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AZTAR CORP
Form DEFA14A
April 04, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A
(Rule 14A-101)

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No. ___)

Filed by the Registrant |
Filed by a Party other than the Registrant []

Check appropriate box:

- [] Preliminary Proxy Statement
- [] Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- [] Definitive Proxy Statement
- [] Definitive Additional Materials
- |X| Soliciting Material under Rule 14a-12

AZTAR CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

- |X| No fee required.
- [] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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- [] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.
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- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Filed by: Aztar Corporation.
Pursuant to Rule 14a-12
under the Securities Exchange Act of 1934

Subject Company: Aztar Corporation.
Commission File No. 1-5440

On April 3, 2006, Aztar Corporation published the following press release:

AZTAR CORPORATION PREPARED TO ENTER INTO
DISCUSSIONS WITH COLONY CAPITAL AND AMERISTAR

PHOENIX, AZ, April 3, 2006 - Aztar Corporation (NYSE: AZR) today announced that its Board of Directors, after consultation with its legal and financial advisors, has determined that each of the unsolicited proposals received from Colony Capital Acquisitions, LLC and Ameristar Casinos, Inc. is, or is reasonably likely to result in, a superior proposal as defined in Aztar's merger agreement, dated March 13, 2006, with Pinnacle Entertainment, Inc. Based on such determination, Aztar's Board has determined to authorize Aztar to enter into separate discussions with each of Colony and Ameristar regarding their proposals.

On March 30, 2006, Colony made an unsolicited proposal to acquire Aztar in a merger transaction in which the holders of Aztar common stock would receive \$41.00 per share in cash and the holders of Aztar's Series B preferred stock would receive a commensurate payment dictated by the terms of the securities.

On April 2, 2006, Ameristar made an unsolicited proposal to acquire Aztar in a merger transaction in which the holders of Aztar common stock would receive \$42.00 per share in cash and the holders of Aztar's Series B preferred stock would receive a commensurate payment dictated by the terms of the securities.

As previously announced, Aztar is party to a merger agreement with Pinnacle, under which each share of Aztar common stock would be exchanged for \$38.00 in cash and each share of Aztar Series B preferred stock would be exchanged for \$401.90 in cash. The transaction with Pinnacle is subject to approval by Aztar's shareholders and the satisfaction of customary closing conditions, including the receipt of necessary regulatory and governmental approvals.

Aztar's Board will evaluate all aspects of the proposals from each of Colony and Ameristar. Aztar's Board is not making any recommendation at this time with respect to the proposals of either Colony or Ameristar, and there is no assurance that a transaction with either party will result from such discussions.

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About Aztar Corporation

Aztar is a publicly traded company that operates Tropicana Casino and Resort in Atlantic City, New Jersey, Tropicana Resort and Casino in Las Vegas, Nevada, Ramada Express Hotel and Casino in Laughlin, Nevada, Casino Aztar in Caruthersville, Missouri, and Casino Aztar in Evansville, Indiana.

Forward-Looking Statements

This press release includes statements that do not directly or exclusively relate to historical facts. Such statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements, including statements regarding Pinnacle's pending acquisition of Aztar, are based on current expectations of management of Aztar and are subject to risks, uncertainties and changes in circumstances that could significantly affect future results. Accordingly, Aztar cautions that the forward-looking statements contained herein are qualified by important factors that could cause actual results to differ materially from those reflected by such statements. Such factors include, but are not limited to: (a) the risk that Aztar may be unable to obtain stockholder approval required for the transaction with Pinnacle; (b) the risk that Pinnacle may be unable to obtain regulatory approvals required for the transaction with Aztar; (c) the risk that conditions to the closing of the transaction may not be satisfied or the merger agreement with Pinnacle may be terminated prior to closing, and (d) other risks, including those as may be detailed from time to time in Pinnacle's filings with the Securities and Exchange Commission (the "SEC"). For more information on the potential factors that could affect Aztar's financial results and business, review Aztar's filings with the SEC, including its Annual Report on Form 10-K, its Quarterly Reports on Form 10-Q and its Current Reports on Form 8-K.

Additional Information and Where to Find It

This press release may be deemed to be solicitation material in respect of the proposed merger of Aztar and Pinnacle. In connection with the proposed merger, Aztar plans to file a proxy statement with the SEC. INVESTORS AND SECURITY HOLDERS OF AZTAR ARE ADVISED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THOSE DOCUMENTS WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER. The final proxy statement will be mailed to stockholders of Aztar. Investors and security holders may obtain a free copy of the proxy statement, when it becomes available, and other documents filed by Aztar with the SEC, at the SEC's web site at <http://www.sec.gov>. Free copies of the proxy statement, when it becomes available, and Aztar's other filings with the SEC may also be obtained from Aztar. Free copies of Aztar's filings may be obtained by directing a request to Aztar Corporation, 2390 East Camelback Road, Suite 400, Phoenix, Arizona 85016, Attention: Secretary.

Aztar, Pinnacle and their respective directors, executive officers and other members of their management and employees may be deemed to be soliciting proxies from Aztar's stockholders in favor of the proposed merger. Information regarding Aztar's directors and executive officers is available in Aztar's proxy statement for its 2005 annual meeting of stockholders, which was filed with the SEC on March 30, 2005. Information regarding Pinnacle's directors and executive officers is available in Pinnacle's proxy statement for its 2005 annual meeting of stockholders, which was filed with the SEC on April 4, 2005. Additional information regarding the interests of such potential participants will be included in the proxy statement and the other relevant documents filed with the SEC when they become available.