



SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 6, 2002 (August 27, 2002)

GAYLORD ENTERTAINMENT COMPANY

---

(Exact name of registrant as specified in its charter)

Delaware

1-13079

73-0664379

---

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification No.)

One Gaylord Drive  
Nashville, Tennessee

37214

---

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (615) 316-6000

---

(Former name or former address, if changed since last report)

---

## **TABLE OF CONTENTS**

[SIGNATURES](#)  
[EXHIBIT INDEX](#)  
[PRESS RELEASE](#)

---

## Table of Contents

### Item 2. Acquisition or Disposition of Assets

---

On August 27, 2002, Gaylord Entertainment Company (the “Company”) completed the sale of its Acuff-Rose Music Publishing operations through the sale of substantially all of the assets (with certain exceptions) and the assumption of certain liabilities and obligations of Acuff-Rose Music Publishing, LLC, Acuff-Rose Music, LLC, Milene Music, LLC, Springhouse Music, LLC and Hickory Records, LLC (collectively, the “Sellers”), to Sony/ATV Music Publishing LLC. The Sellers engaged in the business of acquiring, publishing and exploiting musical compositions and producing, distributing and exploiting sound recordings. The proceeds from the sale totaled \$157 million in cash, before royalties payable to Sony for the period beginning July 1, 2002. The net proceeds are being used to pay down amounts outstanding under the Company’s credit facility with Deutsche Bank, Citibank and CIBC and to build its core hospitality brand, Gaylord Hotels.

The foregoing description of the disposition of assets does not purport to be complete and is qualified in its entirety by reference to the Asset Purchase Agreement, Exhibit 2.1 hereto, which hereby is incorporated by reference.

### Item 7. Financial Statements and Exhibits

---

#### (c) Exhibits

- 2.1 Asset Purchase Agreement by and between Sellers on the one hand and Sony/ATV Music Publishing LLC on the other hand, dated as of July 1, 2002 (incorporated by reference to Exhibit 10.3 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2002) (Pursuant to Item 601(b)(2) of Regulation S-K, the schedules to this agreement are omitted, but will be provided supplementally to the Commission upon request.)
  
- 99 Press Release dated August 27, 2002.

SIGNATURES

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.

GAYLORD ENTERTAINMENT COMPANY

Date: September 6, 2002

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Senior Vice President, General Counsel and Secretary

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 2.1                | Asset Purchase Agreement by and between Sellers on the one hand and Sony/ATV Music Publishing LLC on the other hand, dated as of July 1, 2002 (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002) (Pursuant to Item 601(b)(2) of Regulation S-K, the schedules to this agreement are omitted, but will be provided supplementally to the Commission upon request.) |
| 99                 | Press Release dated August 27, 2002.  |

[GAYLORD ENTERTAINMENT LOGO]

INFORMATION FOR RELEASE

Contact: Jim Brown  
Gaylord Entertainment  
(615) 316-6302  
jwbrown@gaylordentertainment.com

GAYLORD ENTERTAINMENT FINALIZES SALE OF ACUFF-ROSE MUSIC PUBLISHING  
PROCEEDS USED TO BUILD TEXAS HOTEL, REDUCE INDEBTEDNESS

NASHVILLE, Tenn. (Aug. 27, 2002) - Gaylord Entertainment Co. (NYSE: GET) announced it has finalized the catalogue and real estate sale of Acuff-Rose, a leader in the music publishing business, to Sony/ATV Music Publishing for \$157 million, before royalties payable to Sony for the period beginning July 1, 2002.

Gaylord said it plans to use proceeds from this transaction to pay down debt and to invest in building its core hospitality brand, Gaylord Hotels.

Commenting on the divestiture, Colin Reed, president and chief executive officer of Gaylord Entertainment, said, "Our management team remains committed to growing our hospitality and leisure businesses. We are delivering on our promise to build a more focused company and will continue to develop our world-class brand - Gaylord Hotels."

"As we announced in late July to the Texas community, we will open our resort and convention center in the Dallas/Fort Worth area two months earlier than previously announced. We are pleased with the progress being made in Texas, and this cash infusion will expedite our development work as well as reduce our indebtedness."

At a press conference and media event in Grapevine, Texas, on July 29, Gaylord announced it will open the Gaylord Opryland Texas Resort & Convention Center on April 2, 2004. The property is only eight minutes from the Dallas/Fort Worth Airport.

About Gaylord Entertainment

Gaylord Entertainment, a leading hospitality and entertainment company based in Nashville, Tenn., owns and operates Gaylord Hotels branded properties, including the Gaylord Opryland Resort & Convention Center and the Radisson Opryland Hotel in Nashville, and the Gaylord Palms Resort & Convention Center in Kissimmee, Fla. The company's entertainment brands include the Grand Ole Opry, the Ryman Auditorium, the General Jackson Showboat, the Springhouse Golf Club, the Wildhorse Saloon, and WSM and WWTN Radio. Gaylord Entertainment's stock is traded on the New York Stock Exchange under the symbol GET. For more information about the company, visit [www.gaylordentertainment.com](http://www.gaylordentertainment.com).

###