

As filed with the Securities and Exchange Commission on October 2, 1997

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

GAYLORD ENTERTAINMENT COMPANY\*  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

73-0664379  
(I.R.S. employer  
identification no.)

ONE GAYLORD DRIVE  
NASHVILLE, TENNESSEE  
(Address of Principal Executive Offices)

37214  
(Zip Code)

GAYLORD ENTERTAINMENT COMPANY 1997 STOCK OPTION AND INCENTIVE PLAN  
(Full title of the plan)

F. M. WENTWORTH, JR.  
ONE GAYLORD DRIVE  
NASHVILLE, TENNESSEE 37214  
(Name and address of agent for service)

(615) 316-6500  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (**)	Proposed maximum aggregate offering price (**)	Amount of registration fee
Common Stock, \$.01 par value	3,000,000 shares	\$29.34375	\$88,031,250	\$26,677

\* Formerly known as New Gaylord Entertainment Company.

\*\* The offering price is estimated solely for the purpose of determining the amount of the registration fee. Such estimate has been calculated in accordance with Rule 457(c) and Rule 457(h) and is based upon the average of the high and low prices per share of the Registrant's Common Stock as reported on the New York Stock Exchange on October 1, 1997.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by Gaylord Entertainment Company, formerly known as New Gaylord Entertainment Company (the "Registrant"), with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are hereby incorporated by reference as of their respective dates:

- (1) The Registrant's effective Registration Statement on Form 10, containing among other things, audited financial statements for the Registrant's latest fiscal year ended December 31, 1996.
- (2) The description of the Registrant's Common Stock contained in the effective Registration Statement on Form 10 filed by the Registrant to register the Common Stock under the Exchange Act, including all amendments and reports filed for the purpose of updating such description prior to the termination of the offering of the Common Stock offered hereby.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated by reference herein) modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed to constitute a part hereof except as so modified or superseded.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

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ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Pursuant to authority conferred by DGCL Section 102(b)(7), the Registrant's Restated Certificate of Incorporation, as amended, contains a provision providing that no director of the Registrant shall be liable to it or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the DGCL as then in effect or as the same may be amended. This provision is intended to eliminate the risk that a director might incur personal liability to the Registrant or its stockholders for breach of the duty of care.

DGCL Section 145 contains provisions permitting, and in some situations

requiring, Delaware corporations, such as the Registrant, to provide indemnification to their officers and directors for losses and litigation expenses incurred in connection with their service to the corporation in those capacities. The By-laws of the Registrant contain provisions requiring indemnification by the Registrant of, and advancement of expenses to, its directors and officers to the fullest extent permitted by law. Among other things, these provisions provide indemnification for the Registrant's officers and directors against liabilities for judgments in and settlements of lawsuits and other proceedings and for the advance and payment of fees and expenses reasonably incurred by the director or officer in defense of any such lawsuit or proceeding.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See Exhibit Index (page II-6).

ITEM 9. UNDERTAKINGS.

A. The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act"); (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; (iii) to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraph (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

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(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.



/s/ Edward L. Gaylord  
 ----- Chairman of the Board October 1, 1997  
 Edward L. Gaylord

/s/ Terry E. London  
 ----- President, Chief Executive Officer, October 1, 1997  
 Terry E. London Chief Financial Officer (Acting)  
 and Director (principal executive,  
 financial, and accounting officer)

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/s/ E. K. Gaylord II  
 ----- Vice-Chairman of the Board October 1, 1997  
 E. K. Gaylord II

----- Director October \_\_, 1997  
 Joe M. Rodgers

/s/ Christine Gaylord Everest  
 ----- Director October 1, 1997  
 Christine Gaylord Everest

/s/ Martin C. Dickinson  
 ----- Director October 1, 1997  
 Martin C. Dickinson

/s/ Mary Agnes Wilderotter  
 ----- Director October 1, 1997  
 Mary Agnes Wilderotter

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EXHIBIT INDEX

EXHIBIT -----	DESCRIPTION -----
3.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's effective Registration Statement on Form 10, as amended, relating to the Common Stock)
3.2	Restated Bylaws (incorporated by reference to Exhibit 3.2 of the Registrant's effective Registration Statement on Form 10, as amended,

relating to the Common Stock)

- 4 Gaylord Entertainment Company 1997 Stock Option and Incentive Plan (incorporated by reference to Annex VII of the definitive Proxy Statement of Gaylord Entertainment Company filed as part of the Registration Statement on Form S-4 of Westinghouse Electric Corporation (No. 333-30455))
- 5 Opinion of Bass, Berry & Sims PLC
- 23.1 Consent of Arthur Andersen LLP
- 23.2 Consent of Bass, Berry & Sims PLC (included in Exhibit 5)
- 24 Power of Attorney (included at Pages II-4 and II-5)

B A S S, B E R R Y & S I M S P L C  
A PROFESSIONAL LIMITED LIABILITY COMPANY  
ATTORNEYS AT LAW

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NASHVILLE, TENNESSEE 37238-2700  
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POST OFFICE BOX 1509  
KNOXVILLE, TENNESSEE 37901-1509  
TELEPHONE (423) 521-6200  
TELECOPIER (423) 521-6234

October 1, 1997

Gaylord Entertainment Company  
One Gaylord Drive  
Nashville, Tennessee 37214

RE: REGISTRATION STATEMENT ON FORM S-8

Dear Ladies and Gentlemen:

We have acted as your counsel in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") relating to the Company's 1997 Stock Option and Incentive Plan (the "Plan") filed by you with the Securities and Exchange Commission covering shares of common stock (the "Common Stock") issuable pursuant to the Plan.

In so acting, we have examined and relied upon such records, documents, and other instruments as in our judgment are necessary or appropriate in order to express the opinion hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that the Common Stock, when issued pursuant to and in accordance with the Plan, will be duly and validly issued, fully paid, and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bass, Berry & Sims PLC

## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of Gaylord Entertainment Company of our reports dated April 4, 1997 relating to the consolidated financial statements of Gaylord Entertainment Company (formerly known as New Gaylord Entertainment Company) included in its information statement on Form 10, as amended by Amendment No. 3, and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Nashville, Tennessee  
September 26, 1997