

Great Wolf Resorts, Inc.  
Form SC 14D9/A  
April 23, 2012

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Amendment No. 12  
to  
SCHEDULE 14D-9  
(RULE 14d-101)

Solicitation/Recommendation Statement Under  
Section 14(d)(4) of the Securities Exchange Act of 1934

GREAT WOLF RESORTS, INC.  
(Name of Subject Company)

GREAT WOLF RESORTS, INC.  
(Name of Person(s) Filing Statement)

Common Stock, Par Value \$0.01 Per Share  
(Title of Class of Securities)

391523107  
(CUSIP Number of Class of Securities)

James A. Calder  
Chief Financial Officer  
Great Wolf Resorts, Inc.  
525 Junction Road, Suite 6000 South  
Madison, Wisconsin 53717  
(608) 662-4700

(Name, Address and Telephone Number of Person Authorized to Receive Notice and  
Communications on Behalf of the Person(s) Filing Statement)

With copies to:

Jeffrey D. Marell  
Kelley D. Parker  
Paul, Weiss, Rifkind, Wharton & Garrison LLP  
1285 Avenue of the Americas  
New York, New York 10019-6064  
(212) 373-3000

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.



This Amendment No. 12 to the Schedule 14D-9 (“Amendment No. 12”), filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 23, 2012, amends and supplements the Schedule 14D-9 filed with the SEC on March 13, 2012 (as amended, the “Schedule 14D-9”), by Great Wolf Resorts, Inc., a Delaware corporation (the “Company”) as amended by Amendment No. 1 to the Schedule 14D-9 filed on March 15, 2012, Amendment No. 2 to the Schedule 14D-9 filed on March 20, 2012, Amendment No. 3 to the Schedule 14D-9 filed on April 4, 2012, Amendment No. 4 to the Schedule 14D-9 filed on April 5, 2012, Amendment No.5 to the Schedule 14D-9 filed on April 9, 2012, Amendment No. 6 to the Schedule 14D-9 filed on April 16, 2012, Amendment No. 7 to the Schedule 14D-9 filed on April 18, 2012, Amendment No. 8 to the Schedule 14D-9 filed on April 19, 2012, Amendment No. 9 to the Schedule 14D-9 filed on April 19, 2012, Amendment No. 10 to the Schedule 14D-9 filed on April 20, 2012 and Amendment No. 11 to the Schedule 14D-9 filed on April 20, 2012. The Schedule 14D-9 relates to the tender offer (the “Offer”) by K-9 Acquisition, Inc., a Delaware corporation (“Merger Sub” or “Offeror”) and a direct wholly-owned subsidiary of K-9 Holdings, Inc., a Delaware corporation (“Parent”), to purchase all of the Company’s outstanding shares of common stock, par value \$0.01 per share, including any associated rights issued pursuant to the Rights Agreement, dated as of March 12, 2012, by and between the Company and Registrar and Transfer Company, as rights agent (the “Rights” and together with the Company’s common stock, the “Common Shares,” and each a “Common Share”) (including any restricted shares), upon the terms and subject to the conditions set forth in the Offeror’s Offer to Purchase, dated March 13, 2012, (as amended or supplemented from time to time, the “Offer to Purchase”) and in the related Letters of Transmittal, copies of which are filed as Exhibits (a)(1)(A), (a)(1)(B) and (a)(1)(D) to the Schedule 14D-9, respectively.

The information in the Schedule 14D-9 is incorporated into this Amendment No. 12 by reference to all of the applicable items in the Schedule 14D-9, except that such information is hereby amended and supplemented to the extent specifically provided herein.

ITEM 9. EXHIBITS.

Item 9 of the Schedule 14D-9, as amended, is hereby amended and supplemented by adding the following exhibits:

Exhibit Number	Description
(a)(1)(V)	Press Release issued by the Company on April 20, 2012, incorporated by reference to Exhibit 99.1 to the Company’s 8-K filed with the SEC on April 23, 2012.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

GREAT WOLF RESORTS, INC.

By: /s/ James A. Calder  
Name: James A. Calder  
Title: Chief Financial Officer

Dated: April 23, 2012

---