

ISLE OF CAPRI CASINOS INC  
 Form 4  
 May 03, 2017

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MITCHELL DONN R II**

2. Issuer Name and Ticker or Trading Symbol  
**ISLE OF CAPRI CASINOS INC [ISLE]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**600 EMERSON ROAD, SUITE 300**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**05/01/2017**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Administrative Officer**

**ST. LOUIS, MO 63141**

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    | 05/01/2017                           |  | D                              | 41,149 D <u>(1)</u><br><u>(2)</u>                                 | 0   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (right to buy)       | (1) (2)  | 05/01/2017                           |  | D                              | 78,715  | (1)(2) (1)(2)  | Common Stock  | 78,715                        |
| Restricted Stock Units                     | (1) (2)  | 05/01/2017                           |  | D                              | 14,660  | (1)(2) (1)(2)  | Common Stock  | 14,660                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| MITCHELL DONN R II<br>600 EMERSON ROAD, SUITE 300<br>ST. LOUIS, MO 63141 |               |           | Chief Administrative Officer |       |

## Signatures

/s/ Edmund L. Quatmann, Jr. as Attorney-in-Fact  
 Date: 05/03/2017  
 \*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On May 1, 2017, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated September 19, 2016, among Eldorado Resorts, Inc. ("ERI"), Isle of Capri Casinos, Inc. ("Isle"), Eagle I Acquisition Corp. ("Merger Sub A") and Isle of Capri Casinos LLC (f/k/a Eagle II Acquisition Company LLC) ("Merger Sub B"), Merger Sub A merged with and into Isle (the "First Step Merger"), and immediately following the First Step Merger, Isle merged with and into Merger Sub B. At the effective time of the First Step Merger (the "Effective Time"), each outstanding share of Isle common stock was converted into the right to receive, at the election of the holder and subject to the proration and reallocation provisions of the Merger Agreement, either 1.638 shares of ERI common stock (with cash paid in lieu of fractional shares) or \$23.00 in cash.
- (2) (Continued from Footnote 1) At the Effective Time, (i) each outstanding option to acquire shares of Isle common stock, whether vested or unvested, was converted into an option or right to purchase shares of ERI common stock on the same terms and conditions as were applicable to such option immediately prior to the Effective Time and each outstanding Isle restricted stock unit, was converted into a restricted stock unit in respect of shares of ERI common stock, in an amount equal to 1.638 shares of ERI common stock (with aggregated fractional shares rounded to the nearest whole share) on the same terms and conditions as were applicable to such restricted stock unit immediately prior to the Effective Time.

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- (3) These Employee Stock Options and Restricted Stock Units were cancelled at the Effective Time and converted into the right to receive the consideration described in (1).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.