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BOYD GAMING CORP
Form 8-K
February 09, 2004

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): February 6, 2004

BOYD GAMING CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

001-12882

88-024

(State or other
jurisdiction of
incorporation)

(Commission File Number)

(IRS Emp
Identificat

2950 Industrial Road, Las Vegas, Nevada

8910

(address of principal executive offices)

(Zip C

Registrant's telephone number, including area code: (702) 792-7200

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On February 9, 2004, Boyd Gaming Corporation ("Boyd Gaming") and Coast Casinos, Inc. ("Coast Casinos") issued a joint press release announcing that they had entered into an agreement pursuant to which Boyd Gaming has agreed to acquire Coast Casinos in a merger transaction. On a fully-diluted basis, Coast Casinos stockholders will receive approximately \$495 million in cash, and Boyd Gaming will issue approximately 19.4 million shares of Boyd Gaming common

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stock to Coast Casinos stockholders. The stock consideration is valued at approximately \$325 million based upon Boyd Gaming's 10-day average daily closing stock price for the period ended February 5, 2004. In addition, Boyd Gaming will assume approximately \$460 million of debt of Coast Casinos. A copy of the Agreement and Plan of Merger is filed as Exhibit 2.1 hereto. In anticipation of the acquisition, Boyd Gaming and certain stockholders of Coast Casinos entered into a Stockholders Agreement. A copy of the Stockholders Agreement is filed as Exhibit 99.1 hereto. A copy of the joint press release is filed as Exhibit 99.2 hereto.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits:

| Exhibit No. | Description |
|-------------|---|
| 2.1 | Agreement and Plan of Merger dated as of February 6, 2004, among Boyd Gaming Corporation, BGC, Inc. and Coast Casinos, Inc. |
| 99.1 | Stockholders Agreement dated as of February 6, 2004, among Boyd Gaming Corporation and the stockholders of Coast Casinos, Inc. party thereto. |
| 99.2 | Joint Press Release dated as of February 9, 2004, issued by Boyd Gaming Corporation and Coast Casinos, Inc. |

SIGNATURE

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 thereunto duly authorized.

BOYD GAMING CORPORATION

Date: February 9, 2004

By: /s/ Ellis Landau

Ellis Landau
Executive Vice President,
Chief Financial Officer and
Treasurer

EXHIBIT INDEX

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Coast Casinos, Inc.

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- 99.2 Joint Press Release dated as of February 9, 2004, issued by Boyd Gaming Corporation and Coast Casinos, Inc.
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