

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

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

**Date of Report (Date of earliest event reported): August 13, 2012 (August 13, 2012)**

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**GAYLORD ENTERTAINMENT COMPANY**

**(Exact name of registrant as specified in its charter)**

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**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)**

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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 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.**

The Amended and Restated Rights Agreement by and between Gaylord Entertainment Company (the “Company”) and Computershare Trust Company, N.A., as Rights Agent, dated as of March 9, 2009, as amended on August 12, 2011 (the “Rights Plan”), and all preferred share purchase rights distributed to holders of the Company’s common stock pursuant to the Rights Plan, expire by their respective terms on August 13, 2012. Accordingly, the Rights Plan will be of no further force and effect.

**ITEM 8.01. OTHER EVENTS.**

On August 13, 2012, the Company issued a press release announcing the pricing of an underwritten secondary offering of 5,643,129 shares of its common stock held by TRT Holdings, Inc. at a price to the public of \$40.00 per share. The press release also announced that the Company granted the underwriter an option to purchase 846,469 additional shares of its common stock at the public offering price, less the underwriter’s discount. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits

99.1 Press Release issued by Gaylord Entertainment Company on August 13, 2012

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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: August 13, 2012

By: /s/ Carter R. Todd

Name: Carter R. Todd

Title: Executive Vice President, General Counsel and Secretary

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INDEX TO EXHIBITS

99.1 Press Release issued by Gaylord Entertainment Company on August 13, 2012

### **Gaylord Entertainment Announces Pricing of Secondary Offering**

NASHVILLE, Tenn. (August 13, 2012) — Gaylord Entertainment Company (NYSE: GET) today announced that it priced an underwritten secondary offering of 5,643,129 shares of its common stock held by TRT Holdings, Inc., at a price to the public of \$40.00 per share. Gaylord Entertainment will not receive any proceeds from sales of common stock by the selling stockholder. The offering is scheduled to close on August 16, 2012, subject to customary closing conditions.

In addition, Gaylord Entertainment granted the underwriter an option exercisable for a period of 30 days commencing August 7, 2012, to purchase up to 846,469 additional shares of its common stock at the public offering price, less the underwriter's discount.

Deutsche Bank Securities Inc. is acting as the sole underwriter for the offering.

The secondary offering is made only by means of a written prospectus and related prospectus supplement forming part of the effective registration statement filed with the SEC. Copies of the prospectus and prospectus supplement relating to this offering may be obtained from Deutsche Bank Securities Inc., Attn: Prospectus Group, 60 Wall Street, New York, NY 10005-2836, email: [prospectus.CPDG@db.com](mailto:prospectus.CPDG@db.com), telephone: 800-503-4611.

This press release shall not constitute an offer to sell or the solicitation of any offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale is not permitted.

### About Gaylord Entertainment

Gaylord Entertainment, a leading hospitality and entertainment company based in Nashville, Tenn., owns and operates Gaylord Hotels ([www.gaylordhotels.com](http://www.gaylordhotels.com)), its network of upscale, meetings-focused resorts, and the Grand Ole Opry ([www.opry.com](http://www.opry.com)), the weekly showcase of country music's finest performers for more than 80 consecutive years. The Company's entertainment brands and properties include the Radisson Hotel Opryland, Ryman Auditorium, General Jackson Showboat, Gaylord Springs Golf Links, Wildhorse Saloon, and WSM-AM. For more information about the Company, visit [www.GaylordEntertainment.com](http://www.GaylordEntertainment.com).

### ***Investor Relations Contacts:***

Mark Fioravanti, Executive Vice President and  
Chief Financial Officer

Gaylord Entertainment

615-316-6588

[mfioravanti@gaylordentertainment.com](mailto:mfioravanti@gaylordentertainment.com)

~or~

Patrick Chaffin, Vice President of Strategic  
Planning and Investor Relations

Gaylord Entertainment

615-316-6282

[pchaffin@gaylordentertainment.com](mailto:pchaffin@gaylordentertainment.com)

### ***Media Contacts:***

Brian Abrahamson, Vice President of Corporate Communications

Gaylord Entertainment

(615) 316-6302

[babrahamson@gaylordentertainment.com](mailto:babrahamson@gaylordentertainment.com)

~or~

Josh Hochberg or Dan Zacchei

Sloane & Company

(212) 446-1892 or (212) 446-1882

[jhochberg@sloanepr.com](mailto:jhochberg@sloanepr.com) [dzacchei@sloanepr.com](mailto:dzacchei@sloanepr.com)