

GAYLORD ENTERTAINMENT CO /DE

Form 8-K

October 31, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): October 31, 2006 (October 27, 2006)

GAYLORD ENTERTAINMENT COMPANY

(Exact name of registrant as specified in its charter)

Delaware

1-13079

73-0664379

(State or other jurisdiction of
incorporation)

(Commission File Number)

(I.R.S. Employer
Identification No.)

One Gaylord Drive
Nashville, Tennessee

37214

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (615) 316-6000

(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))
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Item 1.01. Entry into a Material Definitive Agreement.

On October 27, 2006, Gaylord National, LLC (Gaylord National), a wholly owned subsidiary of Gaylord Entertainment Company (the Company), entered into Amendment No. 10 (the Amendment) to the Agreement (as amended, the Agreement) between Gaylord National and Perini/Tompkins Joint Venture, dated as of May 9, 2005, relating to the construction of the Gaylord National Resort & Convention Center. The Amendment provides for a guaranteed maximum price of \$389,077,027. The Agreement and the Amendment are filed herewith as exhibits and are incorporated by reference herein. The descriptions of the material terms of the Agreement and the Amendment are qualified in their entirety by reference to such exhibits.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

- 10.1 Agreement between Gaylord National, LLC and Perini/Tompkins Joint Venture, dated as of May 9, 2005, relating to the construction of the Gaylord National, including certain amendments thereto (incorporated by reference to Exhibit 10.14 to the Company's Annual Report on Form 10-K for the year ended December 31, 2005 and Exhibit 10.2 to the Company's Current Report on Form 8-K dated July 5, 2006 (File No. 1-13079)).
- 10.2 GMP Amendment No. 10 to the Agreement between Gaylord National, LLC and Perini/Tompkins Joint Venture, dated October 27, 2006.

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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 hereunto duly authorized.

GAYLORD ENTERTAINMENT COMPANY

Date: October 31, 2006

By: /s/ Carter R. Todd
Name: Carter R. Todd
Title: Senior Vice President, General
Counsel and
Secretary