

**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): June 12, 2019

**Penn National Gaming, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Pennsylvania**  
(State or Other Jurisdiction of  
Incorporation)

**0-24206**  
(Commission File Number)

**23-2234473**  
(I.R.S. Employer Identification No.)

**825 Berkshire Blvd., Suite 200**  
**Wyomissing, PA 19610**  
(Address of Principal Executive Offices, and Zip Code)

**610-373-2400**  
Registrant's Telephone Number, Including Area Code

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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value per share</b>	<b>PENN</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On June 12, 2019, Penn National Gaming, Inc. (the “Company”), held its Annual Meeting of Shareholders (“Annual Meeting”).

At the Annual Meeting, the shareholders of the Company (i) elected three Class II directors to serve until the 2022 Annual Meeting of Shareholders; (ii) ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year; and (iii) approved, on an advisory basis, the compensation of the Company’s named executive officers.

The following are the final voting results for the three proposals submitted at the Annual Meeting:

*Proposal One.* Election of three Class II directors to serve until the 2022 Annual Meeting of Shareholders. The final vote tabulation for each of the individual directors was as follows:

<b>Director</b>	<b>Votes FOR</b>	<b>Votes WITHHELD</b>	<b>Broker Non-Votes</b>
Barbara Shattuck Kohn	98,109,949	5,559,674	8,775,080
Ronald J. Naples	99,886,831	3,782,792	8,775,080
Saul V. Reibstein	98,221,264	5,448,359	8,775,080

The term of office of each of David A. Handler, John M. Jacquemin, Jane Scaccetti, and Timothy J. Wilmott continued following the Annual Meeting.

*Proposal Two.* Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year. The final vote tabulation was as follows:

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Abstentions</b>
111,547,894	86,808	810,001

*Proposal Three.* Approval, on an advisory basis, of the compensation of the Company’s named executive officers. The final vote tabulation was as follows:

<b>Votes FOR</b>	<b>Votes AGAINST</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
101,049,921	1,742,915	876,787	8,775,080

**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 hereunto duly authorized.

Date: June 13, 2019

PENN NATIONAL GAMING, INC.

By: /s/ William J. Fair

William J. Fair

Executive Vice President and Chief Financial Officer