

**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): **September 16, 2014**

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**

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))

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

On September 16, 2014, the Board of Directors (the "Board") of Penn National Gaming, Inc. (the "Company") increased the size of the Board from six members to seven members and subsequently elected Timothy J. Wilmott, the Company's Chief Executive Officer, to fill the vacancy. Mr. Wilmott was elected as a Class III director with a term expiring at the 2017 annual meeting of shareholders.

There are no arrangements or understandings between Mr. Wilmott and any other person pursuant to which he was elected as a director. As an employee of the Company, Mr. Wilmott will not be separately compensated for his service to the Board. Mr. Wilmott was not appointed, and is not expected to be appointed, to any committees of the Board. Mr. Wilmott has not been a party to any transaction involving the Company required to be disclosed under Item 404(a) of Regulation S-K.

On September 19, 2014, the Company issued a press release announcing Mr. Wilmott's election to the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
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99.1	Press Release of Penn National Gaming, Inc. dated September 19, 2014
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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: September 19, 2014

PENN NATIONAL GAMING, INC.

By: /s/ Robert S. Ippolito
Name: Robert S. Ippolito
Title: Vice President, Secretary and Treasurer

News Announcement



FOR IMMEDIATE RELEASE

CONTACT:

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

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

**TIMOTHY J. WILMOTT NAMED TO PENN NATIONAL GAMING
BOARD OF DIRECTORS**

Wyomissing, PA (September 19, 2014) — Penn National Gaming, Inc. (PENN: Nasdaq) (“Penn National Gaming” or the “Company”) announced today that its Board of Directors has, subject to customary regulatory approvals, appointed the Company’s Chief Executive Officer, Timothy J. Wilmott, to the Board effective immediately. Mr. Wilmott’s appointment will expand the size of the Board to seven members, five of whom satisfy the standards for director independence under the current Listing Rules of the NASDAQ Stock Market.

Tim Wilmott joined Penn National Gaming in February 2008 as President and Chief Operating Officer and was named Chief Executive Officer in November 2013. Mr. Wilmott had served at Harrah’s Entertainment (now Caesars Entertainment Corporation) since 1987 and was Chief Operating Officer at Harrah’s for approximately four years. In this position, he oversaw the operations of all of Harrah’s revenue-generating businesses, including 48 casinos, 38,000 hotel rooms and 300 restaurants.

Peter M. Carlino, Chairman of Penn National Gaming, commented, “Since joining the Company in 2008, Tim has been steadfast in diversifying our operations in a return focused manner while fostering our employees’ commitment to deliver quality guest services across the property portfolio. In addition, in the eleven months since we separated the Company’s real estate assets from our operating assets, Tim has built formidable corporate and operating management teams that have consistently delivered strong margins from existing operations, successfully opened new facilities and developed exciting expansion opportunities in new markets, including Ohio, Massachusetts and California. The Board has great confidence in Tim and we look forward to his contributions as we leverage the Company’s diversified regional presence, proven management team, property development capabilities, strong balance sheet, acknowledged operating discipline, the highly regarded Hollywood Casino brand, and robust customer database to enhance 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 June 30, 2014, the Company operated twenty-seven facilities in eighteen jurisdictions, including Florida, Illinois, Indiana, Iowa, Kansas, Maine, Massachusetts, Maryland, Mississippi, Missouri, Nevada, New Jersey, New Mexico, Ohio, Pennsylvania, Texas, West Virginia, and Ontario. At June 30, 2014, in aggregate, Penn National Gaming’s operated facilities featured approximately 30,900 gaming machines, 790 table games and 2,900 hotel rooms.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements can be identified by the use of forward looking terminology such as “expects,” “believes,” “estimates,” “intends,” “may,” “will,” “should,” “plan” or “anticipates,” or the negative or other variation of these or similar words, or by discussions of future events, strategies or risks and uncertainties. Such 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, with respect to our projects in Ohio, pending litigation involving the legality of video lottery terminals at tracks, with respect to our project in Massachusetts, the ultimate location of the other gaming facilities in the state and the outcome of the referendum to repeal the gaming legislation in the state and, with respect to our project outside of San Diego, California, the risks of financing a project of this type, sovereign immunity, local opposition and building a complex project on a relatively small parcel. Accordingly, any forward looking statements are qualified in their entirety by reference to the factors described in Penn National Gaming’s Annual Report on Form 10-K for the year ended December 31, 2013, subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K as filed with the Securities and Exchange Commission. All subsequent written and oral forward looking statements attributable to Penn National Gaming or persons acting on the Company’s behalf are expressly qualified in their entirety by the cautionary statements included in this press release. Penn National Gaming undertakes no obligation to publicly update or revise any forward looking statements contained or incorporated by reference herein, whether as a result of new information, future events or otherwise, 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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