

MID PENN BANCORP INC
Form 8-K
January 22, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 22, 2014

MID PENN BANCORP, INC.

(Exact Name of Registrant as Specified in its Charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

1-13677
(Commission File Number)

25-1666413
(I.R.S. Employer

Identification Number)

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349 Union Street

Millersburg, Pennsylvania

1.866.642.7736

17061

(Address of Principal Executive Offices) (Registrant's telephone number, including area code)(Zip 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 (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))

MID PENN BANCORP, INC.

CURRENT REPORT ON FORM 8-K

ITEM 2.02 RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On January 22, 2014, Mid Penn Bancorp, Inc. (“Corporation”) issued a press release discussing its financial results for the fourth quarter and for the year ended 2013. Attached hereto as Exhibit 99.1 is a copy of the Corporation’s press release dated January 22, 2014.

In accordance with General Instruction B.2 of Form 8-K, the information included in this Item 2.02 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such a filing.

ITEM 8.01 OTHER EVENTS.

On January 22, 2014, the Registrant declared a quarterly cash dividend of \$0.05 per common share payable February 24, 2014 to shareholders of record February 5, 2014.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	

Press
Release
dated
January 22,
2014

SIGNATURES

Pursuant to the requirements of Section 12 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.

MID PENN
BANCORP,
INC.

(Registrant)

Date: January 22, 2014 By: /s/ Rory G.
Ritrievi
Rory G.
Ritrievi
President
and Chief
Executive
Officer

rsuant to General Instruction F to Schedule 13E-3, the information contained in the Proxy Statement, including all annexes thereto, is incorporated in its entirety herein by this reference, and the responses to each Item in this Transaction Statement are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Proxy Statement. All information contained in this Transaction Statement concerning any of the Filing Persons has

been provided by such Filing Person and none of the Filing Persons, including Station, takes responsibility for the accuracy of any information not supplied by such Filing Person.

The filing of this Transaction Statement shall not be construed as an admission by any Filing Person or by any affiliate of a Filing Person, that the Company is controlled by any Filing Person, or that any Filing Person is an affiliate of the Company within the meaning of Rule 13e-3 under Section 13(e) of the Exchange Act.

Item 1. Summary Term Sheet.

Regulation M-A Item 1001

The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Special Meeting and the Merger

Item 2. Subject Company Information.

Regulation M-A Item 1002

(a) ***Name and Address.*** The Company's name and the address and telephone number of its principal executive offices are as follows:

Station Casinos, Inc.
2411 West Sahara Avenue
Las Vegas, Nevada 89102
(702) 367-2411

(b) ***Securities.*** The information set forth in the Proxy Statement under the caption "The Special Meeting Record Date, Outstanding Shares and Voting Rights" is incorporated herein by reference.

(c) ***Trading Market and Price.*** The information set forth in the Proxy Statement under the caption "Other Important Information Regarding Station Price Range of Common Stock and Dividend Information Market Information" is incorporated herein by reference.

(d) ***Dividends.*** The information set forth in the Proxy Statement under the caption "Other Important Information Regarding Station Price Range of Common Stock and Dividend Information Dividends" is incorporated herein by reference.

(e) ***Prior Public Offerings.*** None.

(f) ***Prior Stock Purchases.*** The information set forth in the Proxy Statement under the caption "Other Important Information Regarding Station Prior Purchases and Sales of Station Common Stock" is incorporated herein by reference.

Item 3. Identity and Background of Filing Persons.

Regulation M-A Item 1003

(a) ***Name and Address.*** The information set forth in the Proxy Statement under the following captions is

incorporated herein by reference:

Important Information Regarding the Parties to the Transaction

Other Important Information Regarding Station Directors and Executive Officers of Station

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Other Important Information Regarding Station Security Ownership of Certain Beneficial Owners and Management

(b) ***Business and Background of Entities.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Parties to the Merger

Other Important Information Regarding Station Directors and Executive Officers of Station

Important Information Regarding the Parties to the Transaction

(c) ***Business and Background of Natural Persons.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Interests of Certain Persons in the Merger

Other Important Information Regarding Station Directors and Executive Officers of Station

Important Information Regarding the Parties to the Transaction

Item 4. Terms of the Transaction.

Regulation M-A Item 1004

(a) ***Material Terms.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Special Meeting and the Merger

The Special Meeting

Special Factors

The Merger Agreement

Annex A Agreement and Plan of Merger

Annex B Amendment to Agreement and Plan of Merger

(c) ***Different Terms.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Special Meeting and the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

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Special Factors Arrangements with Respect to Station, Fertitta Partners and Parent Following the Merger

Special Factors Financing of the Merger

Special Factors Provisions for Unaffiliated Security Holders

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The Merger Agreement Treatment of Options and Restricted Shares

The Merger Agreement Indemnification and Insurance

The Merger Agreement Merger Consideration

Annex A Agreement and Plan of Merger

Annex B Amendment to Agreement and Plan of Merger

(d) **Appraisal Rights.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Questions and Answers about the Special Meeting and the Merger

Special Factors Dissenters Rights of Stockholders

(e) **Provisions for Unaffiliated Security Holders.** The information set forth in the Proxy Statement under the caption Special Factors Provisions for Unaffiliated Security Holders is incorporated herein by reference.

(f) **Eligibility for Listing or Trading.** Not applicable.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

Regulation M-A Item 1005

(a) **Transactions.** The information set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2006, as amended, under the captions Executive Compensation and Certain Relationships and Related Transactions and the information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Merger

Special Factors Interests of Certain Persons in the Merger

Other Important Information Regarding Station

(b) **Significant Corporate Events.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Merger

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

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Important Information Regarding Station Prior Purchases and Sales of Common Stock

The Merger Agreement

Annex A Agreement and Plan of Merger

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Annex B Amendment to Agreement and Plan of Merger

(b) ***Negotiations or Contacts.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and the Board of Directors; Reasons for Recommending Approval and Adoption of the Merger Agreement

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

The Merger Agreement

Annex A Agreement and Plan of Merger

Annex B Amendment to Agreement and Plan of Merger

(c) ***Agreements Involving the Subject Company's Securities.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and the Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

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Special Factors Interests of Certain Persons in the Merger

Special Factors Arrangements with Respect to Station, Fertitta Partners and Parent Following the Merger

Special Factors Financing of the Merger

Special Factors The Voting Agreement

The Special Meeting Vote Required

The Merger Agreement

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Annex A Agreement and Plan of Merger

Annex B Amendment to Agreement and Plan of Merger

Item 6. Purposes of the Transaction and Plans or Proposals.

Regulation M-A Item 1006

(b) ***Use of Securities Acquired.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

Special Factors Arrangements with Respect to Station, Fertitta Partners and Parent Following the Merger

Special Factors Financing of the Merger Equity Financing

The Merger Agreement Merger Consideration

The Merger Agreement Treatment of Options and Restricted Shares

The Merger Agreement Payment for the Shares of Common Stock

Annex A Agreement and Plan of Merger

Annex B Amendment to Agreement and Plan of Merger

(c) (1)-(8) ***Plans.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Proposal

Summary Term Sheet Interests of Certain Persons in the Merger

Summary Term Sheet Financing of the Merger

Special Factors Background of the Merger

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

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Special Factors Arrangements with Respect to Station, Fertitta Partners and Parent Following the Merger

Special Factors Management Arrangements

Special Factors Indemnification and Insurance

Special Factors Continued Benefits

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Special Factors Interests of Certain Persons in the Merger

Special Factors Financing of the Merger

The Merger Agreement

Annex A Agreement and Plan of Merger

Annex B Amendment to Agreement and Plan of Merger

Item 7. Purposes, Alternatives, Reasons and Effects.

Regulation M-A Item 1013

(a) **Purposes.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Proposal

Summary Term Sheet Interests of Certain Persons in the Merger

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

Special Factors Arrangements with Respect to Station, Fertitta Partners and Parent Following the Merger

(b) **Alternatives.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

(c) **Reasons.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

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Summary Term Sheet Recommendations

Questions and Answers about the Special Meeting and the Merger

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

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Special Factors Opinion of Financial Advisor

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

(d) **Effects.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet The Proposal

Summary Term Sheet Interests of Certain Persons in the Merger

Questions and Answers about the Special Meeting and the Merger

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Opinion of Financial Advisor

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

Special Factors Arrangements with Respect to Station, Fertitta Partners and Parent Following the Merger

Special Factors Management Arrangements

Special Factors Indemnification and Insurance

Special Factors Continued Benefits

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Special Factors Material United States Federal Income Tax Considerations

Special Factors Financing of the Merger

Special Factors Estimated Fees and Expenses

The Merger Agreement

Annex A Agreement and Plan of Merger

Annex B Amendment to Agreement and Plan of Merger

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Item 8. Fairness of the Transaction

Regulation M-A Item 1014

(a) ***Fairness.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Recommendations

Summary Term Sheet Opinion of Bear, Stearns & Co., Inc.

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Opinion of Financial Advisor

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Annex C Opinion of Bear, Stearns & Co., Inc.

(b) ***Factors Considered in Determining Fairness.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Recommendations

Summary Term Sheet Opinion of Bear, Stearns & Co., Inc.

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Opinion of Financial Advisor

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

Annex C Opinion of Bear, Stearns & Co., Inc.

(c) ***Approval of Security Holders.*** The transaction is structured so that the approval of at least a majority of the unaffiliated security holders is required. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Requisite Stockholder Vote

Questions and Answers about the Special Meeting and the Merger

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The Special Meeting Record Date, Outstanding Shares and Voting Rights

The Special Meeting Vote Required

The Special Meeting Voting of Proxies

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

The Merger Agreement

Annex A Agreement and Plan of Merger

(d) **Unaffiliated Representative.** An unaffiliated representative was not retained to act solely on behalf of unaffiliated security holders for purposes of negotiating the terms of the transaction or preparing a report concerning the fairness of the transaction. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Opinion of Bear, Stearns & Co., Inc.

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Opinion of Financial Advisor

Annex C Opinion of Bear, Stearns & Co., Inc.

(e) **Approval of Directors.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Recommendations

The Special Meeting Station Board Recommendation

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

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Special Factors Interests of Certain Persons in the Merger

(f) **Other Offers.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

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Item 9. Reports, Opinions, Appraisals and Negotiations.

Regulation M-A Item 1015

The reports attached as Exhibits (c)(2)-(c)(3) hereof, as well as the information set forth in the Proxy Statement under the following captions are incorporated herein by reference:

Summary Term Sheet Opinion of Bear, Stearns & Co., Inc.

Summary Term Sheet Report of CB Richard Ellis

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Opinion of Financial Advisor

Special Factors Report of CB Richard Ellis

Special Factors Evaluation of a Leveraged Recapitalization

Special Factors Projected Financial Information

Annex C Opinion of Bear, Stearns & Co., Inc.

(b) ***Preparer and Summary of the Report, Opinion or Appraisal.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Opinion of Bear, Stearns & Co., Inc.

Summary Term Sheet Report of CB Richard Ellis

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval and Adoption of the Merger Agreement

Special Factors Opinion of Financial Advisor

Special Factors Report of CB Richard Ellis

Special Factors Evaluation of a Leveraged Recapitalization

Annex C Opinion of Bear, Stearns & Co., Inc.

(c) **Availability of Documents.** The reports, opinions or appraisals referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of Station during its regular business hours by any interested holder of Station common stock.

Item 10. Source and Amounts of Funds or Other Consideration.

Regulation M-A Item 1007

(a) **Source of Funds.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

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Summary Term Sheet Expenses and Termination Fee

Summary Term Sheet Financing of the Merger

Special Factors Background of the Merger

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

Special Factors Financing of the Merger

Special Factors Estimated Fees and Expenses

Special Factors The Limited Guarantee

The Merger Agreement

Annex A Agreement and Plan of Merger

(b) **Conditions.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet What We Need to Do to Complete the Merger

Summary Term Sheet Regulatory Approvals That Must be Obtained

Summary Term Sheet Financing of the Merger

Special Factors Background of the Merger

Special Factors Financing of the Merger

The Special Meeting Vote Required

Special Factors Estimated Fees and Expenses

Special Factors Regulatory Approvals

The Merger Agreement

Annex A Agreement and Plan of Merger

(c) **Expenses.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Expenses and Termination Fee

Summary Term Sheet Financing of the Merger

Special Factors Background of the Merger

Special Factors Effects of the Merger

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Special Factors Interests of Certain Persons in the Merger

Special Factors Financing of the Merger

Special Factors Estimated Fees and Expenses

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The Merger Agreement

Annex A Agreement and Plan of Merger

(d) ***Borrowed Funds.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Financing of the Merger Debt Financing

Special Factors Background of the Merger

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Effects of the Merger

Special Factors Financing of the Merger Debt Financing

The Merger Agreement

Annex A Agreement and Plan of Merger

Item 11. Interest in Securities of the Subject Company.

Regulation M-A Item 1008

(a) ***Securities Ownership.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Special Factors Effects of the Merger

Special Factors Interests of Certain Persons in the Merger

Special Factors Arrangements with Respect to Station, Fertitta Partners and Parent Following the Merger

Other Important Information Regarding Station Security Ownership of Certain Beneficial Owners and Management

Other Important Information Regarding Station Security Ownership of Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo and FC Investor

Important Information Regarding Transaction Participants

(b) ***Securities Transactions.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Other Important Information Regarding Station Security Ownership of Certain Beneficial Owners and Management

Other Important Information Regarding Station Prior Purchases and Sales of Station Common Stock

Item 12. The Solicitation or Recommendation.

Regulation M-A Item 1012

(d) ***Intent to Tender or Vote in a Going-Private Transaction.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

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Summary Term Sheet Share Ownership of Directors and Executive Officers

Summary Term Sheet Recommendations

Questions and Answers about the Special Meeting and the Merger

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Interests of Certain Persons in the Merger

Special Factors The Voting Agreement

(e) ***Recommendations of Others.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet Recommendations

Questions and Answers about the Special Meeting and the Merger

The Special Meeting Station Board Recommendation

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Position of Frank J. Fertitta III, Lorenzo J. Fertitta, Parent, Merger Sub, Fertitta Partners, FCP HoldCo, FCP VoteCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr. as to Fairness

Special Factors Purposes and Reasons of Frank J. Fertitta III and Lorenzo J. Fertitta for the Merger

Special Factors Purposes and Reasons for the Merger of Parent, Merger Sub, Fertitta Partners, FCP VoteCo, FCP HoldCo, FC Investor, Colony, Colony Acquisitions and Thomas J. Barrack, Jr.

Special Factors Purposes, Reasons and Plans for Station after the Merger

Special Factors Interests of Certain Persons in the Merger

Item 13. Financial Information.

Regulation M-A Item 1010

The audited consolidated financial statements set forth in the Company's Annual Report on Form 10-K for the year ended December 31, 2006, as amended, and the information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Other Important Information Regarding Station Selected Historical Consolidated Financial Data

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Other Important Information Regarding Station Price Range of Common Stock and Dividend Information

Other Important Information Regarding Station Ratio of Earnings to Fixed Charges

Other Important Information Regarding Station Book Value per Share

Where You Can Find More Information

(a) ***Pro Forma Information.*** Not applicable.

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Item 14. Persons/Assets, Retained, Employed, Compensated or Used.

Regulation M-A Item 1009

(a) ***Solicitations or Recommendations.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Summary Term Sheet

Questions and Answers about the Special Meeting and the Merger

The Special Meeting Solicitation of Proxies; Expenses

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Interests of Certain Persons in the Merger

Special Factors Estimated Fees and Expenses

(b) ***Employees and Corporate Assets.*** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

Questions and Answers about the Special Meeting and the Merger

The Special Meeting Solicitation of Proxies; Expenses

Special Factors Background of the Merger

Special Factors Recommendation of the Special Committee and Board of Directors; Reasons for Recommending Approval of the Merger Agreement

Special Factors Interests of Certain Persons in the Merger

Special Factors Estimated Fees and Expenses

Item 15. Additional Information.

Regulation M-A Item 1011

(b) ***Other Material Information.*** The information contained in the Proxy Statement, including all annexes thereto, is incorporated herein by reference.

Item 16. Exhibits.

Regulation M-A Item 1016

(a)(1) Letter to Stockholders of Station Casinos, Inc., incorporated herein by reference to the Proxy Statement on Schedule 14A filed by Station Casinos, Inc. with the SEC on July 9, 2007

(a)(2)

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Notice of Special Meeting of Stockholders of Station Casinos, Inc., incorporated herein by reference to the Proxy Statement on Schedule 14A filed by Station Casinos, Inc. with the SEC on July 9, 2007

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- (a)(3) Proxy Statement of Station Casinos, Inc., incorporated herein by reference to the Proxy Statement on Schedule 14A filed by Station Casinos, Inc. with the SEC on July 9, 2007
- (b)(1) Second Amended and Restated Revolver Debt Commitment Letter, dated May 3, 2007, from Deutsche Bank Trust Company Americas and Deutsche Bank Securities, Inc. to Fertitta Colony Partners LLC*
- (b)(2) Second Amended and Restated CMBS Debt Commitment Letter, dated May 3, 2007, from JPMorgan Chase Bank, N.A., German American Capital Corporation and Deutsche Bank AG, New York to Fertitta Colony Partners LLC*
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- (c)(4) Leveraged Recapitalization Analysis of Station Casinos, Inc., prepared by Bear, Stearns & Co., Inc., discussed with the Special Committee of the Board of Directors of Station Casinos, Inc. at its January 19, 2007 meeting**
- (d)(1) Agreement and Plan of Merger, dated as of February 23, 2007, among Parent, Merger Sub and Station, incorporated herein by reference to Annex A of the Proxy Statement on Schedule 14A filed by Station Casinos, Inc. with the SEC on July 9, 2007
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- (d)(4) Reaffirmation of Limited Guarantee, dated as of May 4, 2007, of Colony Investors VII, L.P., Colony Investors VIII, L.P. and Colony Parallel Investors VIII Holdings, L.P.*
- (d)(5) Equity Commitment Letter, dated February 23, 2007, of FC Investor, incorporated herein by reference to Exhibit 7.10 of Amendment No. 25, 26 and 27 to Schedule 13D filed by Frank J. Fertitta III, Lorenzo J. Fertitta, Blake L. Sartini, Delise F. Sartini and Fertitta Colony Partners LLC with respect to Station Casinos, Inc. with the SEC on February 27, 2007
- (d)(6) Rollover Commitment Letter, dated February 23, 2007, of Lorenzo J. Fertitta, incorporated herein by reference to Exhibit 7.11 of Amendment No. 25, 26 and 27 to Schedule 13D filed by Frank J. Fertitta III, Lorenzo J. Fertitta, Blake L. Sartini, Delise F. Sartini and Fertitta Colony Partners LLC with respect to Station Casinos, Inc. with the SEC on February 27, 2007
- (d)(7) Rollover Commitment Letter, dated February 23, 2007, of Frank J. Fertitta, III, incorporated herein by reference to Exhibit 7.12 of Amendment No. 25, 26 and 27 to Schedule 13D filed by Frank J. Fertitta III, Lorenzo J. Fertitta, Blake L. Sartini, Delise F. Sartini and Fertitta Colony Partners LLC with respect to Station Casinos, Inc. with the SEC on February 27, 2007

- (d)(8) Rollover Commitment Letter, dated February 23, 2007, of Mr. Sartini and Mrs. Sartini, incorporated herein by reference to Exhibit 7.13 of Amendment No. 25, 26 and 27 to Schedule 13D filed by Frank J. Fertitta III, Lorenzo J. Fertitta, Blake L. Sartini, Delise F. Sartini and Fertitta Colony Partners LLC with respect to Station Casinos, Inc. with the SEC on February 27, 2007
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- (f) None
- (g) None
- (h) None

* **Previously filed on May 7, 2007.**

** **Previously filed on June 26, 2007.**

SIGNATURES

After due inquiry and to the best of my knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 6,
2007

STATION CASINOS, INC.

By: /s/ Thomas M. Friel
Name: Thomas M. Friel
Title: Executive Vice President, Chief Accounting Officer
and Treasurer

Dated: July 6, 2007

FRANK J. FERTITTA, III

By: /s/ Frank J. Fertitta, III
Name: Frank J. Fertitta, III

Dated: July 6, 2007

LORENZO J. FERTITTA

By: /s/ Lorenzo J. Fertitta
Name: Lorenzo J. Fertitta

Dated: July 6, 2007

FERTITTA COLONY PARTNERS LLC

By: /s/ Frank J. Fertitta, III
Name: Frank J. Fertitta, III
Title: Authorized Member

Dated: July 6, 2007

FCP ACQUISITION SUB

By: /s/ Frank J. Fertitta, III
Name: Frank J. Fertitta, III
Title: President

Dated: July 6, 2007

FERTITTA PARTNERS LLC

By: /s/ Frank J. Fertitta, III
Name: Frank J. Fertitta, III
Title: Authorized Member

Dated: July 6, 2007

FCP HOLDING, INC.

By: /s/ Frank J. Fertitta, III
Name: Frank J. Fertitta, III
Title: Authorized Member

Dated: July 6, 2007

FCP VOTECO LLC

By: /s/ Frank J. Fertitta, III
Name: Frank J. Fertitta, III
Title: Authorized Member

Dated: July 6, 2007

FC INVESTOR, LLC

By: /s/ Jonathan H. Grunzweig
Name: Jonathan H. Grunzweig
Title: Vice President

Dated: July 6, 2007

COLONY CAPITAL, LLC

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By: /s/ Jonathan H. Grunzweig
Name: Jonathan H. Grunzweig
Title: Vice President

Dated: July 6, 2007

COLONY CAPITAL ACQUISITIONS, LLC

By: /s/ Jonathan H. Grunzweig
Name: Jonathan H. Grunzweig
Title: Vice President

Dated: July 6, 2007

THOMAS J. BARRACK, JR.

By: /s/ Thomas J. Barrack, Jr.
Name: Thomas J. Barrack, Jr.

EXHIBIT INDEX

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- (f) None
- (g) None
- (h) None

* Previously filed on May 7, 2007.

** Previously filed on June 26, 2007
