

Gaming & Leisure Properties, Inc.
 Form 4
 February 09, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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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 *
 Snyder Steven T.

2. Issuer Name and Ticker or Trading Symbol
 Gaming & Leisure Properties, Inc.
 [GLPI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 845 BERKSHIRE BLVD., SUITE 200
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/06/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr VP-Corp Development

WYOMISSING, PA 19610

(City) (State) (Zip)

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

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 Ownership (Instr. 4)		
				(A) or (D)	Price				
Common Stock	02/06/2016		M	2,556	A	11	267,858	D	
Common Stock	02/06/2016		D	2,556	D	\$	26.88	265,302	D

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

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SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)
Phantom Stock Units	(1)	02/06/2016		M	2,556	(1) (1)	Common Stock	2,556 (1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Snyder Steven T. 845 BERKSHIRE BLVD. SUITE 200 WYOMISSING, PA 19610			Sr VP-Corp Development	

Signatures

Steven T. Snyder 02/09/2016

__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).
- (1) The recipient receives a cash payment for each unit equal to the fair market value on the vesting date of one share of the Company's Common Stock. Of the original award of Phantom Stock Units, 2,556 units vested February 6, 2016.

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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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ley Black & Decker, Inc. and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named therein relating to the offering of the Equity Units. 3.1 Certificate of Amendment to the Restated Certificate of Incorporation, dated May 17, 2017. 4.1 Purchase Contract and Pledge Agreement, dated May 17, 2017, among the Company, The Bank of New York Mellon Trust Company, National Association, as Purchase Contract Agent, and HSBC Bank USA, National Association, as Collateral Agent, Custodial Agent and Securities Intermediary. 4.2 Form of Corporate Unit (included as part of Exhibit 4.1 hereto). 4.3 Form of Treasury Unit (included as part of Exhibit 4.1 hereto). 4.4 Form of Cash Settled Unit (included as part of Exhibit 4.1 hereto). 4.5 Preferred Stock Certificate. 5.1 Opinion of Donald J. Riccitelli. 5.2 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP. 5.3 Opinion of Day Pitney LLP.12.1 Computation of Ratio of Earnings to Fixed Charges.23.1 Consent of Donald J. Riccitelli (included as part of Exhibit 5.1).23.2 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included as part of Exhibit 5.2).23.3 Consent of Day Pitney LLP (included as part of Exhibit 5.3).

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.

STANLEY BLACK & DECKER, INC.

By: /s/ Bruce H. Beatt
Name: Bruce H. Beatt
Title: Senior Vice President, General Counsel
and Secretary

Dated: May 17, 2017

Exhibit Index

Exhibit No.	Exhibit
1.1	Underwriting Agreement, dated May 11, 2017, among Stanley Black & Decker, Inc. and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Goldman Sachs & Co. LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named therein relating to the offering of the Equity Units.
3.1	Certificate of Amendment to the Restated Certificate of Incorporation, dated May 17, 2017.
4.1	Purchase Contract and Pledge Agreement, dated May 17, 2017, among the Company, The Bank of New York Mellon Trust Company, National Association, as Purchase Contract Agent, and HSBC Bank USA, National Association, as Collateral Agent, Custodial Agent and Securities Intermediary.
4.2	Form of Corporate Unit (included as part of Exhibit 4.1 hereto).
4.3	Form of Treasury Unit (included as part of Exhibit 4.1 hereto).
4.4	Form of Cash Settled Unit (included as part of Exhibit 4.1 hereto).
4.5	Preferred Stock Certificate.
5.1	Opinion of Donald J. Riccitelli.
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
5.3	Opinion of Day Pitney LLP.
12.1	Computation of Ratio of Earnings to Fixed Charges.
23.1	Consent of Donald J. Riccitelli (included as part of Exhibit 5.1).
23.2	Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included as part of Exhibit 5.2).
23.3	Consent of Day Pitney LLP (included as part of Exhibit 5.3).