

**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): **November 23, 2020**

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 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 communication 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 November 23, 2020, the Board of Directors (the “Board”) of Penn National Gaming, Inc. (the “Company”) increased the size of the Board from seven directors to eight directors and subsequently elected Marla Kaplowitz to fill the vacancy on the Board, subject to customary regulatory approvals. Ms. Kaplowitz was elected as a Class III director with a term expiring at the 2023 annual meeting of shareholders.

Ms. Kaplowitz is President and Chief Executive Officer of the American Association of Advertising Agencies (4A’s), a trade association serving more than 600 member agencies throughout the United States. From 2011 to 2017, Ms. Kaplowitz served as Chief Executive Officer of North America of MEC Global (now Wavemaker Global). Ms. Kaplowitz also spent 12 years at MediaVest, where she led Procter & Gamble communications planning for North America and worked with brands including Avon, Denny’s, Heineken and Norelco. She began her career at DMB&B and later joined Ammirati Puris Lintas, where she managed the agency’s Labatt, Nickelodeon Networks and Unilever accounts.

The Company has not yet made a determination as to the committees of the Board on which Ms. Kaplowitz will serve. Ms. Kaplowitz 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 27, 2020. There are no arrangements or understandings between Ms. Kaplowitz and any other person pursuant to which she was selected as a director. Ms. Kaplowitz has not been a party to any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

On November 24, 2020, the Company issued a press release announcing Ms. Kaplowitz’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.

Exhibit No. Description of Exhibit

99.1	Press Release, dated November 24, 2020, issued by Penn National Gaming, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: November 24, 2020

PENN NATIONAL GAMING, INC.

By: /s/ Carl Sottosanti

Carl Sottosanti

Executive Vice President, General Counsel and Secretary

Penn National Gaming Names Marla Kaplowitz to Board of Directors**Kaplowitz Brings 30 Years of Experience in Business Management, Strategic Planning and Marketing and Communications**

WYOMISSING, Pa. (Nov. 24, 2020) -- Penn National Gaming, Inc. (PENN: NASDAQ) (“the Company” or “Penn National”) announced today that the Company’s Board of Directors has appointed Marla Kaplowitz to the Board, subject to customary regulatory approvals. Ms. Kaplowitz’s appointment will expand the size of the Board to eight members, six of whom satisfy the standards for director independence under the current Listing Rules of the NASDAQ Stock Market.

Ms. Kaplowitz is President and Chief Executive Officer of the American Association of Advertising Agencies (4A’s), a trade association serving more than 600 member agencies across 1,200 offices throughout the U.S., who are responsible for more than 85% of total domestic advertising spend. Since joining 4A’s in 2017, Ms. Kaplowitz has modernized the 100-year old association and significantly reduced member attrition through a comprehensive range of offerings that reinforce member value, including diversity, equity and inclusion initiatives.

David Handler, Chairman of Penn National Gaming, commented, “Marla is an innovator and a proven leader in marketing and digital transformation, which will serve us well as Penn National continues its evolution into the nation’s leading omnichannel provider of retail and interactive gaming, sports betting and entertainment. We’re delighted to have her unique talents on the Board.”

From 2011 to 2017, Ms. Kaplowitz served as Chief Executive Officer of North America of MEC Global (now Wavemaker Global). During her time there, she led MEC to become a major disruptor in the area of talent management with its innovative approaches to attracting, nurturing and retaining the industry’s top executives.

Prior to joining MEC, Ms. Kaplowitz spent 12 years at MediaVest, where she led Procter & Gamble communications planning for North America and worked with brands including Avon, Denny's, Heineken and Norelco. She began her career at DMB&B, where she worked with clients such as Burger King, Merck and P&G and later joined Ammirati Puris Lintas, where she managed the agency's Labatt, Nickelodeon Networks and Unilever accounts.

Ms. Kaplowitz earned a BA in Sociology from the University of California, Santa Barbara and is a Graduate of two WPP Executive Programs - Maestro and the X-Factor-Global Executive Female Coaching. Her high-level strategy expertise is highlighted with Membership of the Boards of the 4A's Foundation, The Ad Council, and the Better Business Bureau National Programs where she serves on two committees (Audit & Investment and the National Advertising Review Board). She is a Director on Industry Boards and Executive Committees for Ad-ID (for-profit), Digital Advertising Alliance and Trustworthy Accountability Group – a global effort to eradicate cyber fraud in the digital supply chain.

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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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