

GAYLORD ENTERTAINMENT CO /DE
Form SC 13D/A
August 11, 2003

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. One) (1)

Gaylord Entertainment Company

(Name of Issuer)

Class A, Common Stock

(Title of Class of Securities)

367905106

(CUSIP Number)

W. Chris Coleman, Esq.
McAfee & Taft A Professional Corporation
10th Floor, Two Leadership Square
211 N. Robinson, Suite 1000
Oklahoma City, Oklahoma 73102
(405) 235-9621

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 16, 2003

(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), 13d-1(f) or 13d-1(g), check the following box ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)
(Page 1 of 11 Pages)

(1) 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

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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 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 PERSONS	
		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
		Inasmuch Foundation	73-1167188
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	
		(a)	<input type="checkbox"/>
		(b)	<input checked="" type="checkbox"/>
3		SEC USE ONLY	
4		SOURCE OF FUNDS*	
		OO	
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)	
			<input type="checkbox"/>
6		CITIZENSHIP OR PLACE OF ORGANIZATION	
		Oklahoma	
7		SOLE VOTING POWER	
NUMBER OF		1,266,250	
SHARES			
8		SHARED VOTING POWER	
BENEFICIALLY		0	
OWNED BY			
9		SOLE DISPOSITIVE POWER	
EACH		1,266,250	
REPORTING			
10		SHARED DISPOSITIVE POWER	
PERSON		0	
WITH			

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11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,266,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

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

3.7%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Ethics and Excellence in Journalism Foundation

73-1167175

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Oklahoma

7 SOLE VOTING POWER

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NUMBER OF	422,350
SHARES	
BENEFICIALLY	8 SHARED VOTING POWER
OWNED BY	0
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	422,350
PERSON	
WITH	10 SHARED DISPOSITIVE POWER
	0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

422,350

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

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

1.2%

14 TYPE OF REPORTING PERSON*

CO

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

William J. Ross

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [x]

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 0

SHARES

BENEFICIALLY 8 SHARED VOTING POWER

1,688,600

OWNED BY

EACH 9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON

10 SHARED DISPOSITIVE POWER

WITH

1,688,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☒

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

0.0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1		NAME OF REPORTING PERSONS
		I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
		David O. Hogan
<hr/>		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
		(a) <input type="checkbox"/>
		(b) <input checked="" type="checkbox"/>
<hr/>		
3		SEC USE ONLY
<hr/>		
4		SOURCE OF FUNDS*
		OO
<hr/>		
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)
		<input type="checkbox"/>
<hr/>		
6		CITIZENSHIP OR PLACE OF ORGANIZATION
		United States
<hr/>		
7		SOLE VOTING POWER
NUMBER OF	0	
SHARES		
BENEFICIALLY		8 SHARED VOTING POWER
	1,688,600	
OWNED BY		
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON		
WITH		10 SHARED DISPOSITIVE POWER
	1,688,600	
<hr/>		
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		0
<hr/>		
12		CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
		<input checked="" type="checkbox"/>

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

0.0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

J. Hugh Roff, Jr.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐

(b) ☒

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF

0

SHARES

BENEFICIALLY

8 SHARED VOTING POWER

1,688,600

OWNED BY

EACH

9 SOLE DISPOSITIVE POWER

REPORTING

0

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PERSON

WITH

10 SHARED DISPOSITIVE POWER

1,688,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

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

0.0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Robert J. Ross

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [x]

3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) OR 2(e)

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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United States

	7	SOLE VOTING POWER
NUMBER OF	0	
SHARES		
BENEFICIALLY	8	SHARED VOTING POWER
OWNED BY	1,688,600	
EACH	9	SOLE DISPOSITIVE POWER
REPORTING	0	
PERSON		
WITH	10	SHARED DISPOSITIVE POWER
	1,688,600	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

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

0.0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Patrick T. Rooney

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) []

(b) [x]

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2 (d) OR 2 (e)

☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

NUMBER OF 0

SHARES

8 SHARED VOTING POWER

1,688,600

OWNED BY

9 SOLE DISPOSITIVE POWER

REPORTING 0

PERSON

10 SHARED DISPOSITIVE POWER

WITH

1,688,600

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

☒

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

0.0%

14 TYPE OF REPORTING PERSON*

IN

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1		NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
		Andrew W. Roff
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
		(a) <input type="checkbox"/>
		(b) <input checked="" type="checkbox"/>
3		SEC USE ONLY
4		SOURCE OF FUNDS*
		OO
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) OR 2 (e)
		<input type="checkbox"/>
6		CITIZENSHIP OR PLACE OF ORGANIZATION
		United States
7		SOLE VOTING POWER
NUMBER OF	0	
SHARES		
8		SHARED VOTING POWER
BENEFICIALLY	1,688,600	
OWNED BY		
9		SOLE DISPOSITIVE POWER
EACH	0	
REPORTING		
PERSON		
10		SHARED DISPOSITIVE POWER
WITH	1,688,600	
11		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
		0

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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[X]

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

0.0%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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Amendment No. One to Schedule 13D

This Amendment No. One to the Schedule 13D filed by Inasmuch Foundation, Ethics and Excellence in Journalism Foundation, and William J. Ross, David O. Hogan, J. Hugh Roff, Jr., Robert J. Ross, Patrick T. Rooney and Andrew W. Roff, directors thereof (the "Directors" and, together with Inasmuch Foundation and Ethics and Excellence in Journalism Foundation, the "Reporting Persons") is filed to reflect the fact that from December 13, 2002 to June 16, 2003, Inasmuch Foundation and Ethics and Excellence in Journalism Foundation sold 140,662 shares of Class A common stock (the "Common Stock") of Gaylord Entertainment Company (the "Issuer"). As a result, as of June 16, 2003, the aggregate amount of Common Stock beneficially owned by the Reporting Persons is less than 5% of the Common Stock of the Issuer and the reporting obligations of the Reporting Persons are terminated. This Amendment only amends Item 2 and Item 5 of the original Schedule 13D.

Item 2. Identity and Background.

Item 2 is hereby amended and supplemented as follows:

Robert J. Ross is an individual whose business address is:

First National Center, Suite 735 West
120 N. Robinson
Oklahoma City, OK 73102

Robert J. Ross is an attorney and currently acts as Vice President and Executive Director of Inasmuch Foundation and Vice President and Executive Director of Ethics and Excellence in Journalism Foundation in Oklahoma City, Oklahoma.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented as follows:

On December 13, 2002, Inasmuch Foundation held 1,368,081 shares of the

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Common Stock, constituting 4.1% of the outstanding Common Stock of the Issuer, and Ethics and Excellence in Journalism Foundation held 461,181 shares, constituting 1.4% of the outstanding Common Stock of the Issuer. The Directors, as directors of Inasmuch Foundation, had shared power to vote and to dispose or to direct the disposition of 1,368,081 shares of the Common Stock, constituting 4.1% of the outstanding shares of the Issuer. As directors of Ethics and Excellence in Journalism Foundation, the Directors had shared power to vote and to dispose or to direct the disposition of 461,181 shares of the Common Stock, constituting 1.4% of the outstanding shares of the Issuer.

Prior to June 16, 2003, each of Inasmuch Foundation and Ethics and Excellence in Journalism Foundation instituted a program of selling shares of the Common Stock. As of June 16, 2003, Inasmuch Foundation had sold 101,831 shares of the Common Stock since December 13, 2002 (55,500 shares in the past sixty days), and, as of June 16, 2003, Inasmuch Foundation holds 1,266,250 shares of the Common Stock, constituting 3.7% of the outstanding shares of the Issuer. As of June 16, 2003, Ethics and Excellence in Journalism Foundation had sold 38,831 shares of the Common Stock since December 13, 2002 (17,500 shares in the past sixty days), and, as of June 16, 2003, Ethics and Excellence in Journalism Foundation holds 422,350 shares of the Common Stock, constituting 1.2% of the outstanding shares of the Issuer.

On December 13, 2002, Inasmuch Foundation owned 2,214,492 shares of common stock of OPUBCO and Trust certificates from The Oklahoma Publishing Company Voting Trust (the "OPUBCO Voting Trust") representing 6,139,547 shares of OPUBCO. On December 13, 2002, Ethics and Excellence in Journalism Foundation owned 742,700 shares of common stock of OPUBCO and Trust certificates from the OPUBCO Voting Trust representing 2,046,516 shares of OPUBCO. OPUBCO has the power to vote or direct the vote of, or to dispose or direct the disposition of, 2,103,766 shares of the Common Stock of the Issuer, constituting 6.2% of the total shares outstanding of the Issuer. This includes 1,833,366 shares beneficially owned by GFI Company, a corporation wholly owned by OPUBCO. Inasmuch Foundation and Ethics and Excellence in Journalism Foundation disclaim beneficial ownership of the shares held by OPUBCO and GFI.

Inasmuch Foundation and Ethics and Excellence in Journalism Foundation have separate purposes and each disclaims beneficial ownership of the shares of the Common Stock held by the other. Likewise, each of the Directors disclaims beneficial ownership of the shares of the Common Stock controlled by each of Inasmuch Foundation and Ethics and Excellence in Journalism Foundation.

There are no other persons with the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

INASMUCH FOUNDATION

By WILLIAM J. ROSS
William J. Ross, Director

By DAVID O. HOGAN

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David O. Hogan, Director

By J. HUGH ROFF, JR.
J. Hugh Roff, Jr., Director

By ROBERT J. ROSS
Robert J. Ross, Director

By PATRICK T. ROONEY
Patrick T. Rooney, Director

By ANDREW W. ROFF
Andrew W. Roff, Director

ETHICS AND EXCELLENCE IN JOURNALISM
FOUNDATION

By WILLIAM J. ROSS
William J. Ross, Director

By DAVID O. HOGAN
David O. Hogan, Director

By J. HUGH ROFF, JR.
J. Hugh Roff, Jr., Director

By ROBERT J. ROSS
Robert J. Ross, Director

By PATRICK T. ROONEY
Patrick T. Rooney, Director

By ANDREW W. ROFF
Andrew W. Roff, Director

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).