

GAYLORD ENTERTAINMENT CO /DE

Form S-3MEF

April 27, 2004

As filed with the Securities and Exchange Commission on April 27, 2004

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

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**Gaylord Entertainment Company**

*(Exact name of Registrant as Specified in Its Charter)*

**Delaware**

*(State or Other Jurisdiction of  
Incorporation or Organization)*

**73-0664379**

*(I.R.S. Employee  
Identification Number)*

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**One Gaylord Drive  
Nashville, Tennessee 37214**

**(615) 316-6000**

*(Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Registrant's Principal Executive Offices)*

**Carter R. Todd, Esq.**

**Senior Vice President, Secretary and General Counsel  
Gaylord Entertainment Company**

**One Gaylord Drive  
Nashville, TN 37214**

**(615) 316-6000**

*(Name, Address, Including Zip Code, and Telephone Number  
Including Area Code, of Agent For Service)*

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*Copy to:*

**F. Mitchell Walker, Jr., Esq.**  
**Bass, Berry & Sims PLC**  
**315 Deaderick Street, Suite 2700**  
**Nashville, Tennessee 37238**  
**(615) 742-6200**

**Frederic T. Spindel**  
**Matthew B. Swartz**  
**Venable LLP**  
**575 7th Street, NW**  
**Washington, DC 20004**  
**(202) 344-4800**

**Andrew R. Schleider**  
**Shearman & Sterling LLP**  
**599 Lexington Avenue**  
**New York, New York 10022**  
**(212) 848-4000**

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**Approximate date of commencement of proposed sale to the public:** As soon as practicable after this Registration Statement is declared effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-114293

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

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| <b>Title of Each Class of Securities to be Registered</b> | <b>Amount to be Registered</b> | <b>Proposed Maximum Offering Price Per Share (1)</b> | <b>Proposed Maximum Aggregate Offering Price (1)</b> | <b>Amount of Registration Fee</b> |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.01 par value                            | 1,319,107 shares               | \$31.75  | \$41,881,647.25                                      | \$5,306.41                        |

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(1) For the purpose of computing the registration fee, pursuant to Rule 457 under the Securities Act, based on the price to public of the shares.

**This Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933.**

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**Explanatory Note**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and includes the registration statement facing page, this page, the signature pages, an exhibit index and certain exhibits. Pursuant to Rule 462(b), the contents of the registration statement on Form S-3 (File No. 333-114293) (the Original Form S-3 ) of Gaylord Entertainment Company, including the exhibits thereto and each of the documents incorporated by reference therein, are incorporated by reference in this registration statement.

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Colin V. Reed

Director, President and Chief Executive Officer  
(Principal Executive Officer)

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| <u>Signature</u>   | <u>Title</u>  | <u>Date</u>    |
|--|---|----------------|
| <hr/> *<br><hr/> David C. Kloeppel   | Executive Vice President and Chief Financial Officer (Principal Financial Officer)                          | April 27, 2004 |
| <hr/> *<br><hr/> Rod Connor  | Senior Vice President, Chief Administrative Officer, and Assistant Secretary (Principal Accounting Officer) | April 27, 2004 |
| *<br><hr/> /s/ CARTER R. TODD<br><hr/> Carter R. Todd<br><i>Attorney-in-fact</i> |   |                |

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**EXHIBIT INDEX**

|      |   |
|------|---|
| 5.1  | Opinion of Bass, Berry & Sims PLC   |
| 23.1 | Consent of Ernst & Young LLP  |
| 23.2 | Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1)                   |
| 24.1 | Powers of attorney (contained on the signature page of the Original Form S-3) |