

CHURCHILL DOWNS INC  
Form 8-K/A  
September 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): June 16, 2011

**CHURCHILL DOWNS INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction

(Commission

(IRS Employer

of Incorporation)

File Number)

Identification No.)

**700 Central Avenue, Louisville, Kentucky 40208**

(Address of Principal Executive Offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (502) 636-4400**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

.. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

.. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Churchill Downs Incorporated (the Company) is filing this Amendment No. 1 to its Current Report on Form 8-K filed on June 21, 2011 solely to disclose its decision as to how frequently it will conduct an advisory vote to approve executive compensation.

**Item 5.07 Submission of Matters to a Vote of Security Holders**

The Company previously disclosed the voting results from its 2011 annual meeting with respect to the frequency of holding shareholder advisory votes on executive compensation. In light of those results, on September 21, 2011, the Company's Board of Directors decided that the Company will include an advisory vote to approve executive compensation in its proxy materials every year until the next advisory vote on the frequency of shareholder votes on executive compensation is conducted, which will occur no later than the Company's annual meeting in 2017.

**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 hereunto duly authorized.

**CHURCHILL DOWNS INCORPORATED**

September 23, 2011

By: /s/ Alan K. Tse  
Alan K. Tse  
Executive Vice President and General Counsel