

AMERISTAR CASINOS INC

Form 8-K

June 16, 2011

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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): **June 15, 2011**
Ameristar Casinos, Inc.
(Exact name of registrant as specified in its charter)**

| | | |
|--|--|--|
| Nevada (State or other jurisdiction of incorporation) | 000-22494 (Commission File Number) | 88-0304799 (I.R.S. Employer Identification No.) |
|--|--|--|

3773 Howard Hughes Parkway, Suite 490S

Las Vegas, Nevada

(Address of principal executive offices)

89169

(Zip Code)

Registrant's telephone number, including area code: **(702) 567-7000**

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 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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EX-10.1

Table of Contents**Item 1.01. Entry into a Material Definitive Agreement.**

On June 15, 2011, the stockholders of Ameristar Casinos, Inc. (the Company) approved an amendment to Section 4.1 of the Company's 2009 Stock Incentive Plan (the Plan) to increase the number of shares of the Company's common stock reserved and available for distribution under the Plan from 6,000,000 to 9,100,000. The Plan, as restated to reflect this amendment, is filed as Exhibit 10.1 hereto and incorporated herein by reference.

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

(a) The 2011 Annual Meeting of Stockholders (the Annual Meeting) of the Company was held on June 15, 2011.

(b) The following table shows the tabulation of votes for all matters put to vote at the Annual Meeting.

| Matters Put to Vote | For | Against/Withheld | Abstentions | Broker Non-Votes | |
|---|---------------|-------------------------|--------------------|-------------------------|-------------------------|
| Election of Luther P. Cochrane as a Class A Director | 53,104,027 | 2,469,477 | 0 | 1,441,875 | |
| Election of Larry A. Hodges as a Class A Director | 55,346,494 | 227,010 | 0 | 1,441,875 | |
| Proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for 2011 | 56,763,169 | 209,186 | 43,024 | 0 | |
| Proposal to approve an amendment to the Company's 2009 Stock Incentive Plan | 44,485,593 | 11,014,541 | 73,370 | 1,441,875 | |
| Proposal to approve, on an advisory basis, the compensation of the Company's named executive officers | 50,692,844 | 4,844,008 | 36,652 | 1,441,875 | |
| | 1 Year | 2 Years | 3 Years | Abstentions | Broker Non-Votes |
| Advisory vote on the frequency of future advisory votes on the compensation of the Company's named executive officers | 14,307,554 | 4,305,245 | 36,926,246 | 34,459 | 1,441,875 |

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. Each of the exhibits listed below is incorporated herein in its entirety.

Exhibit Description

10.1 Ameristar Casinos, Inc. 2009 Stock Incentive Plan, amended and restated June 15, 2011

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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, thereunto duly authorized.

Ameristar Casinos, Inc.

By: /s/ Peter C. Walsh

Name: Peter C. Walsh

Title: Senior Vice President and General
Counsel

Dated: June 16, 2011

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EXHIBIT INDEX

Exhibit Description

10.1 Ameristar Casinos, Inc. 2009 Stock Incentive Plan, amended and restated June 15, 2011