Officer from 2001 to 2003 where he oversaw treasury, finance, real estate, tax, and six business unit finance teams. Mr. Shanks has served as a director of Verint Systems Inc. since July 2012.

There are no arrangements or understandings between Mr. Shanks and any other person pursuant to which he was selected as a director. Mr. Shanks has not been a party to any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

Mr. Shanks will receive compensation for his service as a director consistent with the Company's compensation practices for non-employee directors as described under the caption "Director Compensation" in the Company's proxy statement filed with the Securities and Exchange Commission on April 22, 2016.

On March 8, 2017, the Company issued a press release announcing Mr. Shanks election to the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

**(d) Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Gaming and Leisure Properties, Inc. Press Release, dated March 8, 2017

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**SIGNATURE**

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.

Dated: March 8, 2017

GAMING AND LEISURE PROPERTIES, INC.

By: /s/ William J. Clifford  
Name: William J. Clifford  
Title: Chief Financial Officer

## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
99.1	Gaming and Leisure Properties, Inc. Press Release, dated March 8, 2017



## **Gaming and Leisure Properties Expands Board With Appointment of Earl Shanks**

Wyomissing, PA. - March 8, 2017- Gaming and Leisure Properties, Inc. (NASDAQ:GLPI) (“GLPI” or the “Company”) today announced that it has appointed Earl Shanks to its Board of Directors, (“Board”) as an independent director. The appointment is effective immediately, and he will stand for election to the Board at the 2017 annual meeting of shareholders. Mr. Shanks has been selected by the Board to fill the seat vacated by Wes Edens during the fourth quarter of 2016.

“We are excited to welcome Earl to our Board, as he is a highly experienced business executive with extensive expertise in corporate finance and we believe he will bring a valuable perspective to GLPI,” commented Peter M. Carlino, Chairman and Chief Executive Officer of Gaming and Leisure Properties. “We look forward to working with Earl as we continue to grow our Company and maximize shareholder value.”

Mr. Shanks has served as Chief Financial Officer of Essendant Inc., a leading supplier of workplace essentials, since November 2015. Previously, Mr. Shanks served as the Chief Financial Officer at Convergys Corporation from 2003 until 2012. Prior to that, Mr. Shanks held various financial leadership roles with NCR Corporation, ultimately serving as the Chief Financial Officer, where he oversaw treasury, finance, real estate, tax, and six business unit finance teams. Additionally, Mr. Shanks has served as a director of Verint Systems Inc. since July 2012.

### **About Gaming and Leisure Properties**

GLPI is primarily engaged in the business of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements, pursuant to which the tenant is responsible for all facility maintenance, insurance required in connection with the leased properties and the business conducted on the leased properties, taxes levied on or with respect to the leased properties and all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties. GLPI elected to be taxed as a real estate investment trust ("REIT") for United States federal income tax purposes commencing with the 2014 taxable year and is the first publicly traded triple-net lease REIT focused on gaming.

### **Contact**

#### **Investor Relations**

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