

GAYLORD ENTERTAINMENT CO /DE

Form 425

September 24, 2012

**UNITED STATES**  
**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): September 24, 2012 (September 24, 2012)**

**GAYLORD ENTERTAINMENT COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-13079**  
**(Commission**

**File Number)**

**73-0664379**  
**(I.R.S. Employer**

**Identification No.)**

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**One Gaylord Drive**

**Nashville, Tennessee**  
(Address of principal executive offices)

**37214**  
(Zip Code)

**Registrant's telephone number, including area code: (615) 316-6000**

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

**ITEM 8.01. OTHER EVENTS.**

As previously disclosed in its proxy statement/prospectus for the special meeting of stockholders of Gaylord Entertainment Company (the Company ) to be held on September 25, 2012, the Company has caused its wholly owned subsidiary Granite Hotel Properties, Inc. (the Subsidiary ) to change its name. The new name is Ryman Hospitality Properties, Inc. effective as of September 24, 2012. As a result of the name change and in accordance with the terms of the Agreement and Plan of Merger dated as of July 27, 2012 by and between the Company and the Subsidiary, pursuant to which the Company will merge with and into the Subsidiary (the Merger ), the name of the surviving entity will be Ryman Hospitality Properties, Inc. Attached hereto is the form of Ryman Hospitality Properties, Inc. common stock certificate that will be used following the Merger.

**Cautionary Statement Concerning Forward-Looking Statements**

This Form 8-K may contain forward-looking statements concerning the Company's goals, beliefs, expectations, strategies, objectives, plans and underlying assumptions, and other statements that are not necessarily based on historical facts. Examples of these statements include, but are not limited to, our expectation that the Merger will be completed. Actual results may differ materially from those indicated in our forward-looking statements as a result of various important factors including that the conditions to closing the Merger may not be satisfied or waived.

**Additional Information and Where to Find It**

This communication does not constitute an offer to sell or the solicitation of an offer to buy securities or a solicitation of any vote or approval. The Subsidiary and the Company have filed with the SEC a registration statement on Form S-4 containing a proxy statement/prospectus which describes the Company's plans to qualify as a real estate investment trust (REIT) for federal income tax purposes following the consummation of the sale of the Gaylord Hotels brand and rights to manage the Company's four Gaylord Hotels to Marriott International, Inc. and the contemplated merger of the Company with and into the Subsidiary to facilitate the REIT election. Notice of a special meeting and a definitive proxy statement/prospectus were mailed to the Company's stockholders who held shares of the Company's common stock as of August 8, 2012 on August 22, 2012. INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED WITH THE SEC BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER AND REIT CONVERSION. You may obtain copies of all documents filed with the SEC concerning the proposed transaction, free of charge, at the SEC's website at [www.sec.gov](http://www.sec.gov) or the Company's website at [www.gaylordentertainment.com](http://www.gaylordentertainment.com). In addition, stockholders may obtain free copies of the documents by sending a written request to the Company's Secretary at Gaylord Entertainment Company, One Gaylord Drive, Nashville, Tennessee 37214, or by calling the Secretary at (615) 316-6000.

**Interests of Participants**

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed merger and REIT conversion. Information regarding the Company's directors and executive officers is set forth in the Company's proxy statement for its 2012 annual meeting of stockholders and its Annual Report on Form 10-K for the fiscal year ended December 31, 2011, which were filed with the SEC on April 3, 2012 and February 24, 2012, respectively. Additional information regarding persons who may be deemed to be participants in the solicitation of proxies in respect of the proposed merger and REIT conversion is contained in the proxy statement/prospectus filed with the SEC.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

- 4.1 Form of Ryman Hospitality Properties, Inc. Common Stock Certificate.

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.

GAYLORD ENTERTAINMENT COMPANY

Date: September 24, 2012

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Executive Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

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