

CHURCHILL DOWNS Inc
Form 4
June 13, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Duchossois Group, Inc.

2. Issuer Name and Ticker or Trading Symbol
CHURCHILL DOWNS Inc [CHDN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
444 WEST LAKE, SUITE 2000

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

CHICAGO, IL 60606

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock <u>(1)</u>	06/09/2017		D		1,000,000 <u>(2)</u> \$ 158.78	I	By CDI Holdings LLC
Common Stock <u>(3)</u>	11/30/2016		S		137,141 <u>(4)</u> \$ 148.75	I	By Spring Creek Investors II, LLC
Common Stock <u>(5)</u>					3,373	I	By The Chamberlin Group, Inc.
Common Stock <u>(6)</u>					165,947	I	By RLD Revocable

Common Stock ⁽⁶⁾	4,548	I	Trust By Richard L. Duchossois
Common Stock ⁽⁷⁾	17,646	I	By CJD Revocable Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Duchossois Group, Inc. 444 WEST LAKE, SUITE 2000 CHICAGO, IL 60606		X		
CDI Holdings LLC 444 W. LAKE, SUITE 2000 CHICAGO, IL 60606		X		
DUCHOSSOIS RICHARD L 444 W. LAKE, SUITE 2000 CHICAGO, IL 60606	X	X		
	X	X		

DUCHOSSOIS CRAIG J
444 W. LAKE, SUITE 2000
CHICAGO, IL 60606

Signatures

/s/ Eric A. Reeves, attorney-in-fact for Richard L. Duchossois	06/13/2017
__Signature of Reporting Person	Date
/s/ Eric A. Reeves, attorney-in-fact for Craig J. Duchossois	06/13/2017
__Signature of Reporting Person	Date
/s/ Eric A. Reeves, Vice President and General Counsel of The Duchossois Group, Inc.	06/13/2017
__Signature of Reporting Person	Date
/s/ Eric A. Reeves, Vice President and General Counsel of CDI Holdings LLC	06/13/2017
__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).

- This form is a joint filing by The Duchossois Group, Inc. ("TDG"), CDI Holdings LLC ("Holdings"), Richard L. Duchossois and Craig J. Duchossois. TDG is the sole member and manager of Holdings. Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with TDG, may be deemed to beneficially own the shares of common stock of Churchill Downs Incorporated (the "Issuer") that are owned by Holdings and which TDG may be deemed to beneficially own. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of common stock of the Issuer owned by Holdings, except with respect to each individual's pecuniary interest in such shares attributable to him by virtue of his respective equity interest in TDG.
- (1) These are the same shares reflected in the Form 4 filings of Richard L. Duchossois and Craig J. Duchossois that are being filed simultaneous herewith.
 - (2) Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with Spring Creek Investors II LLC, may be deemed to beneficially own the shares of common stock of the Issuer that are owned by Spring Creek Investors II LLC. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of common stock of the Issuer owned by Spring Creek Investors II LLC, except with respect to each individual's pecuniary interest in such shares.
 - (3) These are the same shares reflected in the Form 4 filings of Richard L. Duchossois and Craig J. Duchossois that were filed on 12/2/2016.
 - (4) Richard L. Duchossois and Craig J. Duchossois, by virtue of their relationship with The Chamberlain Group, Inc. and TDG, may be deemed to beneficially own the shares of common stock of the Issuer that are owned by The Chamberlain Group, Inc. and which TDG may be deemed to beneficially own. Richard L. Duchossois and Craig J. Duchossois disclaim beneficial ownership with respect to the shares of common stock of the Issuer owned by The Chamberlain Group, Inc., except with respect to each individual's pecuniary interest in such shares attributable to him by virtue of his respective equity interest in TDG.
 - (5) Reflects shares of common stock of the Issuer beneficially owned by Richard L. Duchossois and not by TDG, Holdings or Craig J. Duchossois.
 - (6) Reflects shares of common stock of the Issuer beneficially owned by Craig J. Duchossois and not by TDG, Holdings or Richard L. Duchossois.
 - (7)

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

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