CENTURY CASINOS INC /CO/
Form 8-K
November 22, 2017
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): November 17, 2017

CENTURY CASINOS, INC.

(Exact Name of Registrant as specified in its charter)

Delaware0-2290084-1271317

(State or other jurisdiction(Commission(I.R.S. Employer

of incorporation)File Number) Identification Number)

455 E. Pikes Peak Ave., Suite 210, Colorado Springs, Colorado 80903

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:719-527-8300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registra
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))

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

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.

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Item 1.01Entry into a Material Definitive Agreement.

On November 17, 2017, Century Casinos, Inc. (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with Stifel, Nicolaus & Company, Incorporated and Roth Capital Partners, LLC, as representatives of the several underwriters named in the Underwriting Agreement (the "Underwriters"), with respect to the underwritten public offering (the "Offering") of 4,250,000 shares of common stock of the Company (the "Common Stock"), at a public offering price of $7.50 per share. Pursuant to the Underwriting Agreement, the Company also granted the Underwriters a 30-day option to purchase up to 637,500 additional shares of Common Stock, which the Underwriters exercised in full on November 21, 2017. The Company consummated the Offering, and the Underwriters delivered the 4,887,500 shares of Common Stock to purchasers, on November 21, 2017.

The net proceeds of the Offering to the Company are estimated to be approximately $34.4 million, after deducting underwriting discounts and commissions and before estimated expenses of the Offering, including proceeds from the exercise of the Underwriters' option to purchase additional shares of Common Stock in full. The Company intends to use up to $25 million of the net proceeds received from the sale of the Common Stock to fund construction costs for the Century Mile project. The Company intends to use the remaining net proceeds for investments in additional gaming projects and for working capital and other general corporate purposes, including, without limitation, expanding existing businesses, acquiring businesses, investing in other business opportunities and repayment or refinancing of debt. Pending such use, the Company may temporarily invest the net proceeds in short-term investments.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The Offering was conducted pursuant to the Company's effective shelf registration statement filed with the Securities and Exchange Commission (the "SEC") on Form S-3 (File No. 333-218282). A prospectus supplement and prospectus relating to the Offering have been filed with the SEC.

The foregoing summary is qualified by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein.

Item 7.01Regulation FD Disclosure.

On November 21, 2017, the Company issued a press release announcing the closing of the Offering. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K, and the contents thereof are incorporated herein by reference. The information under Item 7.01 and in Exhibit 99.1 of this report is being furnished and shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section. The information under Item 7.01 and in Exhibit 99.1 of this report shall not be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events

The Company is filing a legal opinion of Faegre Baker Daniels LLP, attached as Exhibit 5.1 to this Current Report on Form 8-K, to incorporate such opinion by reference into the shelf registration statement and into the prospectus supplement and prospectus referred to above.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|---|---|
| 1.1 | Underwriting Agreement, dated November 17, 2017, between Century Casinos, Inc. and Stifel, Nicolaus & Company, Incorporated and Roth Capital Partners, LLC., as representatives of the several underwriters named therein. |
| 5.1 | Opinion of Faegre Baker Daniels LLP |
| 5.2 | Consent of Faegre Baker Daniels LLP (included in Exhibit 5.1). |
| 99.1 | Century Casinos, Inc. |

Press Release dated November 21, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on i
hereunto duly authorized.

Century Casinos, Inc.

Date:  November 21, 2017By: /s/ Margaret Stapleton

Margaret  Stapleton

Executive Vice President and Principal Financial/Accounting Officer

r value measurements and impairment of securities, FASB Staff Position No. FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value Financial Instruments, FASB Staff Position No. FAS 115-2 and FAS 124-2, Recognition and Presentation of Other-Than-Temporary Impairments, and FASB Staff Position No. FAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly. These staff positions 1) require that the fair value of all financial instruments be disclosed in both interim and annual reporting periods; 2) modify the criteria used to assess other-than-temporary impairments (OTTI) of debt securities and collectability of cash flows; 3) bifurcate the recognition of OTTI between earnings and other comprehensive income; 4) require expanded and more frequent disclosures about OTTI; 5) permit adjustments to estimated fair values when, due to significant decrease in the volume and level of market activity or evidence that a market is not orderly, the valuation technique does not fairly present the price at which willing market participants would transact at the measurement date; and 6) require disclosure about inputs and valuation techniques used to measure fair value for both interim and annual reporting periods. The staff positions are effective for interim reporting periods ending after June 15, 2009, with early adoption permitted. The sponsor has not determined the effect of adopting the staff positions on the net assets available for benefits and changes in those net assets.

**Table of Contents**

NOTES TO FINANCIAL STATEMENTS
Eaton Personal Investment Plan

**8 Benefit-Responsive Investment Contract**

The Plan holds an interest in a benefit-responsive investment contract with Vanguard in the Eaton Stable Value Fund. Vanguard maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contracts are fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Vanguard, represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

The average market yield of the Fund for 2008 and 2007 was 4.64% and 4.68%, respectively. This yield is calculated based on actual investment income from the underlying investments for the last month of the year, annualized and divided by the fair value of the investment portfolio on the report date. The average yield of the Fund with an adjustment to reflect the actual interest rate credited to participants in the Fund was 3.82% and 4.69%, respectively.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than zero percent. Such interest rates are reviewed on a quarterly basis for resetting.

The fair value is based on various valuation approaches dependent on the underlying investments of the contract.

Certain events limit the ability of the Plan to transact at contract value with the issuers. The Plan Administrator does not believe that the occurrence of any such value event, which would limit the Plan s ability to transact at contract value with participants is probable.

The issuer may terminate the contract for cause at any time.

- 11 -

NOTES TO FINANCIAL STATEMENTS
Eaton Personal Investment Plan

**9 Fair Value Measurements**

In the first quarter 2008, we adopted SFAS 157, Fair Value Measurements, which became effective on January 1, 2008. SFAS 157, which applies to financial assets and liabilities, establishes a framework for measuring fair value, establishes a fair value hierarchy based on inputs used to measure fair value, and expands disclosure about fair value measurements. Adopting this statement has not had an effect on our financial condition, cash flows, or results of operations.

In accordance with SFAS 157, we have categorized our financial instruments, based on the degree of subjectivity inherent in the valuation technique, into a fair value hierarchy of three levels, as follows:

Level 1 inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2008 and 2007.

*Registered investment companies (mutual funds), and separate accounts*: Valued at the net asset value (NAV) of shares held by the Plan at year end. Separate accounts may include U.S. government securities and corporate debt securities.

*Common collective trusts*: Valued at the net unit value of units held by the trust at year end. The unit value determined by the Total Value of fund Assets divided by the Total Number of Units of the Fund owned.

*Participant loans*: Valued at amortized cost, which approximates fair value.

*Guaranteed investment contract*: Valued at fair value by discounting the related cash flows based on current yields of similar instruments with comparable durations considering the credit-worthiness of the issuer.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

**Table of Contents**

NOTES TO FINANCIAL STATEMENTS
Eaton Personal Investment Plan

**9 Fair Value Measurements, Continued**

The following table sets forth by level, within the fair value hierarchy, the Plan s assets at fair value as of December 31, 2008:

| | Level 1 Fair Value | Level 2 Fair Value | Level 3 Fair Value | Totals |
|---|---|---|---|---|
| Registered investment companies | $ 27,087,422 | $ | $ | $ 27,087,422 |
| Guaranteed investment contracts | | 8,256,608 | | 8,256,608 |
| Common collective trusts | | 13,735,992 | | 13,735,992 |
| Separate accounts | | 17,900,402 | | 17,900,402 |
| Participant loans | | | 2,453,492 | 2,453,492 |
| Totals | $ 27,087,422 | $ 39,893,002 | $ 2,453,492 | $ 69,433,916 |

The table below sets forth a summary of changes in the fair value of the Plan s level 3 assets for the year ended December 31, 2008:

| | Participant Loans |
|---|---|
| Balance, beginning of year | $ 2,654,649 |
| Purchases, sales, issuances and settlements (net) | (201,157) |
| Balance, end of year | $ 2,453,492 |

- 13 -

**Table of Contents**

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT END OF YEAR
Form 5500, Schedule H, Part IV, Line 4i
Eaton Personal Investment Plan
EIN 34-0196300
Plan Number 162
December 31, 2008

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | ( c ) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value | (d) Cost | | (e) Current Value |
|---|---|---|---|---|---|
| * | Interest in Eaton Employee Savings Trust Master Trust | Master Trust | N/A | $ | 58,723,816 |
| * | Interest in Eaton Stable Value Fund-Footnote 1 | Guaranteed Investment Contract | N/A | | 8,356,171 |
| * | Participant Loans | 4%-10.5%, various maturity dates | N/A | | 2,453,492 |
| | | | | $ | 69,533,479 |

Footnote 1-denotes contract value

* Party-in-interest to the Plan.

- 14 -

**Table of Contents**

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-150637, Form S-8 No. 333-77243, Form S-8 No. 333-03599, and Form S-8 No. 333-104367) pertaining to the Eaton Personal Investment Plan of our report dated June 18, 2009, with respect to the financial statements of the Eaton Personal Investment Plan included in this Annual Report (Form 11-K) for the years ended December 31, 2008 and 2007.

Meaden & Moore, Ltd
/s/ Meaden & Moore, Ltd
Cleveland, Ohio
June 18, 2009