

BOYD GAMING CORP  
Form 8-K  
October 18, 2010

**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): October 12, 2010

**Boyd Gaming Corporation**

(Exact Name of Registrant as Specified in its Charter)

Nevada  
(State of Other Jurisdiction)

001-12882  
(Commission)

88-0242733  
(I.R.S. Employer)

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(State of Incorporation)

(File Number)

(Identification 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 8.01. Other Events.**

As previously reported by MGM Resorts International ( MGM ) in its Current Report on Form 8-K, on October 12, 2010, Boyd Gaming Corporation (the Company ) received a notice from MGM that MGM had received an offer to sell its 50% interest (the MGM Interest ) in Marina District Development Company, LLC ( Borgata ), the joint venture that owns and operates Borgata Hotel Casino & Spa in Atlantic City. MGM reported in its Current Report on Form 8-K that based upon Borgata s September 30, 2010 debt balances, the offer it received equates to slightly in excess of \$250 million for the MGM Interest. Pursuant to the terms of the Borgata joint venture agreement, the Company has thirty (30) days from the date of delivery of the notice to determine whether or not to exercise its right of first refusal for the purchase of the MGM Interest on the same terms set forth in the notice. The Company is currently evaluating its options as it relates to the MGM Interest and Borgata.

\* \* \*

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, continue, pursue, or the negative thereof or comparable terminology, and may include (with limitation) statements regarding the sale of the MGM Interest and the Company s right of first refusal. Forward-looking statements involve certain risks and uncertainties, and actual results may differ materially from those discussed in each such statement. Factors that could cause actual results to differ include (without limitation) the possibility that the sale of the MGM Interest will not occur on the expected terms, or at all, Borgata s financial performance and the Company s financial performance. Additional factors are discussed in Part II, Item 1A, Risk Factors in the Company s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2010, and in the Company s other current and periodic reports filed from time to time with the Securities and Exchange Commission. 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 registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 18, 2010

**Boyd Gaming Corporation**

/s/ JOSH HIRSBERG

**Josh Hirsberg**  
**Senior Vice President, Chief Financial Officer and Treasurer**