
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): **June 7, 2021**

Penn National Gaming, Inc.

(Exact Name of Registrant as Specified in Charter)

Pennsylvania
(State or Other Jurisdiction of Incorporation)

0-24206
(Commission File Number)

23-2234473
(I.R.S. Employer Identification No.)

**825 Berkshire Blvd., Suite 200
Wyomissing, PA 19610**
(Address of Principal Executive Offices, and Zip Code)

610-373-2400
Registrant's Telephone Number, Including Area Code

(Former name, former address and former fiscal year, 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:

- 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	PENN	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 7, 2021, the Board of Directors (the “Board”) of Penn National Gaming, Inc. (the “Company”) increased the size of the Board from eight directors to nine directors and subsequently elected Vimla Black-Gupta to fill the vacancy, subject to customary regulatory approvals. Ms. Black-Gupta was elected as a Class III director with a term expiring at the 2023 annual meeting of shareholders.

Ms. Black-Gupta serves as the Chief Marketing Officer and Executive Vice President of Commercial for a stealth Skin Care Bio Tech startup. She previously served as the Global Chief Marketing Officer of Equinox Fitness Clubs, where she oversaw marketing strategy development and execution on behalf of Equinox and its growing portfolio of 100 global fitness club locations and the Equinox Hotel. Prior to Equinox, Ms. Black-Gupta served as the Senior Vice President of Global Marketing of Bobbi Brown Cosmetics at Estee Lauder where she managed, led and created their product, consumer and digital marketing strategy. Ms. Black-Gupta has also held Executive Global Marketing leadership roles at Procter and Gamble and the Gillette Companies.

The Company has not yet made a determination as to the committees of the Board on which Ms. Black-Gupta will serve. Ms. Black-Gupta shall be eligible to participate in all previously established and disclosed compensation plans in which non-employee directors participate. Such compensation plans are described in the Company’s Definitive Proxy Statement filed with the Securities and Exchange Commission on April 23, 2021. There are no arrangements or understandings between Ms. Black-Gupta and any other person pursuant to which she was selected as a director. Ms. Black-Gupta has not been a party to any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

On June 7, 2021, the Company issued a press release announcing Ms. Black-Gupta’s election to the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press release dated June 7, 2021 of Penn National Gaming, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: June 7, 2021

PENN NATIONAL GAMING, INC.

By: /s/ Harper Ko

Harper Ko

Executive Vice President, Chief Legal Officer and Secretary

**PENN NATIONAL GAMING NAMES VIMLA BLACK-GUPTA
TO BOARD OF DIRECTORS
Appointment Expands Size of Board to Nine Members;
Ms. Black-Gupta Brings Significant Marketing Experience to Company's Board**

WYOMISSING, PA (June 7, 2021) -- Penn National Gaming, Inc. (Nasdaq: PENN) ("Penn National" or the "Company") announced today that the Company's Board of Directors has appointed Vimla Black-Gupta to the Board, subject to customary regulatory approvals. Ms. Black-Gupta's appointment expands the size of the Board to nine members, eight of whom satisfy the standards for director independence under the current Listing Rules of the NASDAQ Stock Market.

Ms. Black-Gupta is a seasoned marketer with deep lifestyle credentials. She brings more than 25 years of marketing experience with a history for setting the standard for luxury, global beauty and wellness. Ms. Black-Gupta's global perspective, deep consumer understanding and entrepreneurial instincts have allowed her to drive growth and innovation across premier consumer companies including Gillette, Procter & Gamble and Estee Lauder.

Currently, Ms. Black-Gupta serves as the Chief Marketing Officer and Executive Vice President of Commercial for a stealth Skin Care Bio Tech startup. She previously served as the Global Chief Marketing Officer of Equinox Fitness Clubs, where she oversaw marketing strategy development and execution on behalf of Equinox and its growing portfolio of 100 global fitness club locations and the Equinox Hotel.

Prior to Equinox, Ms. Black-Gupta served as the Senior Vice President of Global Marketing of Bobbi Brown Cosmetics business at Estee Lauder. There she managed, led and created the product, consumer and digital marketing strategy. Ms. Black-Gupta has also held Executive Global Marketing leadership roles Procter & Gamble and the Gillette Companies.

Ms. Black-Gupta holds an MBA in Marketing from Kellogg Graduate School of Management and a B.A. in Spanish Literature from Duke University.

David Handler, Chairman of Penn National Gaming, commented, "As we continue to evolve our business around an omnichannel retail and interactive gaming, sports betting and entertainment experience for our nationwide base of customers, we are delighted to welcome Vimla, a proven marketing veteran, to the Board. She brings a wealth of consumer-focused marketing experience and success to the Board and we look forward to her informing our go-to-market strategies as we move forward in the rapidly changing world of online sports betting and iGaming, while leveraging our portfolio of leading brick and mortar casinos, my**choice** player loyalty program and partnership with Barstool Sports."

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About Penn National Gaming

With the nation's largest and most diversified regional gaming footprint, including 41 properties across 19 states, Penn National continues to evolve into a highly innovative omni-channel provider of retail and online gaming, live racing and sports betting entertainment. The Company's properties feature approximately 50,000 gaming machines, 1,300 table games and 8,800 hotel rooms, and operate under various well-known brands, including Hollywood, Ameristar, and L'Auberge. Our wholly-owned interactive division, Penn Interactive, operates retail sports betting across the Company's portfolio, as well online social casino, bingo, and iCasino products. In February 2020, Penn National entered into a strategic partnership with Barstool Sports, whereby Barstool is exclusively promoting the Company's land-based and online casinos and sports betting products, including the Barstool Sportsbook mobile app, to its national audience. The Company's omni-channel approach is bolstered by the myChoice loyalty program, which rewards and recognizes its over 20 million members for their loyalty to both retail and online gaming and sports betting products with the most dynamic set of offers, experiences, and service levels in the industry.

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