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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934  
(Amendment No. 3)\***

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**Penn National Gaming, Inc.**  
(Name of Issuer)

**Common stock, par value \$.01**  
(Title of Class of Securities)

**707569109**  
(CUSIP Number)

**May 27, 2016**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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<b>1</b>	NAMES OF REPORTING PERSONS  PAR Investment Partners, L.P.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION  State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER  3,984,137
	<b>6</b>	SHARED VOTING POWER  None
	<b>7</b>	SOLE DISPOSITIVE POWER  3,984,137
	<b>8</b>	SHARED DISPOSITIVE POWER  None
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,984,137	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.9% Common stock, par value \$.01	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN	

1	NAMES OF REPORTING PERSONS  PAR Group, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION  State of Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOLE VOTING POWER  3,984,137
	6 SHARED VOTING POWER  None
	7 SOLE DISPOSITIVE POWER  3,984,137
	8 SHARED DISPOSITIVE POWER  None
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  3,984,137
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  4.9% Common stock, par value \$.01
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  PN

<b>1</b>	NAMES OF REPORTING PERSONS	
	PAR Capital Management, Inc.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	CITIZENSHIP OR PLACE OF ORGANIZATION	
	State of Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	<b>5</b>	SOLE VOTING POWER
		3,984,137
	<b>6</b>	SHARED VOTING POWER
		None
	<b>7</b>	SOLE DISPOSITIVE POWER
		3,984,137
	<b>8</b>	SHARED DISPOSITIVE POWER
		None
<b>9</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,984,137	
<b>10</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) <input type="checkbox"/>	
<b>11</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	4.9% Common stock, par value \$.01	
<b>12</b>	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
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Item 1(a) Name of issuer:

Penn National Gaming, Inc.

Item 1(b) Address of issuer's principal executive offices:

825 Berkshire Blvd., Suite 200  
Wyomissing, PA 19610

2(a) Name of person filing:

PAR Investment Partners, L.P.  
PAR Group, L.P.  
PAR Capital Management, Inc.

2(b) Address or principal business office or, if none, residence:

PAR Capital Management, Inc.  
One International Place, Suite 2401  
Boston, MA 02110

2(c) Citizenship:

State of Delaware

2(d) Title of class of securities:

Common stock, par value \$.01

2(e) CUSIP No.:

707569109

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership

(a) Amount beneficially owned:

3,984,137

(b) Percent of class:

4.9%

(i) Sole power to vote or to direct the vote:

3,984,137

(ii) Shared power to vote or to direct the vote:

(iii) Sole power to dispose or to direct the disposition of :

3,984,137

*Item 5. Ownership of 5 Percent or Less of a Class.:*

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following:

*Item 6. Ownership of More than 5 Percent on Behalf of Another Person:*

Not applicable

*Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:*

Not applicable

*Item 8. Identification and Classification of Members of the Group*

Not applicable

*Item 9. Notice of Dissolution of Group:*

Not applicable

*Item 10. Certification:*

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 6, 2016

PAR INVESTMENT PARTNERS, L.P.

By: PAR Group, L.P.  
its general partner

By: PAR Capital Management, Inc.  
its general partner

By: /s/ Steven M. Smith  
Steven M. Smith, Chief Operating Officer

PAR GROUP, L.P.

By: PAR Capital Management, Inc.  
its general partner

By: /s/ Steven M. Smith  
Steven M. Smith, Chief Operating Officer

PAR CAPITAL MANAGEMENT, INC.

By: /s/ Steven M. Smith  
Steven M. Smith, Chief Operating Officer