

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 16, 2004

GAYLORD ENTERTAINMENT COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-13079

(Commission File Number)

73-0664379

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

One Gaylord Drive
Nashville, Tennessee

(Address of principal executive offices)

37214

(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))
-

TABLE OF CONTENTS

[Item 7.01. Regulation FD Disclosure.](#)
[SIGNATURES](#)
[EX-99.1 PRESS RELEASE 11/16/04](#)

[Table of Contents](#)

Item 7.01. Regulation FD Disclosure.

Gaylord Entertainment Company announced today that it intends to offer, through a private placement, subject to market and other conditions, \$200 million in aggregate principal amount of senior notes due 2014. The announcement is set forth in the press release furnished herewith as Exhibit 99.1.

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: November 16, 2004

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Senior Vice President, General Counsel and
Secretary

(GAYLORD ENTERTAINMENT(TM) LOGO)

FOR IMMEDIATE RELEASE

GAYLORD ENTERTAINMENT COMPANY
ANNOUNCES PROPOSED SENIOR NOTES OFFERING

Nashville, Tenn., (Nov. 16, 2004) -- Gaylord Entertainment Co. (NYSE: GET) (the "Company") today announced that it intends to offer, subject to market and other conditions, \$200 million in aggregate principal amount of senior notes due 2014. The senior notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). The interest rate, offering price, ultimate aggregate principal amount and other terms of the notes are to be determined by negotiations between the Company and the initial purchasers of the notes. The notes will rank equally in right of payment with the Company's other unsecured unsubordinated debt, but will be effectively subordinated to all of the Company's secured debt to the extent of the assets securing such debt. The notes will be guaranteed on a senior unsecured basis by each of the Company's subsidiaries that is a borrower or guarantor under the Company's 2003 senior secured credit facility or that is a guarantor under the Company's outstanding 8% senior notes due 2013. The Company plans to use the proceeds of the offering to repay the Company's Nashville hotel loan and to pay fees and expenses related to the notes offering. Following repayment of the Nashville hotel loan, the entities that are borrowers or guarantors under that loan will become guarantors of the notes being offered, the 8% senior notes due 2013 and the 2003 senior secured credit facility.

The securities will not be registered under the Securities Act or any state securities laws and, unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act and applicable state laws.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

The foregoing statements regarding the Company's intentions with respect to the contemplated offering and other transactions described above are forward-looking statements under the Private Securities Litigation Reform Act of 1995, and actual results could vary materially from the statements made. The Company's ability to complete the offering and other transactions described above successfully is subject to various risks, many of which are outside its control, including prevailing conditions in the capital markets and other risks and uncertainties as detailed from time to time in the reports filed by the Company with the Securities and Exchange Commission.

-more-

INVESTOR RELATIONS CONTACTS:

David Kloeppe, CFO
Gaylord Entertainment Company
(615) 316-6101
dkloeppe@gaylordentertainment.com

~OR~

Jason Morgan
Gaylord Entertainment Company
(615) 316-6561
jmorgan@gaylordentertainment.com

MEDIA CONTACTS:

Greg Rossiter
Gaylord Entertainment Company
(615) 316-6302
grossiter@gaylordentertainment.com

~OR~

Dan O'Connor
Sloane & Company
(212) 446-1865
doconnor@sloanepr.com