

ISLE OF CAPRI CASINOS INC

Form 4

May 03, 2017

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MITCHELL DONN R II

2. Issuer Name **and** Ticker or Trading  
Symbol  
ISLE OF CAPRI CASINOS INC  
[ISLE]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
600 EMERSON ROAD, SUITE 300  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/01/2017

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Administrative Officer

ST. LOUIS, MO 63141

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	05/01/2017		D	41,149	D	0	D

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	<u>(1)</u> <u>(2)</u>	05/01/2017		D		78,715		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	78,715
Restricted Stock Units	<u>(1)</u> <u>(2)</u>	05/01/2017		D		14,660		<u>(1)(2)</u>	<u>(1)(2)</u>	Common Stock	14,660

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MITCHELL DONN R II 600 EMERSON ROAD, SUITE 300 ST. LOUIS, MO 63141	Chief Administrative Officer

## Signatures

/s/ Edmund L. Quatmann, Jr. as  
Attorney-in-Fact

05/03/2017

\_\_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).

On May 1, 2017, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated September 19, 2016, among Eldorado Resorts, Inc. ("ERI"), Isle of Capri Casinos, Inc. ("Isle"), Eagle I Acquisition Corp. ("Merger Sub A") and Isle of Capri Casinos LLC (f/k/a Eagle II Acquisition Company LLC) ("Merger Sub B"), Merger Sub A merged with and into Isle (the "First Step Merger"), and

(1) immediately following the First Step Merger, Isle merged with and into Merger Sub B. At the effective time of the First Step Merger (the "Effective Time"), each outstanding share of Isle common stock was converted into the right to receive, at the election of the holder and subject to the proration and reallocation provisions of the Merger Agreement, either 1.638 shares of ERI common stock (with cash paid in lieu of fractional shares) or \$23.00 in cash.

(Continued from Footnote 1) At the Effective Time, (i) each outstanding option to acquire shares of Isle common stock, whether vested or unvested, was converted into an option or right to purchase shares of ERI common stock on the same terms and conditions as were applicable to such option immediately prior to the Effective Time and each outstanding Isle restricted stock unit, was converted into a

(2) restricted stock unit in respect of shares of ERI common stock, in an amount equal to 1.638 shares of ERI common stock (with aggregated fractional shares rounded to the nearest whole share) on the same terms and conditions as were applicable to such restricted stock unit immediately prior to the Effective Time.

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- (3) These Employee Stock Options and Restricted Stock Units were cancelled at the Effective Time and converted into the right to receive the consideration described in (1).

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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