

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 8)

Gaylord Entertainment Company  
(Name of Issuer)

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

367905106  
(CUSIP Number)

James E. McKee, Gabelli Funds, Inc.,  
One Corporate Center, Rye, NY 10580-1434 (914) 921-5294  
(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

March 30, 1999  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

CUSIP No. 367905106 13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gabelli Funds, LLC I.D. No. 13-4044523

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ☐

(b) ☐

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
OO-Funds of investment company clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

☐

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

	:	(7) SOLE VOTING POWER
	:	1,068,401 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None (Item 5)
	:	
NUMBER OF SHARES BENEFICIALLY	:	(9) SOLE DISPOSITIVE
OWNED BY EACH REPORTING	:	POWER
PERSON WITH	:	1,068,401 (Item 5)

:  
: (10) SHARED DISPOSITIVE  
: POWER  
: None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,068,401 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*  
/ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
3.26%

(14) TYPE OF REPORTING PERSON\*  
IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 367905106 13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
GAMCO Investors, Inc. I.D. No. 13-4044521

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:  
(a) / /  
(b) / /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
00: Funds of investment advisory clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)  
/ x /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

	: (7) SOLE VOTING POWER
	: 3,720,713 (Item 5)
	:
	: (8) SHARED VOTING POWER
	: None
	:
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	: (9) SOLE DISPOSITIVE
	: POWER
	: 3,826,879 (Item 5)
	:
	: (10) SHARED DISPOSITIVE
	: POWER
	: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,826,879 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*  
/ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
11.67%

(14) TYPE OF REPORTING PERSON\*  
IA, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 367905106

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gemini Capital Management Limited

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / ☐ /

(b) / ☐ /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
00-Funds of clients

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ ☐ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Bermuda

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	20,000 (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	20,000 (Item 5)
	:	
:	(10) SHARED DISPOSITIVE	
:	POWER	
:	None	

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
20,000 (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ ☐ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.06%

(14) TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 367905106

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gabelli Funds, Inc. I.D. No. 13-3056041

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / ☐ /

(b) / ☐ /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/\_\_\_\_/

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	None (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None (Item 5)
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	None (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE
	:	POWER
	:	None (Item 5)

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ x /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
HC, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 367905106

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Gabelli Asset Managment Inc. I.D. No. 13-4007862

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) /\_\_\_\_/

(b) /\_\_\_\_/

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/\_\_\_\_/

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	None (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	None (Item 5)
	:	
	:	(10) SHARED DISPOSITIVE
	:	POWER
	:	None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ ☒ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
HC, CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 367905106

13D

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Marc J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) / ☐ /

(b) / ☐ /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

/ ☐ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF SHARES BENEFICIALLY  
OWNED BY EACH REPORTING  
PERSON WITH

: (7) SOLE VOTING POWER  
: None (Item 5)

:  
: (8) SHARED VOTING POWER  
: None

:  
: (9) SOLE DISPOSITIVE  
: POWER  
: None (Item 5)

:  
: (10) SHARED DISPOSITIVE  
: POWER  
: None

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

/ ☒ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  
Mario J. Gabelli

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:

(a) ☐ / ☐ /

(b) ☐ / ☐ /

(3) SEC USE ONLY

(4) SOURCE OF FUNDS\*  
None

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

☐ / ☐ /

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
USA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	:	(7) SOLE VOTING POWER
	:	None (Item 5)
	:	
	:	(8) SHARED VOTING POWER
	:	None
	:	
	:	(9) SOLE DISPOSITIVE
	:	POWER
	:	None (Item 5)
	:	
:	(10) SHARED DISPOSITIVE	
:	POWER	
:	None	

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
None (Item 5)

(12) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11  
EXCLUDES CERTAIN SHARES\*

☐ x ☐ /

(13) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11  
0.00%

(14) TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

#### Item 1. Security and Issuer

This Amendment No. 8 to Schedule 13D on the Common Stock of Gaylord Entertainment Company (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on October 6, 1997. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

#### Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mario Gabelli"), Marc J. Gabelli ("Marc Gabelli") and various entities which either one directly or indirectly controls or for which either one acts as chief investment officer. These entities, except for Lynch Corporation ("Lynch"), Spinnaker Industries, Incorporated ("Spinnaker"), Western New Mexico Telephone Company ("Western New Mexico"), Entoleter, Inc. ("Entoleter"), Lynch Telecommunications Corporation ("Lynch Telecom"), Lynch Telephone Corporation ("Lynch Telephone") and Inter-Community Telephone Company ("Inter-Community") (collectively, "Lynch and its affiliates"), engage in various aspects of the securities

business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, as broker/dealer and as general partner of various private investment partnerships. Certain of these entities may also make investments for their own accounts.

The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: Gabelli Funds, Inc. ("GFI"), Gabelli Asset Management Inc. ("GAMI"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Investors, Inc. ("GAMCO"), Gabelli Securities, Inc. ("GSI"), Gabelli & Company, Inc. ("Gabelli & Company"), Gabelli Performance Partnership L.P. ("GPP"), GLI, Inc. ("GLI"), Gabelli Associates Fund ("Gabelli Associates"), Gabelli Associates Limited ("GAL"), Gabelli & Company, Inc. Profit Sharing Plan (the "Plan"), Gabelli International Limited ("GIL"), Gabelli International II Limited ("GIL II"), Gabelli International Gold Fund Limited ("GIGFL"), ALCE Partners, L.P. ("ALCE"), Gabelli Multimedia Partners, L.P. ("Multimedia Partners"), MJG Associates, Inc. ("MJG Associates"), Gemini Capital Management Ltd. ("Gemini"), Gabelli Fund, LDC ("LDC"), Gabelli Foundation, Inc. ("Foundation"), Mario Gabelli, Marc Gabelli, Lynch, Spinnaker, Western New Mexico, Entoleter, Lynch Telecom, Lynch Telephone and Inter-Community. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

GFI makes investments for its own account and is the parent company of GAMI. GAMI, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the Securities business, each of which is named below.

GAMCO, a wholly-owned subsidiary of GAMI, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GAMI, acts as a general partner or investment manager to limited partnerships and offshore investment companies and as a part of its business regularly purchases and sells securities for its own account. It is the immediate parent of Gabelli & Company.

Gabelli & Company, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

GLI, wholly-owned subsidiary of GSI, is a corporation which currently has no active operations.

Gabelli Associates is a New York limited partnership whose primary business purpose is risk arbitrage investments. GSI and Mario Gabelli are the general partners of Gabelli Associates.

GAL is a corporation whose primary business purpose is risk arbitrage investments. Shares of GAL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. GSI is the investment manager of GAL.

Gabelli Funds, a wholly-owned subsidiary of GAMI, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which presently provides

discretionary advisory services to The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The Gabelli Growth Fund, The Gabelli Convertible Securities Fund, Inc., The Gabelli Value Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Telecommunications Fund, Gabelli Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The Gabelli Global Convertible Securities Fund, Gabelli Capital Asset Fund, Gabelli International Growth Fund, Inc., The Gabelli Global Interactive Couch Potato Fund and The Gabelli Global Opportunity Fund (collectively, the "Funds"), which are registered investment companies.

Gabelli Advisers, Inc. ("Gabelli Advisers"), a subsidiary of GAMI, is an investment adviser which provides discretionary advisory services to The Gabelli Westwood Mighty Mitessm Fund.

The Plan, a qualified employee profit sharing plan, covers substantially all employees of GAMI and its affiliates.

GPP is a limited partnership whose primary business purpose is investing in securities. MJG Associates is the general partner of GPP, and Mario Gabelli is a portfolio manager for GPP.

GIL is a corporation whose primary business purpose is investing in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL. Mario Gabelli is a portfolio manager for GIL and Chairman of the Board of Directors of GIL.

GIL II is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Shares of GIL II's common stock are offered to persons who are neither citizens nor residents of the United States and may be offered to a limited number of U.S. investors. MJG Associates is the Investment Manager of GIL II. Mario Gabelli is a portfolio manager and Chairman of the Board of Directors of GIL II.

ALCE is an investment limited partnership that seeks long-term capital appreciation primarily through investments in public and private equity securities. GSI is a general partner of ALCE.

Multimedia Partners is an investment limited partnership whose objective is to provide long-term capital appreciation by investing primarily in public and private multimedia communications companies. GSI is a general partner of Multimedia Partners.

LDC is a corporation whose business purpose is investing primarily in a portfolio of equity securities and securities convertible into, or exchangeable for, equity securities in order to achieve its investment objective of significant long-term growth of capital. Interests are offered to insurance companies which do not conduct any business in the United States and which are licensed where they do business. MJG Associates is the Investment Manager of LDC. Mario Gabelli is a portfolio manager for LDC.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates.

Gemini is a corporation whose primary business purpose is to provide advisory services to offshore funds. Marc Gabelli is the President and Chief Investment Officer of Gemini.

The Foundation is a private foundation. Mario Gabelli is the President, a Trustee and the Investment Manager of the Foundation.

Lynch is a diversified public company traded on the American Stock Exchange. Its subsidiaries are engaged in communications, services, and manufactured products. Spinnaker, a subsidiary of Lynch, is also a public company and its stock is traded on the NASDAQ National Market. Spinnaker is a diversified manufacturing firm with major subsidiaries in specialty adhesive-backed materials business. Another of Lynch's subsidiaries, Western New Mexico, provides telephone services in a service area



in Southwestern New Mexico. Inter-Community, which is also a subsidiary of Lynch, provides local telephone services in an area 40 miles west of Fargo, North Dakota. Lynch and Spinnaker actively pursue new business ventures and acquisitions. Lynch and its affiliates make investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions (not in the case of Western New Mexico) and are not engaged in the business of investing, reinvesting, or trading in securities. Mario Gabelli is Chairman of Lynch and beneficially owns approximately 23% of the shares of common stock of Lynch.

Mario Gabelli is the majority stockholder and Chairman of the Board of Directors and Chief Executive Officer of GFI and GAMI, and the Chief Investment Officer for each of the Reporting Persons which are entities other than Gemini. GFI is the majority shareholder of GAMI. GAMI, in turn, is the sole stockholder of GAMCO. GAMI is also the majority stockholder of GSI and the largest shareholder of Gabelli Advisers. Gabelli & Company is a wholly-owned subsidiary of GSI. GLI is a wholly-owned subsidiary of GSI. Marc Gabelli is the majority stockholder of Gemini.

The Reporting Persons do not admit that they constitute a group.

GFI, GAMI, GAMCO, Gabelli & Company and GLI are New York corporations and GSI and Gabelli Advisers are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. GPP is a New York limited partnership having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 401 Theodore Fremd Ave., Rye, New York 10580. Gabelli Associates is a New York limited partnership having its principal business office at One Corporate Center, Rye, New York 10580. Alce and Multimedia Partners are Delaware limited partnerships each having its principal business office at One Corporate Center, Rye, New York 10580. GAL and GIL are corporations organized under the laws of the British Virgin Islands, each having its principal business office at c/o MeesPierson (Cayman) Limited, British American Centre, Dr. Roy's Drive-Phase 3, George Town, Grand Cayman, British West Indies. GIL II is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Coutts & Company (Cayman) Limited, West Bay Road, Grand Cayman, British West Indies. Gemini is a Bermuda corporation having its principal business office at c/o Appleby, Spurling & Kempe, Cedar House, 41 Cedar Avenue, Hamilton HM12, Bermuda. LDC is a corporation organized under the laws of the British Virgin Islands having its principal business office at c/o Tremont (Bermuda) Limited, Tremont House, 4 Park Road, Hamilton HM II, Bermuda. The Foundation is a private foundation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. Lynch is an Indiana corporation having its principal business office at 401 Theodore Fremd Avenue, Rye, NY 10580. Spinnaker is a Delaware corporation having its principal business office at 251 Welton Street, Hamden, CT 06511.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) and (e) - On December 8, 1994, the SEC instituted and simultaneously accepted offers for the settlement of an administrative proceeding against Gabelli & Company and GAMCO. The order instituting the proceeding included a finding, which Gabelli & Company and GAMCO neither admitted nor denied, that they failed to implement and maintain policies and procedures reasonably designed to prevent the misuse of material, nonpublic information by not specifically addressing the special circumstances that arose from their affiliation with Lynch Corporation, a public company. To resolve this matter, Gabelli & Company and GAMCO agreed to cease and desist from violating Section 15(f) of the 1934 Act and Section 204A of the Advisers Act, respectively. They further agreed to each pay a civil penalty in the amount of \$50,000, and to retain, and adopt the recommendations of, an independent consultant regarding their Section 15(f) and Section

204A policies and procedures.

(f) - Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

All Reporting Persons used an aggregate of approximately \$8,702,046 to purchase the additional Securities reported as beneficially owned in Item 5 below since the most recent filing on Schedule 13D. GAMCO and GFI used approximately \$8,532,736 and \$169,310, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number and percentage of Securities to which this Schedule 13D relates is 4,915,280 shares, representing 14.98% of the 32,808,448 shares outstanding as reported in the Issuer's most recently filed Form 10-Q for the quarter ended September 30, 1998. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
Gabelli Funds:		
As Principal	0	0.00%
As Agent	1,068,401	3.26%
GAMCO:		
As Principal	0	0.00%
As Agent	3,826,879	11.67%
Gemini:	20,000	0.06%
Marc Gabelli	0	0.00%
Mario Gabelli	0	0.00%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Marc Gabelli and Gemini. Marc Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by Gemini. GFI and GAMI are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli, Marc Gabelli and Gemini.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 106,166 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, Marc Gabelli, GAMI and GFI is indirect with

respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

Signature

After reasonable 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.

Dated: April 1, 1999

MARIO J. GABELLI

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

GABELLI FUNDS, INC.

By: \_\_\_\_\_  
James E. McKee  
General Counsel

GAMCO INVESTORS, INC.

By: \_\_\_\_\_  
Douglas R. Jamieson  
Executive Vice President

GEMINI CAPITAL MANAGEMENT LIMITED

By: \_\_\_\_\_  
Marc J. Gabelli  
Director  
by: James E. McKee  
Attorney-in-Fact

GABELLI FUNDS, LLC

By: \_\_\_\_\_  
James E. McKee  
Secretary

GABELLI ASSET MANAGEMENT INC.

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

MARC J. GABELLI

By: \_\_\_\_\_  
James E. McKee  
Attorney-in-Fact

Schedule I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; and his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is Gabelli Funds, Inc., Gabelli Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

Gabelli Funds, Inc.

Directors:

Mario J. Gabelli\*

Richard B. Black                      President and Director of  
Oak Technology, Inc.;  
Chairman ECRM; Director  
of The Morgan Group, Inc.;  
General Partner of KBA Partners, Parker Plaza  
400 Kelby Street,  
Fort Lee, NJ 07029

Charles C. Baum                      Chairman, Director and Chief Executive Officer of The Morgan Group, Inc.; Secretary & Treasurer  
United Holdings  
2545 Wilkens Avenue  
Baltimore, MD 21223

Dr. Eamon M. Kelly                      Professor  
Payson Center for International  
Development Technology Transfer  
Tulane University  
300 Hebert Hall  
6823 St. Charles Avenue  
New Orleans, LA 70118

Marc J. Gabelli                      Managing Director

Matthew R. Gabelli                      Vice President-Trading  
Gabelli & Company  
One Corporate Center  
Rye, New York 10580

Officers:

Mario J. Gabelli                      Chairman, Chief Executive  
Officer and Chief Investment  
Officer

Stephen G. Bondi	Executive Vice President-Finance and Administration
Robert S. Zuccaro	Vice President and Chief Financial Officer
James E. McKee	Vice President, General Counsel and Secretary

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\* Mr. Gabelli is the Chief Executive Officer and Chief Investment Officer of Gabelli Funds, Inc., Gabelli Asset Management Inc. and GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, Inc.; Chairman and Chief Executive Officer of Lynch Corporation; Director of East/West Communications, Inc.

Gabelli Asset Management Inc.

Directors:

Mario J. Gabelli	See above
Richard B. Black	See above
Charles C. Baum	See above
Dr. Eamon M. Kelly	See above
Karl Otto Pohl (1)	Sal Oppenheim Jr. & Cie Bockenheimer Landstrasse 20 D-6000 FRANKFURT AM MAIN Germany

Officers:

Mario J. Gabelli	Chairman, Chief Executive Officer and Chief Investment Officer
Stephen G. Bondi	Executive Vice President-Finance and Administration
Robert S. Zuccaro	Vice President and Chief Financial Officer
James E. McKee	Vice President, General Counsel and Secretary

GAMCO Investors, Inc.

Directors:

Mario J. Gabelli  
Douglas R. Jamieson  
Joseph R. Rindler, Jr.  
Regina M. Pitaro  
F. William Scholz, II

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Joseph R. Rindler, Jr.	Chairman
Douglas R. Jamieson	Executive Vice President and Chief Operating Officer
Robert S. Zuccaro	Vice President and Chief Financial Officer
Stephen G. Bondi	Vice President

James E. McKee	Vice President, General Counsel and Secretary
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Peter D. Goldstein	Deputy General Counsel and Assistant Secretary
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Gabelli Funds, LLC

Officers:

Mario J. Gabelli	Chief Investment Officer
Bruce N. Alpert	Executive Vice President and Chief Operating Officer
Gus Coutsouros	Vice President and Chief Financial Officer
Stephen G. Bondi	Vice President
James E. McKee	Secretary

Gabelli Advisers, Inc.

Directors:

Bruce N. Alpert  
John D. Gabelli  
Joseph R. Rindler, Jr.

Officers:

Bruce N. Alpert	Chief Operating Officer
Stephen G. Bondi	Vice President
James E. McKee	Secretary

Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W.R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
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Douglas G. DeVivo	General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022
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Joseph R. Rindler, Jr.	See above
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Officers:

Stephen G. Bondi	Vice President
Robert S. Zuccaro	Vice President-Finance
James E. McKee	Secretary

Gabelli & Company, Inc.

Directors:

James G. Webster, III	Chairman
Stephen G. Bondi	See above

Donald C. Jenkins

Director of Research

Officers:

James G. Webster, III

Chairman

Stephen G. Bondi

Vice President

Bruce N. Alpert

Vice President-Mutual Funds

Walter K. Walsh

Compliance Officer

James E. McKee

Secretary

GLI, Inc.

Directors:

Mario J. Gabelli

See above-Gabelli Funds, Inc.

Officers:

Mario J. Gabelli

Chairman and Chief Investment  
Officer

Stephen G. Bondi

Vice President

Gabelli Associates Limited

Directors:

Mario J. Gabelli

See above-Gabelli Funds, Inc.

Roger Hanson (2)

MeesPierson (Cayman)  
Limited  
British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British  
WestIndies

Officers:

Mario J. Gabelli

Chief Investment Officer

Kevin Bromley (2)

Vice President, Treasurer and  
Assistant Secretary

Sandra Wright (2)

Secretary and Assistant Treasurer

Gabelli International Limited

Directors:

Mario J. Gabelli

See above-Gabelli Funds, Inc.

Roger Hanson (2)

MeesPierson (Cayman)  
Limited  
British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British West Indies

Officers:

Kevin Bromley (2)

Vice President, Treasurer, and  
Assistant Secretary  
MeesPierson (Cayman) Limited  
British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman

Cayman Islands, British West Indies

Sandra Wright (2)

Secretary and Assistant Treasurer  
Assistant Secretary  
MeesPierson (Cayman) Limited  
British American Centre  
Dr. Roy's Drive- Phase 3  
Georgetown, Grand Cayman  
Cayman Islands, British West Indies

Gemini Capital Management Ltd.

Directors:

Marc J. Gabelli

See above-Gabelli Funds, Inc.

Stephen G. Bondi

See Above-Gabelli Funds, Inc.

Michael A. Salatto

Controller, Gabelli Securities,  
Inc.

Michael J. Burns (3)

Appleby, Spurling & Kempe  
Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

Douglas Molyneux (3)

Appleby, Spurling & Kempe  
Cedar House  
41 Cedar Avenue  
Hamilton, HM12  
Bermuda

Gabelli Fund, LDC

Directors:

Johann S. Wong (4)

c/o Tremont (Bermuda)  
Limited  
Tremont House  
4 Park Road  
Hamilton HM 11, Bermuda

Peter D. Anderson (5)

Givens Hall Bank & Trust  
Genesis Building  
P.O. Box 2097  
Grand Cayman, Cayman Islands  
BWI3459498141

Karl Otto Pohl

See above

Anthonie C. van Ekris

See below

Lynch Corporation  
401 Theodore Fremd Avenue  
Rye, NY 10580

Directors:

Paul J. Evanson

President  
Florida Light & Power Co.  
P.O Box 14000  
700 Universe Blvd.  
Juno Beach, FL 33408

Mario J. Gabelli

See above-Gabelli Funds, Inc.

E. Val Cerutti

Business Consultant  
Cerutti Consultants  
227 McLain Street  
Mount Kisco, NY 10540

Ralph R. Papitto

Chairman of the Board



AFC Cable Systems, Inc.  
50 Kennedy Plaza  
Suite 1250  
Providence, RI 02903

Salvatore Muoio Principal  
S. Muoio & Co., LLC  
Suite 1425  
655 Third Avenue  
New York, NY 10017

John C. Ferrara Business Consultant  
c/o Lynch Corporation  
401 Theodore Fremd Ave  
Rye, NY 10580

David C. Mitchell Business Consultant  
c/o Lynch Corporation  
401 Theodore Fremd Ave  
Rye, NY 10580

Officers:

Mario J. Gabelli Chairman and Chief Executive  
Officer

Robert E. Dolan Chief Financial Officer

Carmine Ceraolo Assistant Controller

Robert A. Hurwich Vice President-Administration,  
Secretary and General Counsel

Spinnaker Industries, Inc.  
600 N. Pearl Street  
Suite 2160  
Dallas, TX 75201

Directors:

Joseph P. Rhein 5003 Central Avenue  
Ocean City, NJ 08226

Richard J. Boyle The Boyle Group, Inc.  
6110 Blue Circle Drive  
Suite 250  
Minnetonka, MN 55343

Ned N. Fleming, III Boyle, Fleming,  
& Co., Inc.  
600 N. Pearl Street  
Suite 2160  
Dallas, TX 75201

Robert E. Dolan See above Lynch Corporation

Anthonie C. van Ekris Chairman and Chief  
Executive Officer  
Balmac International, Inc.  
61 Broadway  
Suite 1900  
New York, NY 10006

Frank E. Grzelecki President  
Saugatuck  
1 Canterbury Green  
Stamford, CT 06901

Officers:

Ned N. Fleming, III President and Chief Operating

Officer

Richard J. Boyle	Chairman and Chief Executive Officer
Robert A. Hurwich	Secretary
Mark A. Matteson	Vice President, Corporate Development
Craig Jennings	Vice President, Finance and Treasurer

Entoleter, Inc.  
251 Welton Street  
Hamden, CT 06517

Directors:

Ned N. Fleming, III	See above-Spinnaker
Mark A. Matteson	See above-Spinnaker
Robert P. Wentzel	See above Entoleter
James Fleming	230 Saugatuck Avenue, Unit 8 Westport, CT 06880

Officers:

Robert P. Wentzel	President
Mark R. Matteson	Vice President
Charles DeMarino	Controller & Secretary

Western New Mexico Telephone Company  
314 Yankee Street  
Silver City, NM 88062

Directors:

Jack W. Keen	Chairman and President
Dr. Brian E. Gordon	Vice President
Mary Beth Baxter	Secretary & Treasurer
John Clay Keen	Route 6 Box 270 Greenville, TX 75401
Robert E. Dolan	See above-Lynch Corporation
Robert A. Hurwich	See above-Lynch Corporation
Carmine Ceraolo	See above-Lynch Corporation
Mary J. Carroll	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation
Michael F. Mangan	See below-Lynch Telecommunications Corporation

Officers:

Jack W. Keen	Chairman and President
Dr. Brian E. Gordon	Vice President
Charles M. Baxter	Sr. Vice President-Operations
Mary Beth Baxter	Secretary & Treasurer

Robert A. Hurwich                      Assistant Treasurer

Inter-Community Telephone Company  
P.O. Box A  
Nome, ND 58062

Directors:

Mary J. Carroll	See above-Lynch Corporation
Robert E. Dolan	See above-Lynch Corporation
Robert A. Hurwich	See above-Lynch Corporation
Eugene P. Connell	See above-Lynch Corporation
Harry B. Snyder	P.O. Box 131 Buffalo, ND 58011
Robert Snyder	200 Broadway South Buffalo, ND 58011
Keith S. Andersen	See above-Inter-Community Telephone Company
Robert Reff	See above-Inter-Community Telephone Company
Michael F. Mangan	See below-Lynch Telecommunications Corporation
Jack Bently	1210 E. Washington Ave Gilbert, AZ 85234

Officers:

Robert Snyder	President
Keith S. Andersen	Secretary
Harry B. Snyder	Treasurer
Robert A. Hurwich	Assistant Secretary

Lynch Telecommunications Corporation  
401 Theodore Fremd Avenue  
Rye, NY 10580

Directors:

Richard A. Kiesling	2801 International Lane Suite 207 Madison, WI 53740
Robert E. Dolan	See above-Lynch Corporation
Jack W. Keen	See above-Lynch Corporation
Robert A. Snyder	See above-Inter-Community Telephone Company
Michael F. Mangan	See above-Lynch Corporation

Officers:

Robert A. Hurwich	Secretary
Michael F. Mangan	Treasurer and Assistant Secretary
Robert E. Dolan	President, Controller, Assistant

Treasurer, and Assistant Secretary

Lynch Telephone Corporation  
401 Theodore Fremd Avenue  
Rye, NY 10580

Directors:

Robert E. Dolan	Controller
Jack W. Keen	President
Robert A. Hurwich	See above-Lynch Corporation
Michael F. Mangan	See above-Lynch Telecommunications Corporation

Officers:

Jack W. Keen	President
Robert A. Hurwich	Secretary
Mary Beth Baxter	Treasurer and Assistant Secretary
Robert E. Dolan	Vice President and Controller

- (1) Citizen of Germany
- (2) Citizen of the Cayman Islands
- (3) Citizen of Bermuda
- (4) Citizen Bermuda and Canada
- (5) Citizen of the UK

SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-GAYLORD ENTMT CO NEW		
GABELLI FUNDS, LLC		
THE GABELLI VALUE FUND, INC.		
3/15/99	10,000	25.0000
THE GABELLI GLOBAL MULTI MEDIA TRUST		
3/15/99	15,000	25.0000
THE GABELLI COUCH POTATO FUND		
3/15/99	25,000-	24.9992
THE GABELLI ASSET FUND		
3/11/99	4,300	25.1605
GAMCO INVESTORS, INC.		
3/15/99	700-	*DO
2/25/99	200-	25.0000
3/30/99	2,500	25.3125
3/30/99	25,500	25.3113
3/29/99	100	25.4375
3/29/99	7,500	25.3750
3/29/99	2,000	25.2500
3/26/99	2,900	25.0000
3/24/99	2,500	24.6475
3/24/99	800-	25.2500
3/23/99	3,800	24.9375
3/19/99	7,100	25.2236
3/19/99	500	25.3125
3/18/99	1,000-	25.2500
3/18/99	5,301	25.2500
3/18/99	1,000	25.2500
3/17/99	5,000	25.3500
3/17/99	1,000	25.1875
3/17/99	2,000-	25.2500
3/16/99	1,000-	25.1563
3/15/99	500	25.1875
3/15/99	5,404	25.0000
3/12/99	10,300	24.9235
3/12/99	1,000	24.9375
3/11/99	6,500	24.9413
3/10/99	1,000	25.0625
3/10/99	1,000	25.1250
3/10/99	9,300	24.9832
3/10/99	1,000-	25.0625
3/10/99	8,735	24.9785
3/10/99	9,300-	25.4671

SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-GAYLORD ENTMT CO NEW		

GAMCO INVESTORS, INC.

3/09/99	1,000	25.0625
3/09/99	9,300	25.4671
3/09/99	2,200	25.0966
3/08/99	6,700	25.1250
3/08/99	1,000	25.2500
3/08/99	500	25.3750
3/05/99	1,167-	25.0000
3/05/99	600-	30.5255
3/05/99	4,000	25.3672
3/05/99	600	30.5377
3/05/99	2,568	25.2500
3/05/99	1,167	25.0000
3/04/99	3,000	24.8750
3/04/99	2,667	25.0000
3/04/99	5,000	24.9688
3/04/99	3,000	25.1250
3/03/99	3,499	25.2500
3/03/99	5,000	25.3125
3/02/99	7,167	25.2500
3/01/99	800	24.9375
2/26/99	1,000-	25.0000
2/26/99	1,500	25.0000
2/26/99	18,000	24.9965
2/25/99	7,734	25.0000
2/24/99	9,900	25.2500
2/24/99	2,000	25.2917
2/24/99	4,000	25.2917
2/23/99	1,500	25.3750
2/23/99	9,800	25.3157
2/23/99	2,500	25.2500
2/22/99	10,000	25.2375
2/22/99	9,200	25.0299

SCHEDULE II

INFORMATION WITH RESPECT TO  
TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD (-)	AVERAGE PRICE (2)
COMMON STOCK-GAYLORD ENTMT CO NEW		
GAMCO INVESTORS, INC.		
2/22/99	2,500-	25.1500
2/19/99	1,000	25.6625
2/19/99	2,000	25.6250
2/19/99	1,500	25.6625
2/17/99	17,800	25.0500
2/16/99	3,000	26.7500
2/12/99	2,000	27.9219

2/12/99	1,300	29.2500
2/11/99	1,000-	30.6000
2/11/99	1,000	30.5000
2/10/99	2,000	29.0000
2/05/99	3,499	29.0000
2/04/99	4,000-	28.8438
2/03/99	800	29.0000
2/03/99	3,000	28.6250
2/03/99	500	28.8125
2/01/99	500	29.8750

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED  
ON THE NY STOCK EXCHANGE.

(2) PRICE EXCLUDES COMMISSION.

(\*) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.