

GAYLORD ENTERTAINMENT CO /DE  
Form 8-K  
August 13, 2012

**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): August 13, 2012 (August 13, 2012)**

**GAYLORD ENTERTAINMENT COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**1-13079**  
**(Commission**  
  
**File Number)**

**73-0664379**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**One Gaylord Drive**

**Nashville, Tennessee**  
(Address of principal executive offices)

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

**37214**  
(Zip 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 (*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))

**ITEM 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.**

The Amended and Restated Rights Agreement by and between Gaylord Entertainment Company (the Company) and Computershare Trust Company, N.A., as Rights Agent, dated as of March 9, 2009, as amended on August 12, 2011 (the Rights Plan), and all preferred share purchase rights distributed to holders of the Company's common stock pursuant to the Rights Plan, expire by their respective terms on August 13, 2012. Accordingly, the Rights Plan will be of no further force and effect.

**ITEM 8.01. OTHER EVENTS.**

On August 13, 2012, the Company issued a press release announcing the pricing of an underwritten secondary offering of 5,643,129 shares of its common stock held by TRT Holdings, Inc. at a price to the public of \$40.00 per share. The press release also announced that the Company granted the underwriter an option to purchase 846,469 additional shares of its common stock at the public offering price, less the underwriter's discount. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

99.1 Press Release issued by Gaylord Entertainment Company on August 13, 2012

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: August 13, 2012

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Executive Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

99.1 Press Release issued by Gaylord Entertainment Company on August 13, 2012