

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): April 27, 2001

PENN NATIONAL GAMING, INC.

(Exact Name of Registrant Specified in Charter)

Pennsylvania

0-24206

23-2234473

(State or Other
Jurisdiction of
Incorporation)

(Commission File
Number)

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

825 Berkshire Boulevard
Wyomissing, PA

19610

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (610) 373-2400

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

ITEM 2. ACQUISITION OF ASSETS

(a) On April 27, 2001 (the "Closing Date"), the Registrant completed its previously announced acquisitions of (i) CRC Holdings, Inc. ("CRC") from the shareholders of CRC and (ii) the minority interest in Louisiana Casino Cruises, Inc. not owned by CRC from Dan S. Meadows, Thomas L. Meehan and Jerry L. Bayles (together, the "Acquisition"). The Acquisition was accomplished pursuant to the terms of Agreement and Plan of Merger among CRC Holdings, Inc., Penn National Gaming, Inc., Casino Holdings, Inc. and certain shareholders of CRC Holdings, Inc., dated as of July 31, 2000 (the "Merger Agreement"), and a Stock Purchase Agreement by and among Penn National Gaming, Inc., Dan S. Meadows, Thomas L. Meehan and Jerry L. Bayles, dated as of July 31, 2000 (the "Stock Purchase Agreement"). Under the Merger Agreement, CRC merged with Casino Holdings, Inc., a wholly-owned subsidiary of the Registrant (the "Merger"). The terms of each of the agreements were the result of arm's length negotiations among the parties. The aggregate consideration paid by the Registrant for the Acquisition was approximately \$160 million, including the repayment of existing debt at CRC or its subsidiaries. The purchase price of the Acquisition was funded by the proceeds of the Registrant's offering of senior subordinated notes, which was completed in March 2001.

(b) The assets acquired pursuant to the Merger and Acquisition consist primarily of the Casino Rouge riverboat gaming facility in Baton Rouge, Louisiana, and a management contract for Casino Rama, a gaming facility located in Orillia, Canada. The Registrant intends to continue the use of such assets in the casino business.

The Registrant issued a press release announcing the completion of the Acquisition, which release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Financial Statements of Business Acquired.

To be filed on Form 8-K/A as soon as practicable, but not later than 75 days from the Closing Date.

(b) Pro forma Financial Information.

To be filed on Form 8-K/A as soon as practicable, but not later than 75 days from the Closing Date.

(c) Exhibits.

Exhibit No.	Description of Document
2.1 +	Agreement and Plan of Merger among CRC Holdings, Inc., Penn National Gaming, Inc., Casino Holdings, Inc. and certain shareholders of CRC Holdings, Inc. dated as of July 31, 2000.
2.2 +	Stock Purchase Agreement by and among Penn National Gaming, Inc., Dan S. Meadows, Thomas L. Meehan and Jerry S. Bayles, dated as of July 31, 2000.
99.1 *	Press Release dated April 30, 2000.

* Filed herewith.
+ Previously filed as an exhibit to the Registrant's Form 8-K dated August 8, 2000.

SIGNATURE

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.

PENN NATIONAL GAMING, INC.
(Registrant)

By /s/ Robert S. Ippolito

Robert S. Ippolito
Chief Financial Officer

Dated: May 7, 2001

EXHIBIT INDEX

Exhibit
Number

Description

99.1

Press Release dated April 20, 2000 - Penn National Gaming
Completes Acquisition of CRC Holdings and Louisiana Casino
Cruises

PENN NATIONAL GAMING COMPLETES ACQUISITION OF CRC HOLDINGS AND
LOUISIANA CASINO CRUISES

-TRANSACTION EXPANDS PENN NATIONAL'S GAMING ASSETS;
GAMING OPERATIONS NOW SPAN FOUR JURISDICTIONS-

WYOMISSING, PA -- April 30, 2001 -- Penn National Gaming, Inc. (NASDAQ:PENN) announced today that it completed the acquisition of CRC Holdings, Inc. (CRC) and the minority interest in Louisiana Casino Cruises, Inc. (LCCI) not owned by CRC for \$160 million, including the repayment of existing debt. The acquisitions are expected to be accretive to Penn National's results in the first year of operations after closing. In the twelve months ended February 28, 2001, CRC's gaming operation, including LCCI, generated approximately \$29.1 million in EBITDA.

In acquiring CRC and LCCI, Penn National adds to its West Virginia and Mississippi gaming operations the Casino Rouge, a riverboat gaming facility in Baton Rouge, Louisiana, and the management contract for Casino Rama, a large, successful gaming facility located approximately 90 miles north of Toronto.

Concurrent with the completion of the acquisition, Penn National has successfully completed the tender offer for LCCI's 11% Senior Secured Notes due 2005. The total consideration for each \$1,000 principal amount of notes validly tendered is \$1,146.90, plus accrued and unpaid interest up to but not including, the payment date, which includes a consent payment of \$30 per \$1,000 principal amount of notes. Payment for the notes and consent payments will be made on April 30, 2001.

Commenting on the acquisition, Peter M. Carlino, Chief Executive Officer of Penn National, said, "We are delighted that on behalf of our shareholders we have completed this excellent financial and strategic acquisition that strengthens the critical mass and financial contribution from our gaming operations, diversifies our geographic reach, and broadens our gaming management resources.

"Casino Rouge is established as the premier riverboat gaming facility in Baton Rouge, Louisiana with leading market share and solid operating results since opening in 1996. Casino Rama had casino revenues equivalent to approximately U.S. \$320 million in 2000. With a management contract for Casino Rama in effect until 2011, and our recent productive dialogue with the Chippewas of Mnjikaning First Nation, we look forward to a long, relationship that benefits both parties."

CASINO ROUGE

LCCI owns and operates the Casino Rouge, a riverboat gaming facility on the east bank of the Mississippi River in Baton Rouge, Louisiana. The Casino Rouge features a four-story, 47,000

square foot riverboat casino replicating a 19th century Mississippi River paddlewheel steamboat, a two-story, 58,000 square foot dockside embarkation facility and parking for 1,650 cars. The riverboat has a capacity of 1,800 patrons and emphasizes spaciousness and excitement with its generous aisle space, 15-foot ceilings, a large central atrium and specially designed lighting. The Casino Rouge offers 28,000 square feet of gaming space spread over three decks with 960 gaming machines and 41 table games. The dockside facility, which is currently completing a \$2.8 million upgrade including a new steak house and lounge, offers a panoramic view of the Mississippi River and a variety of amenities including a 268-seat buffet, bar and lounge areas, meeting and planning space and a gift shop. Located on a 23-acre site, five acres of which are owned by LCCI, the Casino Rouge is within approximately one mile of both Interstate 10 and Interstate 110. On April 1, 2001 the State of Louisiana passed legislation permitting dockside gaming and increasing gaming taxes by 3%.

CASINO RAMA

Casino Rama is located in Orillia, Canada on the Chippewas of Mnjikaning First Nation land. Casino Rama, with 75,000 square feet of gaming space, features 2,500 slot machines and 110 table games as well as a buffet, five restaurants, a nightclub, a retail center and a 5,000 seat entertainment center opening June 2001. The Casino Rama facility currently is undergoing a U.S. \$160 million expansion.

In addition to the newly acquired CRC gaming assets, Penn National owns and operates Charles Town Races in Charles Town, West Virginia, which presently features 1,974 gaming machines that will soon be increased to 2,000, and two Mississippi casinos, the Casino Magic hotel, casino, golf resort and marina in Bay St. Louis, and the Boomtown Biloxi casino in Biloxi. Penn National also owns two racetracks and eleven off-track wagering facilities in Pennsylvania and one racetrack at Charles Town Races in West Virginia.

In addition to historical facts or statements of current condition, this press release may contain forward-looking statements that involve risks and uncertainties including, but not limited to, statements regarding the accretive nature of the CRC acquisition and the financial and strategic impact of the CRC acquisition on the Company. You may identify some of these forward-looking statements by the use of words in the statements such as "anticipate," "estimate," "expect," "project," "intend," "plan," "believe" or words and terms of similar meaning. The Company describes certain of these risks and uncertainties in its filings with the Securities and Exchange Commission, including its Annual Reports on Form 10-K, its most recent quarterly reports on Form 10-Q and its Current Reports on Form 8-K. These risks and uncertainties could cause the Company's actual results and experience to differ materially from anticipated results and expectations expressed in any forward-looking statements. Given these risks and uncertainties, any or all forward-looking statements in this press release may prove to be incorrect. Therefore, you should not rely on any such factors or forward-looking statements. Furthermore, the Company does not intend (and is not obligated) to update publicly any forward-looking statements. The cautionary advice in this paragraph is permitted by the Private Securities Litigation Reform Act of 1995.