

STATION CASINOS INC
Form 424B5
August 01, 2006

FILED PURSUANT TO RULE 424(b)(5)
REGISTRATION NO. 333-134936

Subject to completion, dated August 1, 2006

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and we are not soliciting or offering to buy these securities in any state where the offer or sale is not permitted.

**PRELIMINARY PROSPECTUS SUPPLEMENT
(To Prospectus dated June 12, 2006)**

\$300,000,000

Station Casinos, Inc.

% Senior Notes due 2016

The Company:

- We are a gaming and entertainment company that owns and operates nine major hotel/casino properties (one of which is 50 percent owned) and six smaller casino properties (two of which are 50 percent owned) in the Las Vegas metropolitan area. We also manage a casino owned by a Native American tribe in California.

The Offering:

- Use of Proceeds: We intend to use the net proceeds of this offering to repay a portion of the outstanding borrowings under our revolving credit facility.

The Senior Notes:

- Maturity: The notes will mature on August 15, 2016.
- Interest Payments: The notes will pay interest semi-annually in cash in arrears on August 15 and February 15 of each year, starting on February 15, 2007.
- Ranking: The notes will be our general unsecured obligations and will rank equal in right of payment to all of our existing and future senior unsecured indebtedness. The notes will rank senior in right of payment to all of our existing and future senior subordinated indebtedness and all of our subordinated indebtedness. The notes will effectively rank junior to all of our secured indebtedness and to all liabilities of our subsidiaries, including trade payables.
- Optional Redemption: The notes may be redeemed, in whole or in part, at any time after August 15, 2011 at the redemption prices set forth in this prospectus supplement, plus accrued and unpaid interest.
- Special Redemption: The notes are subject to redemption requirements imposed by gaming laws and regulations of the State of Nevada and other Gaming Authorities.

Edgar Filing: STATION CASINOS INC - Form 424B5

This investment involves risks. See **Risk Factors** beginning on page S-10 of this prospectus supplement.

	Per Note	Total
Public Offering Price(1)	%	\$
Underwriting Discounts and Commissions	%	\$
Proceeds to us, before expenses	%	\$

(1) Plus accrued interest, if any.

None of the Securities and Exchange Commission, any state securities commission, the Nevada Gaming Commission, the Nevada State Gaming Control Board or any other gaming authority has passed upon the accuracy or adequacy of this prospectus supplement or the investment merits of the notes offered hereby. Any representation to the contrary is unlawful.

Banc of America Securities LLC expects to deliver the notes to purchasers on or about August 15, 2006.

Joint Book-Running Managers

Banc of America Securities LLC

Deutsche Bank Securities

Wachovia Securities

Wells Fargo Securities

RBS Greenwich Capital

Calyon Securities (USA)

Commerzbank Corporates & Markets

JPMorgan

Scotia Capital

Goldman, Sachs & Co.

The date of this prospectus supplement is August , 2006.

TABLE OF CONTENTS

Prospectus Supplement

	Page
<u>About this Prospectus Supplement</u>	S-1
<u>Forward-Looking Statements</u>	S-2
<u>Summary</u>	S-3
<u>Risk Factors</u>	S-10
<u>Use of Proceeds</u>	S-18
<u>Capitalization</u>	S-18
<u>Description of the Notes</u>	S-19
<u>Book Entry: Delivery and Form</u>	S-37
<u>Certain Federal Tax Considerations</u>	S-41
<u>Underwriting</u>	S-44
<u>Legal Matters</u>	S-46
<u>Information Incorporated by Reference</u>	S-46

Prospectus

	Page
<u>About This Prospectus</u>	1
<u>Where You Can Find More Information</u>	2
<u>Information Incorporated by Reference</u>	3
<u>Forward-Looking Statements</u>	4
<u>Ratio of Earnings to Fixed Charges</u>	5
<u>Use of Proceeds</u>	6
<u>Description of Securities We May Offer</u>	7
<u>Description of Common Stock</u>	8
<u>Description of Preferred Stock</u>	8
<u>Description of Debt Securities</u>	10
<u>Description of Warrants</u>	14
<u>Certain Provisions of our Certificate of Incorporation, Bylaws and Statutes</u>	16
<u>Certain Restrictions on Ownership and Transfer of Our Securities under Gaming Regulations</u>	19
<u>Plan of Distribution</u>	20
<u>Legal Matters</u>	21
<u>Experts</u>	21

You should rely only on the information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus or any free writing prospectus provided, authorized or approved by us. We have not authorized anyone to provide you with information that is different. This prospectus supplement and the accompanying prospectus may only be used where it is legal to sell these securities. The information contained or incorporated by reference in this prospectus supplement or the accompanying prospectus may only be accurate as of the date of the applicable document.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document has two parts. The first part consists of this prospectus supplement, which describes the specific terms of this offering and the Notes offered. The second part, the accompanying prospectus, provides more general information, some of which may not apply to this offering. If there is any inconsistency between the information in this prospectus supplement and the information in the accompanying prospectus, you should rely on the information in this prospectus supplement.

The registration statement of which this prospectus supplement is a part, including the exhibits to that registration statement, provides additional information about us and the securities offered under this prospectus supplement. We have filed and plan to continue to file other documents with the Securities and Exchange Commission, or the SEC, that contain information about us and our business. Also, we will file legal documents that control the terms of the securities offered by this prospectus supplement as exhibits to one or more reports that we file with the SEC and that are incorporated herein by reference. The registration statement and other reports can be read at the SEC Internet site at <http://www.sec.gov> or at the SEC offices noted under the heading in the accompanying prospectus *Where You Can Find More Information* .

Before purchasing any Notes, you should carefully read both this prospectus supplement and the accompanying prospectus, together with the additional information incorporated into this prospectus supplement by reference as described under the heading in this prospectus supplement *Information Incorporated by Reference* .

FORWARD-LOOKING STATEMENTS

This prospectus supplement includes forward-looking statements. We have based these forward-looking statements on our current expectations and projections about future events. These forward-looking statements are subject to risks, uncertainties and assumptions about us and our subsidiaries, including, among other things, factors discussed in our filings with the SEC and the following:

- competition from other gaming operations;
- factors affecting our ability to complete acquisitions and dispositions of gaming properties;
- leverage;
- construction risks;
- the inherent uncertainty and costs associated with litigation and governmental and regulatory investigations;
- licensing and other regulatory risks;
- our dependence on existing management;
- domestic and global economic, credit and capital market conditions;
- changes in federal or state tax laws or the administration of these laws;
- expansion of gaming on Native American lands, including such lands in California and Michigan;
- the consequences of any future security alerts and/or terrorist attacks; and
- certain other risks described under **Risk Factors** .

We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this prospectus supplement might not occur.

S-2

SUMMARY

You should rely only on the information provided or incorporated by reference in this prospectus supplement. We have not authorized anyone else to provide you with different information. Unless the context indicates otherwise, all references to SCI and the Company refer to Station Casinos, Inc. and all references to Station, we, our, ours and us refer to SCI and its consolidated subsidiaries and do not refer to the underwriters. This prospectus supplement contains forward-looking statements that involve risks and uncertainties. See

Forward-Looking Statements. See Risk Factors for certain factors, including factors affecting forward-looking statements that a prospective investor should consider before purchasing the notes offered hereby.

The Company

We are a gaming and entertainment company that currently owns and operates nine major hotel/casino properties (one of which is 50% owned) and six smaller casino properties (two of which are 50% owned) in the Las Vegas metropolitan area. We also manage a casino for a Native American tribe in California. On April 18, 2006, we opened our ninth major hotel/casino property known as Red Rock Casino Resort Spa (Red Rock).

In the Las Vegas metropolitan area, we own and operate Red Rock, Palace Station Hotel & Casino (Palace Station), Boulder Station Hotel & Casino (Boulder Station), Texas Station Gambling Hall & Hotel (Texas Station), Sunset Station Hotel & Casino (Sunset Station), Santa Fe Station Hotel & Casino (Santa Fe Station), Fiesta Rancho Casino Hotel (Fiesta Rancho), Fiesta Henderson Casino Hotel (Fiesta Henderson), Wild Wild West Gambling Hall & Hotel (Wild Wild West), Wildfire Casino (Wildfire), Magic Star Casino (Magic Star) and Gold Rush Casino (Gold Rush). We also own a 50% interest in Green Valley Ranch Resort Casino Spa (Green Valley Ranch), Barley's Casino & Brewing Company (Barley's) and The Greens, and a 6.7% interest in the Palms Casino Resort. We are the managing partner of Green Valley Ranch, Barley's and The Greens. Each of our casinos in Nevada caters primarily to local Las Vegas area residents, offering convenience and choices to residents throughout the Las Vegas valley with our strategically located properties. In addition, we manage Thunder Valley Casino (Thunder Valley) in Sacramento, California on behalf of the United Auburn Indian Community (UAIC).

Our operating strategy emphasizes attracting and retaining customers primarily from the local and repeat visitor markets. Our casino properties attract customers through:

- innovative, frequent and high-profile promotional programs directed towards the locals market;
- focused marketing efforts and convenient locations;
- aggressive marketing to the repeat visitor market; and
- the development of strong relationships with specifically targeted travel wholesalers.

Because we target the repeat customer, we are committed to providing a high-value entertainment experience for our customers in our restaurants, hotels, casinos and other entertainment amenities. We develop regional entertainment destinations for locals that include other amenities such as movie theaters, bowling centers, ice skating, live entertainment venues and child care facilities. In addition, we believe the value offered by restaurants at each of our casino properties is a major factor in attracting local gaming customers, as dining is a primary motivation for casino visits by many locals. Through their restaurants, each of which has a distinct theme and style of cuisine, our casino properties offer generous portions of high-quality food at reasonable prices. In addition, our operating strategy focuses on slot and video poker machine play. Our target market consists of frequent gaming patrons who seek not only a friendly atmosphere and convenience, but also higher than average payout rates. Because locals and repeat visitors

demand variety and quality in their slot and video poker machine play, our casino properties offer the latest in slot and video poker technology.

Our growth strategy, in addition to same-store growth opportunities, includes the master-planned expansion of our existing gaming facilities in Nevada, the development of gaming facilities on certain real estate we own in Nevada, the development of Native American gaming opportunities as well as the evaluation and pursuit of additional development opportunities in Nevada, California, Michigan and other gaming markets. To accomplish this, we evaluate strategic acquisition and development opportunities that:

- provide good visibility from and easy access to high traffic interstates and major thoroughfares;
- are in rapidly growing or highly populated areas;
- provide flexibility for future expansion;
- allow for ample convenient parking; and
- are surrounded by potential customers with a strong demographic profile.

We believe that these factors are enhanced by our expertise in the local and repeat visitors market and our reputation as a provider of a high-quality, affordable gaming and entertainment experience.

Recent Developments

Second Quarter Results

On July 25, 2006, we announced our results of operations for the second quarter ended June 30, 2006 and other company-related news.

Highlights included:

- Our net revenues for the second quarter ended June 30, 2006 were approximately \$341.8 million, an increase of 25% compared to the prior year's second quarter.
- We reported net income of \$26.8 million and diluted earnings applicable to common stock of \$0.44 per share.
- Long-term debt was \$3.04 billion as of June 30, 2006.
- As of June 30, 2006, our debt to cash flow ratio as defined in our bank credit facility was 5.2 to 1.
- Total capital expenditures were \$215.3 million for the second quarter. Expansion and project capital expenditures included \$140.3 million for Phase I and Phase II of Red Rock, \$30.4 million for the expansion of Santa Fe Station, \$13.3 million for the expansion of Fiesta Henderson and \$6.5 million for the purchase of land.
- The announcement of the Phase III master-planned expansion at Red Rock, which will include a 72-lane bowling center and expansions of both parking garages. Construction of the bowling center is currently underway and is expected to be completed in the second quarter of 2007. The expansions of the parking garages are expected to begin in September 2006 and be completed in phases beginning in the third quarter of 2007 through the first quarter of 2008. We anticipate minimal construction disruption with respect to this expansion. The estimated cost of this expansion is approximately \$60 million to \$65 million.
- We declared a quarterly cash dividend of \$0.2875 per share payable on September 1, 2006 to shareholders of record on August 11, 2006, which constitutes a 15% increase over the prior quarterly cash dividend.

S-4

The following tables set forth our preliminary unaudited results of operations for the second quarter:

Station Casinos, Inc.
Condensed Consolidated Balance Sheets
(amounts in thousands)
(unaudited)

	June 30, 2006	December 31, 2005
Assets:		
Cash and cash equivalents	\$ 90,474	\$ 85,552
Receivables, net	47,192	19,604
Other current assets	46,563	34,055
Total current assets	184,229	139,211
Property and equipment, net	2,385,991	1,990,584
Other long-term assets	881,356	799,248
Total assets	\$ 3,451,576	\$ 2,929,043
Liabilities and stockholders (deficit) equity:		
Current portion of long-term debt	\$ 242	\$ 108
Other current liabilities	304,729	228,657
Total current liabilities	304,971	228,765
Revolving credit facility	1,122,200	330,000
Senior and senior subordinated notes	1,904,886	1,606,545
Other debt	17,031	9,136
Interest rate swaps, mark-to-market		