

Gaming & Leisure Properties, Inc.

Form S-4/A

February 12, 2016

**Table of Contents**

As filed with the Securities and Exchange Commission on February 12, 2016

**Registration No. 333-206649**

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

**Amendment No. 3**  
**to**  
**FORM S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**GAMING AND LEISURE PROPERTIES, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

<b>Pennsylvania</b> (State or other jurisdiction of incorporation or organization)	<b>6798</b> (Primary Standard Industrial Classification Code Number) <b>845 Berkshire Blvd., Suite 200</b>	<b>46-2116489</b> (IRS Employer Identification No.)
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**Wyomissing, Pennsylvania 19610**

**(610) 401-2900**

**(Address, including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**Brandon J. Moore**

**Senior Vice President, General Counsel & Secretary**

**845 Berkshire Blvd., Suite 200**

**Wyomissing, Pennsylvania 19610**

**(610) 401-2900**

**(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)**

*With a copy to:*

**Daniel A. Neff**

**John. A Godfrey**

**Stephen F. Arcano**

**Gregory E. Ostling** Executive Vice President, General Counsel &  
Secretary

**Neil P. Stronski**

**Wachtell, Lipton,  
Rosen & Katz**

**Pinnacle Entertainment, Inc.**

**Skadden, Arps, Slate, Meagher & Flom LLP**

**51 West 52nd  
Street**

**3980 Howard Hughes Parkway**

**4 Times Square**

**New York, New York 10036**

**New York, New  
York 10019**

**Las Vegas, Nevada 89169**

**(212) 735-3000**

**(702) 541-7777**

**(212) 403-1000**

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after this registration statement is declared effective and upon completion of the merger described in the joint proxy statement/prospectus contained herein.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, please check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act ), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company   
If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the SEC, acting pursuant to said section 8(a), may determine.**

**Table of Contents**

**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This joint proxy statement/prospectus shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.**

**PRELIMINARY SUBJECT TO COMPLETION DATED FEBRUARY 12, 2016**

**MERGER PROPOSED YOUR VOTE IS IMPORTANT**

**Dear Shareholders of Gaming and Leisure Properties, Inc. and Stockholders of Pinnacle Entertainment, Inc.:**

On July 20, 2015, Gaming and Leisure Properties, Inc. ( GLPI ), Gold Merger Sub, LLC, a direct, wholly owned subsidiary of GLPI ( Merger Sub ), and Pinnacle Entertainment, Inc. ( Pinnacle ) entered into an Agreement and Plan of Merger (the merger agreement ), providing for the merger of Pinnacle with and into Merger Sub, with Merger Sub surviving the merger as a wholly owned subsidiary of GLPI (the merger ) following which GLPI will own all of Pinnacle s real property assets, other than Pinnacle s Belterra Park property and excess land at certain locations. To effect this acquisition of Pinnacle s real estate assets and prior to the merger, subject to the terms and conditions of the agreements described in this joint proxy statement/prospectus, Pinnacle has agreed that it will effect a pro rata distribution to Pinnacle s stockholders of common stock representing a 100% interest in a newly formed public company that will own and operate Pinnacle s gaming and other operating assets and other specified assets (the spin-off ).

In connection with the transactions contemplated by the merger agreement, GLPI will issue shares of common stock of GLPI to stockholders of Pinnacle (the share issuance ). Under the rules of the NASDAQ Global Select Market ( NASDAQ ), GLPI is required to obtain shareholder approval of the share issuance. Accordingly, GLPI will hold a special meeting of shareholders to vote on the share issuance (the share issuance proposal ) and a related proposal to adjourn the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance proposal (the GLPI adjournment proposal ). Approval of the share issuance proposal requires the affirmative vote, in person or by proxy, of a majority of the votes cast on the proposal by the holders of shares of common stock of GLPI entitled to vote at the special meeting. The special meeting of GLPI s shareholders will be held on [ ], 2016 at the offices of Kozloff Stoudt, 2640 Westview Drive, Wyomissing, Pennsylvania 19610, at 10 a.m. local time. **GLPI s board of directors unanimously recommends that GLPI shareholders vote FOR the GLPI share issuance and FOR the GLPI adjournment proposal.**

In addition, Pinnacle will hold a special meeting of stockholders to vote on a proposal to adopt the merger agreement and approve related matters as described in the attached joint proxy statement/prospectus. Under the laws of the State of Delaware, the approval of Pinnacle's stockholders must be obtained before the merger can be completed. Adoption of the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of Pinnacle common stock. The special meeting of Pinnacle's stockholders will be held on [ ], 2016 at L'Auberge Casino & Hotel Baton Rouge, 777 L'Auberge Avenue, Baton Rouge, Louisiana 70820, at 10 a.m. local time.

**Pinnacle's board of directors unanimously recommends that Pinnacle stockholders vote FOR the adoption of the merger agreement and FOR the other matters to be considered at the Pinnacle special meeting.**

If the merger is completed, each outstanding share of Pinnacle common stock (with certain exceptions described in the accompanying joint proxy statement/prospectus) will convert into the right to receive 0.85 of a share of GLPI common stock. This merger consideration is in addition to the shares of the new operating company that will previously have been received by Pinnacle stockholders in the spin-off. Although the number of shares of GLPI common stock that Pinnacle stockholders will receive is fixed, the market value of the merger consideration will fluctuate with the market price of GLPI common stock and will not be known at the time that Pinnacle stockholders vote to adopt the merger agreement or at the time GLPI shareholders vote to approve the share issuance. Based on the closing price of GLPI's common stock on NASDAQ on July 20, 2015, the last trading day before the public announcement of the merger, the 0.85 exchange ratio represented approximately \$29.56 in value for each share of Pinnacle common stock. Based on GLPI's closing price on [ ], 2016 of \$[ ], the 0.85 exchange ratio represented approximately \$[ ] in value for each share of Pinnacle common stock. Based upon the estimated number of shares of capital stock as well as the outstanding equity of the parties that will be outstanding immediately prior to the consummation of the merger, we estimate that, upon consummation of the transaction, GLPI shareholders will hold approximately [ ]% and Pinnacle stockholders will hold approximately [ ]% of the outstanding common stock of GLPI. **We urge you to obtain current market quotations for GLPI (trading symbol GLPI) and Pinnacle (trading symbol PNK).**

**The obligations of GLPI and Pinnacle to complete the merger are subject to the satisfaction or waiver of a number of conditions set forth in the merger agreement, a copy of which is included as part of Annex A. This joint proxy statement/prospectus describes the special meeting of GLPI, the special meeting of Pinnacle, the merger, the documents and agreements related to the merger and other related matters. It also contains or references information about GLPI and Pinnacle and certain related agreements and matters. Please carefully read this entire joint proxy statement/prospectus, including Risk Factors, beginning on page 38, for a discussion of the risks relating to the proposed merger. You also can obtain information about GLPI and Pinnacle from documents that each has filed with the Securities and Exchange Commission.**

Sincerely,

Peter M. Carlino  
Chairman and Chief Executive Officer  
Gaming and Leisure Properties, Inc.

Anthony M. Sanfilippo  
Chief Executive Officer  
Pinnacle Entertainment, Inc.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued in connection with the merger described in this joint proxy statement/prospectus or determined if this joint proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

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This document is dated [ ], 2016 and is first being mailed to shareholders of record of GLPI and stockholders of record of Pinnacle on or about [ ], 2016.

Table of Contents

**GAMING AND LEISURE PROPERTIES, INC.**

**845 Berkshire Blvd., Suite 200**

**Wyomissing, Pennsylvania 19610**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD ON [ ], 2016**

This is a notice that a special meeting of shareholders of Gaming and Leisure Properties, Inc. ( GLPI ) will be held on [ ], 2016 at the offices of Kozloff Stoudt, 2640 Westview Drive, Wyomissing, Pennsylvania 19610, at 10 a.m., local time. This special meeting will be held for the following purposes:

1. to approve the issuance of shares of common stock of GLPI, \$0.01 par value per share, to stockholders of Pinnacle Entertainment, Inc. ( Pinnacle ) in connection with the Agreement and Plan of Merger, dated as of July 20, 2015 (as it may be amended from time to time, the merger agreement ), by and among GLPI, Gold Merger Sub, LLC, a wholly owned subsidiary of GLPI, and Pinnacle (the share issuance proposal ); and
2. to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the share issuance proposal (the GLPI adjournment proposal ).

**This joint proxy statement/prospectus describes the proposals listed above in more detail. Please refer to the attached document, including the merger agreement and all other annexes and any documents incorporated by reference, for further information with respect to the business to be transacted at the special meeting. You are encouraged to read the entire document carefully before voting. In particular, see the section titled The Merger beginning on page 60 for a description of the transactions contemplated by the merger agreement, including the share issuance proposal, and the section titled Risk Factors beginning on page 38 for an explanation of the risks associated with the merger and the other transactions contemplated by the merger agreement, including the share issuance proposal.**

**GLPI s board of directors unanimously determined that it is in the best interests of GLPI and its shareholders, and declared it advisable, to enter into the merger agreement, and approved the execution, delivery and performance of the merger agreement and the consummation of the transactions contemplated by the merger agreement, including the share issuance proposal. GLPI s board of directors recommends that GLPI shareholders vote FOR the share issuance proposal and FOR the GLPI adjournment proposal.**

The GLPI board of directors has fixed the close of business on February 8, 2016 as the record date for determination of GLPI shareholders entitled to receive notice of, and to vote at, the GLPI special meeting or any adjournments or postponements thereof. Only holders of record of GLPI common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the GLPI special meeting.

**YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN.**

The merger between GLPI and Pinnacle cannot be completed without the approval of the share issuance proposal by the affirmative vote, in person or by proxy, of a majority of the votes cast on the proposal by the holders of shares of record of GLPI common stock entitled to vote at the special meeting.

**Whether or not you expect to attend the GLPI special meeting in person, we urge you to submit a proxy to have your shares voted as promptly as possible by either: (1) logging onto the website shown on your proxy card and following the instructions to vote online; (2) dialing the toll-free number shown on your proxy card and following the instructions to vote by phone; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the GLPI**



**Table of Contents**

**special meeting. Even if you plan to attend the special meeting in person, we request that you complete, sign, date and return the enclosed proxy card and thus ensure that your shares of GLPI common stock will be represented at the special meeting if you are unable to attend.**

If your shares are held the name of a broker, bank, trustee or other nominee, please follow the instructions on the voting instruction card furnished by such broker, bank, trustee or other nominee, as appropriate. If you have any questions concerning the share issuance proposal or the other transactions contemplated by the merger agreement or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of GLPI common stock, please contact GLPI's proxy solicitor:

**MacKenzie Partners, Inc.**

**105 Madison Avenue**

**New York, NY 10016**

**Stockholders may call toll-free: (800) 322-2885**

**Banks and brokers may call collect: (212) 929-5500**

By Order of the Board of Directors

Brandon J. Moore

*Senior Vice President, General Counsel &  
Secretary*

Table of Contents

**PINNACLE ENTERTAINMENT, INC.**

**3980 Howard Hughes Parkway**

**Las Vegas, Nevada 89169**

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON [ ], 2016**

This is a notice that a special meeting of stockholders of Pinnacle Entertainment, Inc. ( Pinnacle ) will be held on [ ], 2016, beginning at 10 a.m., local time, at L Auberge Casino & Hotel Baton Rouge, 777 L Auberge Avenue, Baton Rouge, Louisiana 70820. This special meeting will be held for the following purposes:

1. to adopt the Agreement and Plan of Merger, dated as of July 20, 2015 (as it may be amended from time to time, the merger agreement ), by and among Pinnacle, Gaming and Leisure Properties, Inc. ( GLPI ) and Gold Merger Sub, LLC ( Merger Sub ), a wholly owned subsidiary of GLPI, pursuant to which Pinnacle will merge with and into Merger Sub (the merger ) with Merger Sub surviving the merger as a wholly owned subsidiary of GLPI and each outstanding share of Pinnacle common stock will be converted into the right to receive 0.85 shares, par value \$0.01 per share, of common stock of GLPI, together with cash in lieu of fractional shares, if any, pursuant to the merger agreement;
2. to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to Pinnacle s named executive officers that is based on or otherwise related to the proposed merger; and
3. to approve the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.

**This joint proxy statement/prospectus describes the proposals listed above in more detail, as well as other matters contemplated in connection with the proposed merger. Please refer to the attached document, including the merger agreement and all other annexes and including any documents incorporated by reference, for further information with respect to the business to be transacted at the special meeting. You are encouraged to read the entire document carefully before voting.**

**Pinnacle s board of directors (the Pinnacle board ) unanimously determined that it is advisable and in the best interests of Pinnacle s stockholders to enter into the merger agreement, and unanimously approved the merger agreement and the transactions contemplated by the merger agreement, including the merger, and resolved to recommend adoption of the merger agreement by Pinnacle s stockholders and that the adoption of the merger agreement be submitted to a vote at a meeting of Pinnacle s stockholders. The Pinnacle board recommends that Pinnacle stockholders vote FOR the adoption of the merger agreement; FOR the approval on an advisory (non-binding) basis of the compensation that may be paid or become payable to Pinnacle s named executive officers that is based on or otherwise related to the proposed merger; and FOR the adjournment of the special meeting, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to adopt the merger agreement.**

The close of business on February 8, 2016 has been fixed as the record date for determination of Pinnacle stockholders entitled to receive notice of, and to vote at, the Pinnacle special meeting or any adjournments or postponements thereof. Only holders of record of Pinnacle common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Pinnacle special meeting.

A complete list of registered Pinnacle stockholders entitled to vote at the Pinnacle special meeting will be available for inspection at the principal place of business of Pinnacle at 3980 Howard Hughes Parkway, Las Vegas, Nevada 89169, during regular business hours for a period of no less than 10 days before the special meeting and at the place of the Pinnacle special meeting during the meeting.

**Table of Contents**

**YOUR VOTE IS VERY IMPORTANT REGARDLESS OF THE NUMBER OF SHARES THAT YOU OWN.**

The merger between Pinnacle and GLPI cannot be completed without the adoption of the merger agreement by the affirmative vote, in person or by proxy, of holders of a majority of the outstanding shares of Pinnacle common stock, entitled to vote as of the record date for the special meeting, voting together as a single class.

**Whether or not you expect to attend the Pinnacle special meeting in person, we urge you to submit a proxy to have your shares voted as promptly as possible by either: (1) logging onto the website shown on your proxy card and following the instructions to vote online; (2) dialing the toll-free number shown on your proxy card and following the instructions to vote by phone; or (3) signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Pinnacle special meeting. If your shares are held in a Pinnacle plan or in the name of a broker, bank or other nominee, please follow the instructions on the voting instruction card furnished by the plan trustee or administrator, or such broker, bank or other nominee, as appropriate.**

If you have any questions concerning the merger agreement or the merger contemplated by the merger agreement or this joint proxy statement/prospectus, would like additional copies or need help voting your shares of Pinnacle common stock, please contact Pinnacle's proxy solicitor:

**D. F. King & Co., Inc.**

**48 Wall Street, 22<sup>nd</sup> Floor**

**New York, NY 10005**

**1-800-697-6975 (toll free) or 1-212-269-5550 (call collect)**

By Order of the Board of Directors

John A. Godfrey  
*Secretary*

**Table of Contents****ADDITIONAL INFORMATION**

Both GLPI and Pinnacle file annual, quarterly and current reports, proxy statements and other business and financial information with the Securities and Exchange Commission (the SEC). You may read and copy any materials that either GLPI or Pinnacle files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. Please call the SEC at (800) 732-0330 for further information on the Public Reference Room. In addition, GLPI and Pinnacle file reports and other business and financial information with the SEC electronically, and the SEC maintains a website located at <http://www.sec.gov> containing this information. You can also obtain these documents, free of charge, from GLPI at <http://investors.glpropinc.com/sec.cfm> or from Pinnacle at <http://investors.pnkinc.com/sec.cfm>. The information contained on, or that may be accessed through, GLPI's and Pinnacle's websites is not incorporated by reference into, and is not a part of, this joint proxy statement/prospectus.

GLPI has filed a registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part with respect to the shares of GLPI common stock to be issued in the merger. This joint proxy statement/prospectus constitutes the prospectus of GLPI filed as part of the registration statement. As permitted by SEC rules, this joint proxy statement/prospectus does not contain all of the information included in the registration statement or in the exhibits or schedules to the registration statement. You may read and copy the registration statement, including any amendments, schedules and exhibits in the SEC's reading room at the address set forth above or at the SEC's website mentioned above. Statements contained in this joint proxy statement/prospectus as to the contents of any contract or other documents referred to in this joint proxy statement/prospectus are not necessarily complete. In each case, you should refer to the copy of the applicable agreement or other document filed as an exhibit to the registration statement. **This joint proxy statement/prospectus incorporates important business and financial information about GLPI and Pinnacle from documents that are not attached to this joint proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this joint proxy statement/prospectus free of charge by requesting them in writing or by telephone from the appropriate company or its proxy solicitor at the following addresses and telephone numbers:**

**For GLPI shareholders:****Gaming and Leisure Properties, Inc.****845 Berkshire Blvd., Suite 200****Wyomissing, PA 19610****(610)-401-2900****Attention: Investor Relations****MacKenzie Partners, Inc.****105 Madison Avenue****New York, NY 10016****Shareholders may call toll-free: (800) 322-2885****For Pinnacle stockholders:****Pinnacle Entertainment, Inc.****3980 Howard Hughes Parkway****Las Vegas, NV 89169****(702) 541-7777****Attention: Investor Relations****D. F. King & Co., Inc.****48 Wall Street, 22<sup>nd</sup> Floor****New York, NY 10005****Stockholders may call toll-free: (800) 697-6975**

**Banks and brokers may call collect: (212) 929-5500      Banks and brokers may call collect: (212) 269-5550**  
**If you would like to request any documents, please do so by [ ], 2016 in order to receive them before the special meetings.**

For a more detailed description of the information incorporated by reference into this joint proxy statement/prospectus and how you may obtain it, see [Where You Can Find More Information](#) beginning on page 192.

### **ABOUT THIS JOINT PROXY STATEMENT/PROSPECTUS**

This joint proxy statement/prospectus, which forms part of a registration statement on Form S-4 (Registration No. 333-206649) filed with the SEC by GLPI, constitutes a prospectus of GLPI under the Securities Act of 1933, as amended (the [Securities Act](#) ), with respect to the shares of GLPI common stock to be issued to Pinnacle stockholders in connection with the merger. This joint proxy statement/prospectus also constitutes a joint proxy statement for both Pinnacle and GLPI under the Securities Exchange Act of 1934, as amended (the [Exchange Act](#) ). It also constitutes a notice of

**Table of Contents**

meeting with respect to the special meeting of GLPI shareholders and a notice of meeting with respect to the special meeting of Pinnacle stockholders.

You should rely only on the information contained in or incorporated by reference into this joint proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this joint proxy statement/prospectus. This joint proxy statement/prospectus is dated [ ], 2016, and you should assume that the information contained in this joint proxy statement/prospectus is accurate only as of such date. You should also assume that the information incorporated by reference into this joint proxy statement/prospectus is only accurate as of the date of such information.

For additional information regarding the spin-off, please see PNK Entertainment, Inc.'s Form 10 filed with the SEC (File No. 001-37666).

**This joint proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy in any jurisdiction to or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this joint proxy statement/prospectus regarding GLPI has been provided by GLPI and information contained in this joint proxy statement/prospectus regarding Pinnacle has been provided by Pinnacle.**

**Table of Contents**

**TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	10
<u>The Parties</u>	10
<u>GLPI Special Meeting</u>	11
<u>Pinnacle Special Meeting</u>	12
<u>The Merger</u>	13
<u>Forms of Agreements to be Entered into Prior to the Closing of the Merger</u>	13
<u>Separation and Distribution Agreement</u>	14
<u>Master Lease</u>	15
<u>Employee Matters Agreement</u>	15
<u>Tax Matters Agreement</u>	16
<u>Recommendation of GLPI's Board of Directors and Reasons for the Merger</u>	16
<u>Recommendation of Pinnacle's Board of Directors and Reasons for the Merger</u>	16
<u>Opinion of GLPI's Financial Advisor</u>	17
<u>Opinion of Pinnacle's Financial Advisor</u>	17
<u>Financing of the Transactions</u>	18
<u>Interests of Certain Pinnacle Persons in the Merger</u>	20
<u>Board of Directors and Management of GLPI following Completion of the Merger</u>	20
<u>U.S. Federal Income Tax Consequences of the Merger</u>	20
<u>Accounting Treatment</u>	21
<u>Regulatory Approvals Required to Complete the Merger</u>	21
<u>Treatment of Pinnacle Long-Term Incentive Awards</u>	21
<u>Agreement with Certain GLPI Shareholders</u>	21
<u>Listing of GLPI Common Stock; Delisting of Pinnacle Common Stock</u>	22
<u>No Appraisal/Dissenters' Rights</u>	22
<u>No Solicitation of Alternative Proposals</u>	22
<u>Conditions to Completion of the Merger</u>	22
<u>Termination of the Merger Agreement</u>	24
<u>Expenses and Termination Fees Relating to the Termination of the Merger Agreement</u>	25
<u>Specific Performance</u>	26
<u>Expected Timing of the Merger</u>	26
<u>Comparison of Rights of Common Stockholders of GLPI and Pinnacle</u>	26
<u>Risk Factors</u>	26
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF GLPI</u>	27
<u>SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA OF PINNACLE</u>	29
<u>SUMMARY SELECTED UNAUDITED PRO FORMA CONSOLIDATED COMBINED FINANCIAL INFORMATION OF GLPI</u>	32
<u>UNAUDITED COMPARATIVE PER SHARE INFORMATION</u>	33
<u>COMPARATIVE STOCK PRICE DATA AND DIVIDENDS</u>	34
<u>CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS</u>	36



<u>RISK FACTORS</u>	38
<u>INFORMATION ABOUT GLPI</u>	47
<u>INFORMATION ABOUT PINNACLE</u>	48

**Table of Contents**

<b><u>GLPI SPECIAL MEETING</u></b>	49
<u>General</u>	49
<u>Date, Time and Place of the GLPI Special Meeting</u>	49
<u>Purposes of the GLPI Special Meeting</u>	49
<u>Recommendation of GLPI's Board of Directors</u>	49
<u>Attendance at the GLPI Special Meeting</u>	49
<u>Record Date</u>	50
<u>Outstanding Shares as of Record Date</u>	50
<u>Shareholder Voting Agreements with Pinnacle</u>	50
<u>Quorum</u>	51
<u>Vote Required</u>	51
<u>How To Vote</u>	51
<u>Proxies and Revocation</u>	52
<u>Judge of Election</u>	52
<u>Solicitation of Proxies</u>	53
<u>Adjournments</u>	53
<u>No Dissenters' Rights</u>	53
<u>Other Matters</u>	53
<u>Householding of Special Meeting Materials</u>	53
<u>Questions and Additional Information</u>	53
<b><u>PINNACLE SPECIAL MEETING</u></b>	54
<u>General</u>	54
<u>Date, Time and Place of the Pinnacle Special Meeting</u>	54
<u>Purposes of the Pinnacle Special Meeting</u>	54
<u>Recommendation of Pinnacle's Board of Directors</u>	54
<u>Attendance at the Pinnacle Special Meeting</u>	55
<u>Record Date</u>	56
<u>Outstanding Shares as of Record Date</u>	56
<u>Quorum</u>	56
<u>Vote Required</u>	56
<u>How To Vote</u>	57
<u>Proxies and Revocation</u>	58
<u>Inspector of Election</u>	58
<u>Solicitation of Proxies</u>	58
<u>Adjournments</u>	58
<u>No Appraisal Rights</u>	59
<u>Other Matters</u>	59
<u>Householding of Special Meeting Materials</u>	59
<u>Questions and Additional Information</u>	59
<b><u>THE MERGER</u></b>	60
<u>Effects of the Merger</u>	60
<u>Background of the Merger</u>	60
<u>Recommendation of GLPI's Board of Directors and Reasons for the Merger</u>	74
<u>Recommendation of Pinnacle's Board of Directors and Reasons for the Merger</u>	76
<u>Certain GLPI Unaudited Prospective Financial Information</u>	81

<u>Certain Pinnacle Unaudited Prospective Financial Information</u>	83
<u>Opinion of GLPI's Financial Advisor</u>	86
<u>Opinion of Pinnacle's Financial Advisor</u>	95
<u>Financing of the Transactions</u>	100

**Table of Contents**

<u>Interests of Certain Pinnacle Persons in the Merger</u>	104
<u>Board of Directors and Management of GLPI Following Completion of the Merger</u>	110
<u>U.S. Federal Income Tax Considerations Relating to the Merger</u>	110
<u>U.S. Federal Income Tax Considerations Relating to the Distribution</u>	125
<u>Accounting Treatment of the Merger</u>	125
<u>Regulatory Approvals</u>	126
<u>Exchange of Shares</u>	127
<u>Treatment of Pinnacle Long-Term Incentive Compensation</u>	127
<u>Dividend Policy</u>	129
<u>Agreement with Certain GLPI Shareholders</u>	129
<u>Listing of GLPI Common Stock; Delisting of Pinnacle Common Stock</u>	129
<u>No Appraisal/Dissenters' Rights</u>	130
<u>Amendment to Pinnacle's Rights Plan</u>	130
<u>Expected Timing of the Merger</u>	130
<b><u>THE MERGER AGREEMENT</u></b>	131
<u>Terms of the Merger; Merger Consideration</u>	131
<u>Completion of the Merger</u>	132
<u>Exchange and Payment Procedures</u>	132
<u>Representations and Warranties</u>	133
<u>Conduct of Business</u>	135
<u>No Solicitation of Alternative Proposals</u>	137
<u>Change in Board Recommendation</u>	139
<u>Financing Efforts</u>	140
<u>Pinnacle's Financing</u>	140
<u>GLPI's Financing</u>	144
<u>Marketing Periods</u>	146
<u>Efforts to Close the Merger</u>	146
<u>Efforts to Hold the Pinnacle and GLPI Special Meetings</u>	148
<u>Indemnification and Insurance</u>	148
<u>Other Covenants and Agreements</u>	149
<u>Conditions to Completion of the Merger</u>	149
<u>Termination of the Merger Agreement</u>	151
<u>Expenses and Termination Fees Relating to the Termination of the Merger Agreement</u>	151
<u>Amendments and Waivers</u>	152
<u>Specific Performance</u>	152
<u>Governing Law</u>	153
<u>Forms of Agreements to be Entered into Prior to the Closing of the Merger</u>	153
<u>The Master Lease</u>	153
<u>The Separation and Distribution Agreement</u>	157
<u>Employee Matters Agreement</u>	161
<u>Tax Matters Agreement</u>	161
<b><u>UNAUDITED PRO FORMA CONSOLIDATED COMBINED FINANCIAL INFORMATION OF GLPI</u></b>	162
<b><u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION OF OPCO</u></b>	170
<b><u>COMPARISON OF RIGHTS OF COMMON SHAREHOLDERS OF GLPI AND COMMON STOCKHOLDERS OF PINNACLE</u></b>	184

LEGAL MATTERS

199

EXPERTS

199

iii

**Table of Contents**

<u>SHAREHOLDER AND STOCKHOLDER PROPOSALS</u>	200
<u>HOUSEHOLDING OF JOINT PROXY STATEMENT/PROSPECTUS</u>	202
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	203
<u>ANNEX A Agreement and Plan of Merger</u>	
<u>ANNEX B Opinion of Morgan Stanley &amp; Co. LLC</u>	
<u>ANNEX C Opinion of Goldman, Sachs &amp; Co.</u>	
<u>ANNEX D Voting Agreement by and among Pinnacle Entertainment, Inc. and the Carlino Group</u>	
<u>ANNEX E Voting Agreement by and among Pinnacle Entertainment, Inc. and the Fortress Group</u>	

**Table of Contents**

**QUESTIONS AND ANSWERS**

*The following are some questions that you, as a shareholder of Gaming and Leisure Properties, Inc. ( GLPI ) or a stockholder of Pinnacle Entertainment, Inc. ( Pinnacle ), may have regarding the merger, the issuance of shares of GLPI common stock to Pinnacle stockholders in connection with the merger and other matters being considered at the special meetings of GLPI s shareholders and Pinnacle s stockholders and the answers to those questions. GLPI and Pinnacle urge you to carefully read the remainder of this joint proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the merger, the issuance of shares of GLPI common stock in connection with the merger and the other matters being considered at the special meetings of GLPI s shareholders and Pinnacle s stockholders. Additional important information is also contained in the annexes to and the documents incorporated by reference into this joint proxy statement/prospectus.*

**Q: Why am I receiving this document?**

A: GLPI, Pinnacle and Gold Merger Sub, LLC, a direct, wholly owned subsidiary of GLPI ( Merger Sub ), have entered into an Agreement and Plan of Merger, dated as of July 20, 2015 (as it may be amended from time to time, the merger agreement ), providing for the merger of Pinnacle with and into Merger Sub, with Merger Sub surviving the merger as a wholly owned subsidiary of GLPI (the merger ), following which GLPI will own all of Pinnacle s real property assets, other than Pinnacle s Belterra Park property and excess land at certain locations. Subject to the terms and conditions of the merger agreement as described in this joint proxy statement/prospectus and prior to the merger, Pinnacle will also separate and spin off to Pinnacle stockholders its operating business and the real property not being transferred to GLPI into an independent publicly traded company which will exist as a new, publicly traded company.

In order to complete the merger, GLPI shareholders must approve the proposal to issue GLPI common stock to the Pinnacle stockholders pursuant to the merger agreement (the share issuance proposal ) and Pinnacle stockholders must approve the proposal to adopt the merger agreement (the merger agreement proposal ), and all other conditions to the merger must be satisfied or waived.

GLPI and Pinnacle will hold separate special meetings to obtain these approvals and other related matters, including, in the case of Pinnacle, a vote to approve on an advisory (non-binding) basis the compensation that may be paid or become payable to Pinnacle s named executive officers that is based on or otherwise related to the proposed merger (the compensation proposal ). No vote of Pinnacle stockholders is required or being sought in connection with the separation and spin-off of Pinnacle s operating business.

This joint proxy statement/prospectus, which you should read carefully, contains important information about the merger, the GLPI share issuance and other matters being considered at the special meetings of each of the shareholders of GLPI and the stockholders of Pinnacle.

**Q: What are the key steps in the proposed transactions?**

A: Below is a summary of the key steps of the proposed transactions. For additional information see The Merger Agreement.

Subject to the satisfaction of the terms and conditions of the merger agreement, each outstanding share of Pinnacle common stock, par value \$0.10 per share ( Pinnacle common stock ), will be converted into the right to receive 0.85 of a share of GLPI common stock, par value \$0.01 per share ( GLPI common stock ). No fractional shares of GLPI s common stock will be issued in the merger. Instead, Pinnacle s stockholders will receive cash in lieu of any such fractional shares.

Prior to the merger, Pinnacle will cause assets relating to its operating business to be transferred to, and the liabilities relating thereto to be assumed by, PNK Entertainment, Inc. ( OpCo ), a wholly owned subsidiary of Pinnacle (the separation ), which, immediately after the consummation of the merger, will be renamed



**Table of Contents**

Pinnacle Entertainment, Inc. Immediately following the separation but prior to the merger, Pinnacle will effect a pro rata distribution to Pinnacle's stockholders of common stock representing a 100% interest in OpCo (the distribution and, together with the separation, the spin-off). OpCo will then be a stand-alone, publicly traded company owned 100% by Pinnacle stockholders.

Prior to, at the time of or immediately following the distribution of the shares of OpCo, OpCo will enter into debt financings. OpCo will use a portion of the proceeds of such debt financing and/or any cash on hand to pay a cash payment to Pinnacle in an amount equal to the amount of existing Pinnacle debt at the time of the spin-off, less \$2,700.0 million of debt assumed by GLPI (subject to certain adjustments, the OpCo Cash Payment). The proceeds of the OpCo Cash Payment will be used by GLPI, together with certain GLPI proceeds, to pay off Pinnacle's existing debt.

**Q: What will Pinnacle stockholders receive for their shares of Pinnacle common stock in the merger?**

Cash paid during the periods for:		
Interest	\$—	\$—
Income taxes	\$—	\$—
Non-Cash Financing Activities:		
Conversion from debt to equity	\$135,721	\$—

The accompanying notes are an integral part of these condensed financial statements.

**DONGXING INTERNATIONAL INC.**

**(formerly Apex 1, Inc.)**

**NOTES TO FINANCIAL STATEMENTS**

**NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS**

Dongxing International Inc. was incorporated under the laws of the State of Delaware on June 21, 2010 and has been inactive since inception. The Company intends to serve as a vehicle to effect an asset acquisition, merger, exchange of capital stock or other business combination with a domestic or foreign business. On April 21, 2011, the Company underwent a change of ownership when Oz Saferooms Technologies, Inc. (an Oklahoma corporation) purchased 100% of the Company's common stock from the Company's then sole shareholder. Shortly thereafter, the Company changed its name to that of its new parent entity; but later changed its name back to Apex 1, Inc.

On September 21, 2015, Cheng Zhao purchased 100% of the Company's outstanding common stock from its parent company, Oz Saferooms Technologies, Inc. On November 19, 2015 the Company changed its name to Dongxing International Inc.

The Company currently has no business assets and no business operations.

**NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In the opinion of management, all adjustments necessary in order to make the financial statements not misleading have been included. Actual results could differ from those estimates.

**Income Taxes**

Income taxes are accounted for under the asset and liability method as stipulated by ASC 740, "Accounting for Income Taxes". Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under ASC 740, the effect on deferred tax assets and liabilities of a change in tax rate is recognized in income in the period that includes the enactment date. Deferred tax assets are reduced to estimated amounts to be realized by the use of the valuation allowance. A valuation allowance is applied when in management's view it is more likely than not that such deferred tax will not be utilized.

**DONGXING INTERNATIONAL INC.**

(formerly Apex 1, Inc.)

**NOTES TO FINANCIAL STATEMENTS**

**Income Taxes (continued)**

In the event that an uncertain tax position exists in which the Company could incur income taxes, the Company would evaluate whether there is a probability that the uncertain tax position taken would be sustained upon examination by the taxing authorities. Reserve for uncertain tax positions would then be recorded if the Company determined it is probable that a position would be sustained upon examination or if a payment would have to be made to a taxing authority and the amount is reasonably estimable. As of December 31, 2015, the Company does not believe it has any uncertain tax positions that would result in the Company having a liability to the taxing authorities. The Company's tax returns are subject to examination by the regulatory tax authorities for the years ended December 31, 2015, 2014, 2013, 2012, 2011, and 2010.

**Cash Equivalents**

The Company considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

**Basic Earnings (Loss) Per Share**

The Company follows ASC 260-10, "Earnings Per Share" in calculating the basic and diluted loss per share. The Company computes basic loss per share by dividing net loss and net loss attributable to common shareholders by the weighted average number of common shares outstanding. Diluted loss per share considers the effect of common equivalent shares. There were no common share equivalents at December 31, 2015 or 2014.

**Financial Instruments**

The Company has adopted the provisions of ASC 820, "Fair Value Measurements and Disclosures", ASC 820 defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles and

enhances disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Valuation techniques used to measure fair value, as required by ASC 820, must maximize the use of observable inputs and minimize the use of unobservable inputs.

The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value. The Company's assessment of the significance of a particular input to the fair value measurements requires judgment, and may affect the valuation of the assets and liabilities being measured and their placement within the fair value hierarchy.

15

**DONGXING INTERNATIONAL INC.**

(formerly Apex 1, Inc.)

**NOTES TO FINANCIAL STATEMENTS**

**Financial Instruments (continued)**

- Level 1 - Quoted prices in active markets for identical assets or liabilities.
- Level 2 - Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

**Impact of New Accounting Standards**

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flow.

**NOTE 3. GOING CONCERN**

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America applicable to a going concern that contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company currently has no revenue source and has incurred an accumulated deficit of \$142,067. These factors raise substantial doubt about our ability to continue as a going concern.

The financial statements have been prepared on a going concern basis, and do not reflect any adjustments related to the uncertainty surrounding our recurring losses or accumulated deficit. The ability of the Company to continue as a going concern is dependent upon its ability to secure sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

**NOTE 4. RELATED PARTY TRANSACTIONS**

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On April 21, 2011, Oz Saferooms Technologies, Inc., an Oklahoma corporation, purchased 100% of the Company's outstanding common stock. Between that date and September 21, 2015, Oz Saferooms Technologies, Inc. loaned a total of \$135,721 to the Company to pay its expenses. On September 21, 2015 Oz Saferooms Technologies, Inc. contributed that sum to the paid-in capital of the Company.

On September 21, 2015 Cheng Zhao purchased the outstanding shares of the Company from Oz Saferooms Technologies, Inc. Between that date and December 31, 2015, Mr. Cheng contributed \$4,892 to the capital of the Company, which was used to pay its expenses.

16

**DONGXING INTERNATIONAL INC.**

(formerly Apex 1, Inc.)

**NOTES TO FINANCIAL STATEMENTS****NOTE 5. INCOME TAXES**

Management believes that an “ownership change” as defined in *Internal Revenue Code Section 382* occurred in September 2015 upon the change of ownership control. Management is in the process of quantifying the effect of said ownership change. Accordingly, as of December 31, 2015, and the date of the Auditor’s Report, the effect on the financial statements of such change has not been determined. A summary of the limitations on the income tax utilization of Net Operating Losses (NOLs) is explained below.

Limitation on Utilization of NOLs due to Change in Control – Pursuant to the *Internal Revenue Code Section 382* (“Section 382”), certain ownership changes may subject the NOL’s to annual limitation which could reduce or defer the NOL. Section 382 imposes limitations on a corporation’s ability to utilize NOLs if it experiences an “ownership change.” In general terms, an ownership change may result from transactions increasing the ownership of certain stockholders in the stock of a corporation by more than 50 percentage points over a three-year period. In the event of an ownership change, utilization of the NOLs would be subject to an annual limitation under Section 382 determined by multiplying the value of its stock at the time of the ownership change by the applicable long-term tax-exempt rate. Any unused limitation may be carried over to later years. The imposition of the limitation on its ability to use the NOLs to offset future taxable income could cause the Company to pay U.S. federal income taxes earlier than if such limitation were not in effect and could cause such NOLs to expire unused, reducing or eliminating the benefit of such NOLs.

The financial statements do not include the effect of the limitation or loss of the NOLs due to a change in ownership.

A reconciliation of the differences between the effective income tax rate and the statutory federal tax rate for the years ended December 31, 2015 and 2014 follows:

	2015	2014
Tax benefit at U.S. statutory rate	34.00 %	34.00 %
State taxes, net of federal benefit	—	—
Change in valuation allowance	(34.00)	(34.00)

The tax effect of temporary differences that give rise to the deferred tax asset and liabilities at December 31, 2015 and 2014 consisted of the following:





**DONGXING INTERNATIONAL INC.****(formerly Apex 1, Inc.)****NOTES TO FINANCIAL STATEMENTS****NOTE 5. INCOME TAXES (continued)**

	December 31, 2015	December 31, 2014
Deferred Tax Assets		
Net Operating Loss Carryforward	\$ 48,303	\$ 42,031
Total Non-current Deferred Tax Asset		
Non-current Deferred Tax Liabilities	—	—
Net Non-current Deferred Tax Asset		
Asset Valuation Allowance	48,303	42,031
Total Net Deferred Tax Asset	\$ —	\$ —

As of December 31, 2015 and 2014, the Company had a net operating loss carry forward \$142,067 and \$123,621, respectively, for income tax reporting purposes that may be offset against future taxable income through 2035. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the NOL amount available to offset future taxable income will be limited. No tax asset has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carry forwards will expire unused.

Accordingly, the potential tax benefits of the loss carry-forwards are offset by a valuation allowance of the same amount.

**NOTE 6. SHAREHOLDER'S EQUITY**

The capital stock of the Company consists of :

- Common stock, \$ 0.0001 par value: 250,000,000 shares authorized; 10,000,000 shares issued and outstanding.
- Preferred stock, \$ 0.0001 par value: 5,000,000 shares authorized; no shares issued and outstanding.

Simultaneous with the sale by Oz Saferooms Technologies, Inc. of its 100% common stock interest in the Company to Cheng Zhao, Oz Saferooms Technologies, Inc. agreed to convert to equity 100% of the debt owed to it by the Company, resulting in a non-cash capital contribution of \$135,721.

**DONGXING INTERNATIONAL INC.**

**(formerly Apex 1, Inc.)**

**NOTES TO FINANCIAL STATEMENTS**

**NOTE 7. SUBSEQUENT EVENTS**

Management has evaluated subsequent events through the date the financial statements were available to be issued and determined there are no subsequent events required to be disclosed.

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not Applicable

### Item 9A. Controls and Procedures

*Evaluation of Disclosure Controls and Procedures.* As of December 31, 2015, Cheng Zhao, our Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934. Based upon that evaluation, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures have the following material weaknesses:

- Lack of a formal accounting department – We do not have an accounting department. We engage an independent bookkeeper to prepare our books and records and financial statements on a quarterly and annual basis. Due to the relative lack of activity, the accounting transactions are only recorded quarterly and annually and not when the transactions occur.
- Lack of segregation of duties – The chief executive officer also serves as the Company's chief financial officer. He approves all financial transactions including vendor invoices and payment of said invoices without any concurrent external review.

Based on his evaluation, Mr. Cheng concluded that the Company's system of disclosure controls and procedures was not effective as of December 31, 2015 for the purposes described in this paragraph.

*Changes in Internal Controls.* There was no change in internal control over financial reporting (as defined in Rule 13a-15(f) promulgated under the Securities Exchange Act or 1934) identified in connection with the evaluation described in the preceding paragraph that occurred during Dongxing International Inc.'s fourth fiscal quarter that has materially affected or is reasonably likely to materially affect Dongxing International Inc.'s internal control over financial reporting.

#### *Management's Report on Internal Control over Financial Reporting*

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. We have assessed the effectiveness of those internal controls as of December 31, 2015, using the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") Internal Control – Integrated Framework (1992) as a basis for our assessment.



Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies and procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

A material weakness in internal controls is a deficiency in internal control, or combination of control deficiencies, that adversely affects the Company's ability to initiate, authorize, record, process, or report external financial data reliably in accordance with accounting principles generally accepted in the United States of America such that there is more than a remote likelihood that a material misstatement of the Company's annual or interim financial statements that is more than inconsequential will not be prevented or detected. In the course of making our assessment of the effectiveness of internal controls over financial reporting, we identified three material weaknesses in our internal control over financial reporting. These material weaknesses consisted of:

- Lack of a formal accounting department – We do not have an accounting department. We engage an independent bookkeeper to prepare our books and records and financial statements on a quarterly and annual basis. Due to the relative lack of activity, the accounting transactions are only recorded quarterly and annually and not when the transactions occur.
- Lack of segregation of duties – The chief executive officer also serves as the Company's chief financial officer. He approves all financial transactions including vendor invoices and payment of said invoices without any concurrent external review.

Management does not believe that the current level of the Company's operations warrants a remediation of the weaknesses identified in this assessment. However, because of the above condition, management's assessment is that the Company's internal controls over financial reporting were not effective as of December 31, 2015.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

## **Item 9B Other Information**

None.

**PART III**

**Item 10. Directors, Executive Officers and Corporate Governance**

The officers and directors of the Company are:

<i>Name</i>	<i>Age</i>	<i>Position with the Company</i>	<i>Director Since</i>
Cheng Zhao	40	Director, Chief Executive Officer, Chief Financial Officer	2015

Directors hold office until the annual meeting of the Company’s stockholders and the election and qualification of their successors. Officers hold office, subject to removal at any time by the Board, until the meeting of directors immediately following the annual meeting of stockholders and until their successors are appointed and qualified.

**Cheng Zhao** has been employed for more than the past ten years in managerial positions in the People's Republic of China. Since 2011 he has served as President and Chief Executive Officer of Harbin Dongxing Energy Saving Technical Service Co., Ltd., which is engaged in the business of providing energy-saving solutions to businesses. From 2008 to 2011, Mr. Cheng was employed as General Manager of Harbin Dongke Optronics Science and Technology Co., Ltd., which manufactured and marketed electronic lighting products. From 2004 to 2008, Mr. Cheng was employed as General Manager of Harbin Litian Scientific and Technological Development Co., Ltd., which developed high-tech products for the agriculture industry. In 2004 Mr. Cheng was awarded a Master's Degree in Business Administration by the City University of Seattle (State of Washington). In 1998, he earned a Bachelor's Degree with a concentration in International Business at the Heilongjiang University of Commerce (Heilongjiang Province).

Audit Committee

The Board of Directors has not appointed an Audit Committee. The functions that would be performed by an Audit Committee are performed by the Board of Directors. The Board of Directors does not have an “audit committee financial expert,” because there is only one Board member.

Code of Ethics



The Company has not adopted a formal code of ethics applicable to its executive officers. The Board of Directors has determined that the Company's financial operations are not sufficiently complex to warrant adoption of a formal code of ethics.

Section 16(a) Beneficial Ownership Reporting Compliance

None of the officers, directors or beneficial owners of more than 10% of the Company's common stock failed to file on a timely basis the reports required by Section 16(a) of the Exchange Act during the year ended December 31, 2015, except that Cheng Zhao failed to file a Form 3 when due.

**Item 11. Executive Compensation**

The following table sets forth all compensation awarded to, earned by, or paid by Dongxing International Inc. to its Chief Executive Officer during the past three fiscal years. Andrew Zagorski served as Chief Executive Officer through September 21, 2015, when he was replaced by Cheng Zhao. There was no officer or employee whose compensation for 2015 exceeded \$100,000.

	<i>Fiscal</i>		<i>Stock</i>	<i>Option</i>	<i>Other</i>
	<i>Year</i>	<i>Salary</i>	<i>Bonus</i>	<i>Awards</i>	<i>Awards</i>
		<i>Compensation</i>			
Cheng Zhao	2015	--	--	--	--
Andrew Zagorski	2015	--	--	--	--
	2014	--	--	--	--
	2013	--	--	--	--

*Employment Agreements*

All of our employment arrangements with our executives are on an at will basis.

*Equity Grants*

The following tables set forth certain information regarding the stock options acquired by the Company's Chief Executive Officer during the year ended December 31, 2015 and those options held by him on December 31, 2015.

Option Grants in the Last Fiscal Year

	Percent		Potential realizable		Potential realizable	
	of total		value at assumed		value at assumed	
Number of options			annual rates of	annual rates of		
securities granted to			appreciation	appreciation		
underlying employees	Exercise		for option term	for option term		
option	in fiscal	Price	Expiration	5%	10%	
granted	year	(\$/share)	Date			
Cheng Zhao	--	--	--	--	--	

The following tables set forth certain information regarding the stock grants received by the executive officers named in the table above during the year ended December 31, 2015 and held by them unvested at December 31, 2015.

Unvested Stock Awards in the Last Fiscal Year

	Number of	Market Value
	Shares That	Shares That
	Have Not	Have Not
	<u>Vested</u>	<u>Vested</u>
Cheng Zhao	--	--

Compensation of Directors

The members of our Board of Directors receive no compensation for their services on the Board.

**Item 12. Security Ownership of Certain Beneficial Owners and Management**

The following table sets forth information known to us with respect to the beneficial ownership of our common stock as of the date of this report by the following:

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each shareholder known by us to own beneficially more than 5% of our common stock;  
Cheng Zhao;  
each of our directors; and  
all directors and executive officers as a group.

There are 10,000,000 shares of our common stock outstanding on the date of this report. Except as otherwise indicated, we believe that the beneficial owners of the common stock listed below have sole voting power and investment power with respect to their shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission.

In computing the number of shares beneficially owned by a person and the percent ownership of that person, we include shares of common stock subject to options or warrants held by that person that are currently exercisable or will become exercisable within 60 days. We do not, however, include these “issuable” shares in the outstanding shares when we compute the percent ownership of any other person.

*Name and Address of*   *Amount and Nature of*

<u>Beneficial Owner<sup>(1)</sup></u>	<u>Beneficial Ownership</u>	<u>Percentage of Class</u>
Cheng Zhao	10,000,000	100%
All officers and directors (1 person)	10,000,000	100%

<sup>(1)</sup> The address of each shareholder, unless otherwise noted, is c/o Dongxing International Inc., 3F, No. 26, Hengshan Road, Nangang District, Harbin, Heilongjiang Province, P.R. China

### **Item 13. Certain Relationships and Related Transactions and Director Independence**

#### Certain Relationships and Related Transactions

None.

#### Director Independence

None of the members of the Board of Directors is independent, as “independence” is defined in the Rules of the NYSE MKT.

### **Item 14. Principal Accountant Fees and Services**

#### *Audit Fees*

De Leon & Company, P.A. billed \$11,250 in connection with the audit and reviews of the Company’s financial statements for the year ended December 31, 2015. De Leon & Company, P.A. billed \$16,500 in connection with the

audit and reviews of the Company's financial statements for the year ended December 31, 2014 Also included are those services normally provided by the accountant in connection with the Company's statutory and regulatory filings.

*Audit-Related Fees*

De Leon & Company, P.A. did not bill the Company for any Audit-Related fees in fiscal 2015 or in fiscal 2014.

*Tax Fees*

De Leon & Company, P.A. did not bill the Company in fiscal 2015 or fiscal 2014 for professional services rendered for tax compliance, tax advice and tax planning.

*All Other Fees*

De Leon & Company, P.A. did not bill the Company for any other fees in fiscal 2015 or fiscal 2014.

It is the policy of the Company that all services, other than audit, review or attest services, must be pre-approved by the Board of Directors.

**Item 15. Exhibits and Financial Statement Schedules**

*(b) Exhibit List*

- 3-a Certificate of Incorporation - filed as an exhibit to the Company's Registration Statement on Form 10 filed on September 8, 2010, and incorporated herein by reference.
- 3-a(1) Certificate of Amendment of Certificate of Incorporation dated May 20, 2011 - filed as an exhibit to the Current Report on Form 8-K filed on May 31, 2011, and incorporated herein by reference.
- 3-a(2) Certificate of Amendment of Certificate of Incorporation dated December 23, 2013 - filed as an exhibit to the Current Report on Form 8-K filed on December 27, 2013, and incorporated herein by reference.
- 3-a(3) Certificate of Amendment of Certificate of Incorporation dated November 19, 2015 - filed as an exhibit to the Current Report on Form 8-K filed on November 20, 2015, and incorporated herein by reference.
- 3-b By-laws - filed as an exhibit to the Company's Registration Statement on Form 10 filed on September 8, 2010, and incorporated herein by reference.
- 21 Subsidiaries – None
- 31 Rule 13a-14(a) Certification
- 32 Rule 13a-14(b) Certification
- 101.INS XBRL Instance
- 101.SCH XBRL Schema
- 101.CAL XBRL Calculation
- 101.DEF XBRL Definition
- 101.LAB XBRL Label
- 101.PRE XBRL Presentation



SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Dongxing International Inc.**

By: /s/ Cheng Zhao

Cheng Zhao, Chief Executive Officer

In accordance with the Exchange Act, this Report has been signed below on February 19, 2016 by the following persons, on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ Cheng Zhao

Cheng Zhao, Director

Chief Executive Officer, Chief

Financial and Accounting Officer

