
UNITED STATES
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 23, 2009 (September 22, 2009)

GAYLORD ENTERTAINMENT COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-13079

(Commission File Number)

73-0664379

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

One Gaylord Drive
Nashville, Tennessee

(Address of principal executive offices)

37214

(Zip Code)

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

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-
-

TABLE OF CONTENTS

[ITEM 7.01 REGULATION FD DISCLOSURE.](#)

[ITEM 8.01. OTHER EVENTS.](#)

[ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.](#)

[SIGNATURES](#)

[INDEX OF EXHIBITS](#)

[EX-99.1](#)

[EX-99.2](#)

[EX-99.3](#)

[Table of Contents](#)

ITEM 7.01 REGULATION FD DISCLOSURE.

During investor presentations for the proposed offerings described herein, Gaylord Entertainment Company (the “Company”) expects to confirm its current belief, as of the date hereof, that it will achieve the guidance it previously gave for 2009 in its press release dated August 4, 2009.

ITEM 8.01. OTHER EVENTS.

Tender Offer for Outstanding 8% Senior Notes Due 2013

On September 22, 2009, the Company announced that it intends to commence a cash tender offer for up to \$259,810,000 of its outstanding 8% senior notes due 2013 (the “8% Notes”) and a solicitation of consents from holders of the Notes to effect certain proposed amendments to the indenture governing the 8% Notes. A copy of the press release is filed herewith as [Exhibit 99.1](#).

Proposed Common Stock and Convertible Senior Notes Offerings

On September 22, 2009, the Company issued a press release announcing that it intends to offer 5,000,000 shares of its common stock in an underwritten public offering. A copy of the press release is filed herewith as [Exhibit 99.2](#).

Additionally, on September 22, 2009, the Company issued a press release announcing that it proposes to offer, subject to market and other conditions, \$200,000,000 in aggregate principal amount of convertible senior notes due 2014. A copy of the press release is filed herewith as [Exhibit 99.3](#).

The convertible senior notes have not been and will not be registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act of 1933, as amended. This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy any security.

Possible Impairment Charge Related to Corporate Magic Inc.

The Company operates an events planning business through its subsidiary, Corporate Magic Inc. For the first six months of 2009, revenues attributable to Corporate Magic were \$2.8 million. Due to recent declines in the operating performance of Corporate Magic, the Company is currently conducting an analysis to determine whether the goodwill associated with Corporate Magic’s business has been impaired. At June 30, 2009, the aggregate carrying value of the goodwill associated with Corporate Magic was \$6.9 million. If the Company determines that the value of Corporate Magic’s goodwill has been impaired, then it will take a charge in its results of operations for the third quarter of 2009 to reflect that impairment. Based upon the value of Corporate Magic’s goodwill at June 30, 2009, the maximum non-cash, pre-tax impairment charge associated with Corporate Magic would be \$6.9 million.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

- | | |
|------|--|
| 99.1 | Press Release of Gaylord Entertainment Company dated September 22, 2009. |
| 99.2 | Press Release of Gaylord Entertainment Company dated September 22, 2009. |
| 99.3 | Press Release of Gaylord Entertainment Company dated September 22, 2009. |
-

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 23, 2009

By: /s/ Carter R. Todd
Name: Carter R. Todd
Title: Executive Vice President, General Counsel and
Secretary

INDEX OF EXHIBITS

- 99.1 Press Release of Gaylord Entertainment Company dated September 22, 2009.
- 99.2 Press Release of Gaylord Entertainment Company dated September 22, 2009.
- 99.3 Press Release of Gaylord Entertainment Company dated September 22, 2009.



**GAYLORD ENTERTAINMENT CO. ANNOUNCES TENDER OFFER FOR ANY AND ALL OF
ITS 8% SENIOR NOTES DUE 2013**

NASHVILLE, Tenn. (September 22, 2009) — Gaylord Entertainment Co. (NYSE: GET) announced today the commencement of a cash tender offer for any and all of its outstanding 8% Senior Notes due 2013 (the “2013 Notes”). There is currently \$259,810,000 aggregate principal amount of the 2013 Notes outstanding. In conjunction with the tender offer, the Company is soliciting consents from holders of the 2013 Notes to effect certain proposed amendments to the indenture governing the 2013 Notes. The tender offer and the consent solicitation (the “Offer”) are being made pursuant to an Offer to Purchase and Consent Solicitation Statement and a related Letter of Transmittal and Consent, each dated as of September 23, 2009. The Offer will expire at 11:59 p.m., New York City time, on October 21, 2009, unless extended or earlier terminated (the “Expiration Date”).

Holders who validly tender their 2013 Notes and provide their consents to the proposed amendments to the indenture governing the 2013 Notes prior to the consent payment deadline of 5:00 p.m., New York City time, on October 6, 2009, unless extended (the “Consent Date”), shall receive the total consideration equal to \$1,027.92 per \$1,000 principal amount of the 2013 Notes, which includes a consent payment of \$1.25 per \$1,000 principal amount of the 2013 Notes, plus any accrued and unpaid interest on the 2013 Notes up to, but not including, the payment date.

Holders who validly tender their 2013 Notes and provide their consents to the proposed amendments to the indenture governing the 2013 Notes after the Consent Date but on or prior to the Expiration Date shall receive the tender offer consideration equal to \$1,026.67 per \$1,000 principal amount of the 2013 Notes, plus any accrued and unpaid interest on the 2013 Notes up to, but not including, the payment date for such 2013 Notes. Holders of 2013 Notes who tender after the Consent Date will not receive a consent payment.

Upon receipt of the consent of the holders of a majority in aggregate principal amount of the outstanding 2013 Notes, the Company will execute a supplemental indenture effecting the proposed amendments. Except in certain circumstances, 2013 Notes tendered and consents delivered may not be withdrawn or revoked upon the earlier of (i) 5:00 p.m., New York City time, on October 6, 2009, and (ii) execution of the supplemental indenture.

The Offer is subject to customary conditions, including, among other things, a requisite consent condition and a financing condition.

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell with respect to any securities. The Offer is only being made pursuant to the terms of the Offer to Purchase and Consent Solicitation Statement and the related Letter of Transmittal and Consent. The Offer is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of the Company, the dealer manager and solicitation agent, the information agent, the depository or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their 2013 Notes in the Offer.

The Company has engaged Deutsche Bank Securities, Inc. to act as dealer manager and solicitation agent for the Offer, D.F. King & Co., Inc. to act as information agent for the Offer and U.S. Bank National Association to serve as depository for the Offer. Requests for documents may be directed to D.F. King & Co., Inc. at (800) 549-6726 (U.S. toll free), or in writing to 48 Wall Street, New York, New York 10005. Questions regarding the offer may be directed to Deutsche Bank Securities Inc. at (212) 250-7772 (collect).

About Gaylord Entertainment

Gaylord Entertainment (NYSE: GET), a leading hospitality and entertainment company based in Nashville, Tenn., owns and operates Gaylord Hotels (www.gaylordhotels.com), its network of upscale, meetings-focused resorts, and the Grand Ole Opry (www.opry.com), the weekly showcase of country music's finest performers for more than 80 consecutive years. The Company's entertainment brands and properties include the Radisson Hotel Opryland, Ryman Auditorium, General Jackson Showboat, Gaylord Springs Golf Links, Wildhorse Saloon, and WSM-AM. For more information about the Company, visit www.GaylordEntertainment.com.

This press release contains statements as to the Company's beliefs and expectations of the outcome of future events that are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. These include the risks and uncertainties associated with economic conditions affecting the hospitality business generally, including recessionary economic conditions in the United States, the timing of the opening of new hotel facilities, increased costs and other risks associated with building and developing new hotel facilities, the geographic concentration of our hotel properties, business levels at the Company's hotels, our ability to successfully operate our hotels, our ability to obtain financing for new developments and the availability of debt and equity financing on favorable terms. Other factors that could cause operating and financial results to differ are described in the filings made from time to time by the Company with the Securities and Exchange Commission and include the risk factors described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2008 and our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2009. The Company does not undertake any obligation to release publicly any revisions to forward-looking statements made by it to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events.

Investor Relations Contacts:

Mark Fioravanti, Senior Vice President and Chief Financial Officer
Gaylord Entertainment
615-316-6588
mfioravanti@gaylordentertainment.com

~or~

Patrick Chaffin, Vice President of Strategic Planning and Investor Relations
Gaylord Entertainment
615-316-6282
pchaffin@gaylordentertainment.com

Media Contacts:

Brian Abrahamson, Vice President of Corporate Communications
Gaylord Entertainment
(615) 316-6302
babrahamson@gaylordentertainment.com

~or~

Josh Hochberg
Sloane & Company
(212) 446-1892
jhochberg@sloanepr.com



FOR IMMEDIATE RELEASE

**GAYLORD ENTERTAINMENT COMPANY ANNOUNCES
COMMON STOCK OFFERING**

Nashville, Tenn. — Sept. 22, 2009 — Gaylord Entertainment Co. (NYSE: GET) today announced that it intends to offer 5,000,000 shares of its common stock in an underwritten public offering. Gaylord intends to grant the underwriters of the common stock offering a 30-day option to purchase up to 750,000 additional shares of common stock to cover over-allotments, if any.

Gaylord intends to use the net proceeds from the offering, together with other proceeds and with cash on hand, to purchase, redeem or otherwise acquire all of its \$259.8 million aggregate principal amount outstanding 8.00% Senior Notes due 2013. The remaining balance of the net proceeds from the offering (and other proceeds) may be used for general corporate purposes, which may include acquisitions, future development opportunities for new hotel properties, potential expansions or ongoing maintenance of our existing hotel properties, investments, or the repayment or refinancing of all or a portion of any outstanding indebtedness of Gaylord.

Deutsche Bank Securities Inc., BofA Merrill Lynch, Citi and Wells Fargo Securities LLC are acting as the joint book-running managers for the offering.

The common stock offering is being made pursuant to an effective shelf registration statement filed by Gaylord with the Securities and Exchange Commission. The common stock offering is being made solely by means of a prospectus and a related prospectus supplement. When available, copies of the prospectus and related prospectus supplement may be obtained by mail from: Deutsche Bank Securities, Attention: Prospectus Department, 100 Plaza One, Jersey City, New Jersey 07311, Telephone: (800) 503-4611; BofA Merrill Lynch, 4 World Financial Center, New York, New York 10080, Attention: Prospectus Department; Citi, Brooklyn Army Terminal, 140 58th Street, 8th Floor, Brooklyn, New York 11220, or by calling 800-831-9146; or Wells Fargo Securities, LLC, Attention: Equity Syndicate Department, 375 Park Avenue, New York, New York 10152 (email: equity.syndicate@wachovia.com), or by calling 800-326-5897. Electronic copies of the prospectus and related prospectus supplement are available on the website of the Securities and Exchange Commission at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities, and shall not constitute an offer, solicitation or sale of the shares of common stock in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The common stock may not be sold nor any offers to buy be accepted prior to the time that the prospectus and related prospectus supplement are delivered in final form.

About Gaylord Entertainment

Gaylord Entertainment Company (NYSE: GET), a leading hospitality and entertainment company based in Nashville, Tenn., owns and operates Gaylord Hotels (www.gaylordhotels.com), its network of upscale, meetings-focused resorts, and the Grand Ole Opry (www.opry.com), the weekly showcase of country music's finest performers for more than 80 consecutive years. Gaylord's entertainment brands and properties include the Radisson Hotel Opryland, Ryman Auditorium, General Jackson Showboat, Gaylord Springs Golf Links, Wildhorse Saloon, and WSM-AM. For more information about Gaylord, visit www.GaylordEntertainment.com.

The foregoing statements regarding Gaylord's intentions with respect to the contemplated offering and other transactions described above are forward-looking statements under the Private Securities Litigation Reform Act of 1995, and actual results could vary materially from the statements made. Gaylord's ability to complete the offering and other transactions described above successfully is subject to various risks, many of which are outside its control, including prevailing conditions in the capital markets and other risks and uncertainties as detailed from time to time in the reports filed by Gaylord with the Securities and Exchange Commission.

Investor Relations Contacts:

David Kloeppe, President
Gaylord Entertainment
(615) 316-6101
dkloeppe@gaylordentertainment.com

~or~

Mark Fioravanti, CFO
Gaylord Entertainment
(615) 316-6588
mfioravanti@gaylordentertainment.com

~or~

Patrick Chaffin, Vice President of Strategic Planning & Investor Relations
Gaylord Entertainment
(615) 316-6282
pchaffin@gaylordentertainment.com

Media Contacts:

Gaylord Entertainment
Brian Abrahamson
(615) 316-6302
babrahamson@gaylordentertainment.com



FOR IMMEDIATE RELEASE

**GAYLORD ENTERTAINMENT COMPANY ANNOUNCES
PROPOSED PRIVATE PLACEMENT**

Nashville, Tenn. — Sept. 22, 2009 — Gaylord Entertainment Co. (NYSE: GET) today announced that it proposes to offer, subject to market and other conditions, \$200 million in aggregate principal amount of convertible senior notes due 2014 in a private placement. Gaylord intends to grant the initial purchasers of the notes a 30-day option to purchase up to \$40 million in principal amount of additional notes to cover over-allotments, if any.

The notes will be convertible at any time only upon specified events. Upon conversion, the notes may be settled, at Gaylord's election, in cash, shares of Gaylord common stock, or a combination of cash and shares of Gaylord common stock. The interest rate, conversion price and other terms will be determined by negotiations between Gaylord and the initial purchasers of the notes. The notes will be senior unsecured obligations of Gaylord, guaranteed by certain of Gaylord's subsidiaries, and will rank equal in right of payment with all of Gaylord's and the subsidiary guarantors' existing and future senior unsecured indebtedness.

Concurrently with the transaction, Gaylord intends to use a portion of the offering proceeds to enter into convertible note hedge transactions with affiliates of one or more of the initial purchasers of the notes. Gaylord also intends to enter into separate warrant transactions with affiliates of one or more of the initial purchasers, resulting in additional proceeds to Gaylord. If the initial purchasers exercise their option to purchase additional notes to cover over-allotments, Gaylord will enter into additional warrant transactions and use a portion of the net proceeds from the sale of the additional notes and the additional warrants to enter into additional convertible note hedge transactions. These convertible note hedge transactions are intended to reduce the potential dilution to Gaylord common stock resulting from the potential future conversion of the notes. However, the warrant transactions could have a dilutive effect on our earnings per share to the extent that the market price of Gaylord common stock exceeds the strike price of the warrants.

Gaylord intends to use the remaining proceeds from the private placement, together with other proceeds and with cash on hand, to purchase, redeem or otherwise acquire all of its \$259.8 million aggregate principal amount outstanding 8% Senior Notes due 2013. The remaining balance of the net proceeds from the private placement (and other proceeds) may be used for general corporate purposes, which may include acquisitions, future development opportunities for new hotel properties, potential expansions or ongoing maintenance of our existing hotel

properties, investments, or the repayment or refinancing of all or a portion of any outstanding indebtedness of Gaylord.

In connection with the convertible note hedge and warrant transactions, the hedge counterparties or their affiliates may enter into various derivative transaction with respect to Gaylord's common stock concurrently with or shortly after the pricing of the notes. These transactions could have the effect of increasing or preventing a decline in the price of Gaylord's common stock concurrently with or following the pricing of the notes. In addition, the hedge counterparties or their affiliates may from time to time, after the pricing of the notes, modify their respective hedge positions by entering into or unwinding various derivative transactions with respect to Gaylord's common stock or by purchasing or selling Gaylord's common stock or other securities in secondary market transactions during the term of the notes (and are likely to do so during any applicable conversion reference period related to conversion of the notes). These activities could have the effect of decreasing the price of Gaylord's common stock and could adversely affect the price of the notes during any such applicable conversion reference period.

The notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The convertible senior notes will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities, and shall not constitute an offer, solicitation or sale of the shares of notes in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

About Gaylord Entertainment

Gaylord Entertainment Company (NYSE: GET), a leading hospitality and entertainment company based in Nashville, Tenn., owns and operates Gaylord Hotels (www.gaylordhotels.com), its network of upscale, meetings-focused resorts, and the Grand Ole Opry (www.opry.com), the weekly showcase of country music's finest performers for more than 80 consecutive years. Gaylord's entertainment brands and properties include the Radisson Hotel Opryland, Ryman Auditorium, General Jackson Showboat, Gaylord Springs Golf Links, Wildhorse Saloon, and WSM-AM. For more information about Gaylord, visit www.GaylordEntertainment.com.

The foregoing statements regarding Gaylord's intentions with respect to the contemplated offering and other transactions described above are forward-looking statements under the Private Securities Litigation Reform Act of 1995, and actual results could vary materially from the statements made. Gaylord's ability to complete the offering and other transactions described above successfully is subject to various risks, many of which are outside its control, including prevailing conditions in the capital markets and other risks and uncertainties as detailed from time to time in the reports filed by Gaylord with the Securities and Exchange Commission.

Investor Relations Contacts:

David Kloepfel, President
Gaylord Entertainment

Media Contacts:

Gaylord Entertainment
Brian Abrahamson

(615) 316-6101
dkloeppel@gaylordentertainment.com

~or~

Mark Fioravanti, CFO
Gaylord Entertainment

(615) 316-6588
mfioravanti@gaylordentertainment.com

~or~

Patrick Chaffin, Vice President of
Strategic Planning & Investor
Relations

Gaylord Entertainment
(615) 316-6282
pchaffin@gaylordentertainment.com

(615) 316-6302
babrahamson@gaylordentertainment.com