

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **April 13, 2015**

PENN NATIONAL GAMING, INC.

Commission file number **0-24206**

Incorporated Pursuant to the Laws of the Commonwealth of Pennsylvania

IRS Employer Identification No. **23-2234473**

**825 Berkshire Blvd., Suite 200
Wyomissing, PA 19610**

610-373-2400

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:

- 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective on April 13, 2015, the Board of Directors (the "Board") of Penn National Gaming, Inc. (the "Company") increased the size of the Board from seven directors to eight directors and subsequently elected Jane Scaccetti to fill the vacancy. Ms. Scaccetti was elected as a Class III director with a term expiring at the 2017 annual meeting of shareholders. In addition, effective as of the date of her appointment to the Board, Ms. Scaccetti was appointed as a member and chair of the Audit Committee of the Board. Such appointments remain subject to customary regulatory approvals.

Ms. Scaccetti is the Chief Executive Officer of Drucker & Scaccetti, P.C., a public accounting and business advisory firm, of which she has been a principal since 1990. Ms. Scaccetti also serves as a director of The Pep Boys—Manny, Moe & Jack; a director of Mathematica Policy Research, Inc.; a trustee of Temple University; Chair of the Board of Temple University Hospital; a trustee of Temple University Health Systems; and a trustee of Salus University. In addition, Ms. Scaccetti served as a director of Nutrition Management Services Company from 1992 until 2010.

There are no arrangements or understandings between Ms. Scaccetti and any other person pursuant to which she was selected as a director. Ms. Scaccetti has not been a party to any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

In connection with her appointment to the Board, on April 16, 2015, Ms. Scaccetti will be granted phantom stock units in an amount equal to \$250,000. These phantom stock units will vest in four equal annual installments on the anniversary of the date of grant. In addition, Ms. Scaccetti will receive cash compensation in the amount of \$50,000 for service as a director of the Company in 2015 and \$10,000 for service on the Audit Committee of the Board in 2015.

On April 14, 2015, the Company issued a press release announcing Ms. Scaccetti's election to the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Penn National Gaming, Inc., dated April 14, 2015
	* * *
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SIGNATURES

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.

Dated: April 15, 2015

PENN NATIONAL GAMING, INC.

By: /s/ Saul V. Reibstein
Name: Saul V. Reibstein
Title: Executive Vice President, Finance Chief Financial Officer and Treasurer

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EXHIBIT INDEX

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99.1	Press Release of Penn National Gaming, Inc., dated April 14, 2015
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NEWS ANNOUNCEMENT

**CONTACT:**

Saul V. Reibstein
Chief Financial Officer
610/373-2400

Joseph N. Jaffoni, Richard Land
JCIR
212/835-8500 or penn@jcir.com

**PENN NATIONAL GAMING NAMES
JANE SCACCEZZI TO BOARD OF DIRECTORS**

**Scaccetti Brings Extensive Financial, Tax and Accounting Expertise
and Public Board Experience and will Serve as Audit Committee Chair**

Wyomissing, PA (April 14, 2015) — Penn National Gaming, Inc. (PENN: Nasdaq) (“the Company” or “Penn National”) announced today that the Company’s Board of Directors has, subject to customary regulatory approvals, appointed Jane Scaccetti to the Board effective immediately. Ms. Scaccetti’s appointment will expand the size of the Board to eight members, six of whom satisfy the standards for director independence under the current Listing Rules of the NASDAQ Stock Market. In addition, Ms. Scaccetti has been nominated to serve as Chair of the Board’s Audit Committee, a role she assumes from John Jacquemin, who will remain on the Board and the Audit Committee.

Ms. Scaccetti is founding partner and CEO of Philadelphia-based Drucker & Scaccetti and has been a practicing CPA in the Commonwealth of Pennsylvania since 1977. At Drucker & Scaccetti, she and her team of approximately 50 professionals provide counsel to family-owned and closely-held businesses on a wide range of complex tax planning and wealth management issues. Prior to founding the firm in 1990, Ms. Scaccetti served at Laventhol & Horwath from 1977 to 1990 during which time she became the first woman to be named tax partner at a Philadelphia’s international firm in 1987. She has served on the Board of Directors at The Pep Boys since 2003, where she chairs the Company’s Audit Committee and serves on the Nominations and Governance Committee. She also serves on the boards of Mathematica Policy Research and Temple University Health Systems, where she served as Chair from 2008-2013. She is a Trustee of Temple University, a Trustee of Salus University and Board Chair at Temple University Hospital. Ms. Scaccetti previously served as a Director and Chair of the Audit Committee at DiGiorgio Corporation from 1994-2006, on the board at Nutrition Management Services Company from 1992-2009, a director at Keystone Health Plan East from 1998-2008 and on the board of First Penn Bank from 1989-1999. She is a member of the American Institute of Certified Public Accountants and the Pennsylvania Institute of Certified Public Accountants.

Peter M. Carlino, Chairman of Penn National Gaming, commented, “Jane’s addition to the Board of Directors reflects our ongoing commitment to the best corporate governance practices through the careful evaluation and appointment of highly qualified Board members. She is a proven leader in the accounting sector with a deep record of tax work which will prove beneficial given the broad range of jurisdictions where we operate. The Board looks forward to the benefit of this expertise

and Jane’s counsel as we pursue our near- and long-term plans for growth, business diversification, and the further enhancement of shareholder value.”

About Penn National Gaming

Penn National Gaming owns, operates or has ownership interests in gaming and racing facilities with a focus on slot machine entertainment. At December 31, 2014, the Company operated twenty-six facilities in seventeen jurisdictions, including Florida, Illinois, Indiana, Kansas, Maine, Massachusetts, Maryland, Mississippi, Missouri, Nevada, New Jersey, New Mexico, Ohio, Pennsylvania, Texas, West Virginia, and Ontario. At December 31, 2014, in aggregate, Penn National Gaming’s operated facilities featured approximately 31,000 gaming machines, 760 table games and 3,100 hotel rooms.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements can be identified by the use of forward looking terminology such as “expects,” “believes,” “estimates,” “projects,” “intends,” “plans,” “seeks,” “may,” “will,” “should” or “anticipates” or the negative or other variations of these or similar words, or by discussions of future events, strategies or risks and uncertainties, including future plans, strategies, performance, developments, acquisitions, capital expenditures, and operating results. Actual results may vary materially from expectations. These forward looking statements are inherently subject to risks, uncertainties and assumptions about Penn National Gaming and its subsidiaries, including risks related to the potential construction delays and the ultimate location of other gaming facilities in the state, and accordingly, any forward looking statements are qualified in their entirety by reference to the factors discussed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2014, as well as any subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, each as filed with the United States Securities and Exchange Commission. The Company does not intend to update publicly any forward-looking statements except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this press release may not occur.

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