

FULL HOUSE RESORTS INC

Form SC 13D/A

November 28, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Full House Resorts, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

359678103

(CUSIP Number)

David E. Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and

Communications)

November 25, 2014

(Date of Event Which Requires Filing of This
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. []

(Page 1 of 7 Pages)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSON

Craig W. Thomas

2 CHECK THE APPROPRIATE ☒ x

BOX IF A

MEMBER OF(b) "

A GROUP

3 SEC USE ONLY

SOURCE OF FUNDS

4 PF CHECK BOX IF

DISCLOSURE

OF LEGAL

5 PROCEEDING IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

464,081 shares of Common Stock

8 SHARED VOTING POWER

0 SOLE DISPOSITIVE POWER

9 464,081 shares of Common Stock

10

SHARED
DISPOSITIVE
POWER

0

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

464,081 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..

EXCLUDES

CERTAIN

SHARES

PERCENT OF CLASS

REPRESENTED BY

13

AMOUNT IN ROW (11)

2.5%

TYPE OF REPORTING
PERSON

14

IN

CUSIP No. 359678103 SCHEDULE 13D/A Page 3 of 7 Pages

1 NAME OF REPORTING PERSON

Bradley M. Tirpak

2 CHECK THE APPROPRIATE ☒ x

BOX IF A

MEMBER OF(b) "

A GROUP

3 SEC USE ONLY

SOURCE OF FUNDS

4 PF CHECK BOX IF

DISCLOSURE

OF LEGAL

5 PROCEEDING IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

463,982 shares of Common Stock

8 SHARED VOTING POWER

0 SOLE DISPOSITIVE POWER

9 463,982 shares of Common Stock

10

SHARED
DISPOSITIVE
POWER

0

11 AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

463,982 shares of
Common Stock

12 CHECK IF THE
AGGREGATE
AMOUNT IN
ROW (11) ..
EXCLUDES

13 CERTAIN
SHARES
PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

2.5%
TYPE OF REPORTING
PERSON

14

IN

CUSIP No. 359678103 SCHEDULE 13D/A Page 4 of 7 Pages

1 NAME OF REPORTING PERSON

Daniel R. Lee

2 CHECK THE APPROPRIATE ☒ x

BOX IF A

MEMBER OF (b) "

A GROUP

3 SEC USE ONLY

SOURCE OF FUNDS

4 PF CHECK BOX IF

DISCLOSURE

OF LEGAL

5 PROCEEDING IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

6 ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

233,369 shares

of Common

Stock

8 SHARED VOTING POWER

0

SOLE

DISPOSITIVE

9 POWER

233,369 shares

of Common

Stock

10

SHARED
DISPOSITIVE
POWER

0

AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
PERSON

11

233,369 shares of
Common Stock

CHECK IF THE
AGGREGATE
AMOUNT IN

12

ROW (11) ..

EXCLUDES

CERTAIN

SHARES

PERCENT OF CLASS

REPRESENTED BY

13

AMOUNT IN ROW (11)

1.2%

TYPE OF REPORTING
PERSON

14

IN

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This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 9, 2014 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D") with respect to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Full House Resorts, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 4 and 5.

Item 4. PURPOSE OF TRANSACTION

Item 4 of the Schedule 13D are hereby amended and supplemented by the addition of the following:

On November 25, 2014, the Reporting Persons delivered to the Issuer written requests to call a special meeting of the Issuer from stockholders representing more than 60% of the outstanding shares of Common Stock.

Item 5. INTEREST IN SECURITIES OF THE ISSUER

Paragraphs (a) and (b) of Item 5 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

(a) – (b) The aggregate number and percentage of shares of Common Stock to which this Schedule 13D relates is 1,161,432 shares of Common Stock, constituting approximately 6.2% of the Issuer's currently outstanding Common Stock. The aggregate number and percentage of shares of Common Stock reported herein are based upon the 18,876,681 shares of Common Stock outstanding as of November 5, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 6, 2014.

(i) Mr. Thomas:

- (a) As of the date hereof, Mr. Thomas may be deemed the beneficial owner of 464,081 shares of Common Stock. Percentage: Approximately 2.5% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 464,081 shares of Common Stock
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 464,081 shares of Common Stock
- 4. Shared power to dispose or direct the disposition: 0

(ii) Mr. Tirpak

- (a) As of the date hereof, Mr. Tirpak may be deemed the beneficial owner of 463,982 shares of Common Stock. Percentage: Approximately 2.5% as of the date hereof.
- (b): 1. Sole power to vote or direct vote: 463,982 shares of Common Stock
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 463,982 shares of Common Stock
- 4. Shared power to dispose or direct the disposition: 0

(iii) Mr. Lee:

(a) As of the date hereof, Mr. Lee may be deemed the beneficial owner of 233,369 shares of Common Stock.
Percentage: Approximately 1.2% as of the date hereof.

(b) 1. Sole power to vote or direct vote: 233,369 shares of Common Stock

2. Shared power to vote or direct vote: 0

3. Sole power to dispose or direct the disposition: 233,369 shares of Common Stock

4. Shared power to dispose or direct the disposition: 0

The Reporting Persons may be deemed to have formed a "group," within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Collectively, the group (and each member thereof) may be deemed to have beneficial ownership of a combined 1,161,432 shares of Common Stock, constituting approximately 6.2% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Person.

SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 28, 2014

Craig W. Thomas

/s/ Craig W. Thomas
Name: Craig W. Thomas

BRADLEY M. TIRPAK

/s/ Bradley M. Tirpak
Name: Bradley M. Tirpak

DANIEL R. LEE

/s/ Daniel R. Lee
Name: Daniel R. Lee