
**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): August 12, 2011 (August 12, 2011)

GAYLORD ENTERTAINMENT COMPANY

(Exact name of registrant as specified in its charter)

Delaware	1-13079	73-0664379
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

One Gaylord Drive Nashville, Tennessee	37214
(Address of principal executive offices)	(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))
-
-

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On August 12, 2011, Gaylord Entertainment Company (the “Company”), entered into an amendment (the “Amendment”) to the Amended and Restated Rights Agreement by and between the Company and Computershare Trust Company, N.A., as Rights Agent (the “Rights Agreement”), to extend the expiration date of the rights contained therein from August 12, 2011 to August 12, 2012 (which Amendment the Board of Directors of the Company approved on August 11, 2011). Except for the extension of the expiration date, the Rights Agreement otherwise remains unmodified.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed herewith as Exhibit 4.1 and is incorporated herein reference. A copy of the Rights Agreement and a summary of its material terms were filed with the Securities and Exchange Commission on a Form 8-K on March 10, 2009 (incorporated herein by reference by Exhibit 4.2).

ITEM 3.03. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.

The disclosures set forth under Item 1.01 are incorporated by reference into this Item 3.03.

ITEM 7.01. REGULATION FD DISCLOSURE.

A copy of the press release announcing the Amendment is furnished herewith as Exhibit 99.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

- 4.1 Amendment No. 1 dated as of August 12, 2011 to the Amended and Restated Rights Agreement, dated as of March 9, 2009, between Gaylord Entertainment Company and Computershare Trust Company, N.A.
 - 4.2 Amended and Restated Rights Agreement, dated as of March 9, 2009, by and between Gaylord Entertainment Company and Computershare Trust Company, N.A., as Rights Agent, which includes the Form of Certificate of Designations of Series A Junior Participating Preferred Stock (Exhibit A), the Form of Rights Certificate (Exhibit B) and the Form of Summary of Rights to Purchase Preferred Shares (Exhibit C), incorporated herein by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K dated March 10, 2009.
- 99.1 Press Release of Gaylord Entertainment Company dated August 12, 2011.
-

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 12, 2011

By: /s/ Carter R. Todd
Name: Carter R. Todd
Title: Executive Vice President, General Counsel and Secretary

INDEX TO EXHIBITS

- 4.1 Amendment No. 1 dated as of August 12, 2011 to the Amended and Restated Rights Agreement, dated as of March 9, 2009, between Gaylord Entertainment Company and Computershare Trust Company, N.A.
- 4.2 Amended and Restated Rights Agreement, dated as of March 9, 2009, by and between Gaylord Entertainment Company and Computershare Trust Company, N.A., as Rights Agent, which includes the Form of Certificate of Designations of Series A Junior Participating Preferred Stock (Exhibit A), the Form of Rights Certificate (Exhibit B) and the Form of Summary of Rights to Purchase Preferred Shares (Exhibit C), incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated March 10, 2009.
- 99.1 Press Release of Gaylord Entertainment Company dated August 12, 2011.

GAYLORD ENTERTAINMENT COMPANY
and
COMPUTERSHARE TRUST COMPANY, N.A.
AMENDMENT No. 1
to
AMENDED AND RESTATED
RIGHTS AGREEMENT

This Amendment No. 1 to the Amended and Restated Rights Agreement, dated as of August 12, 2011 (the "Amendment"), is between Gaylord Entertainment Company, a Delaware corporation (the "Company"), and Computershare Trust Company, N.A., a federally chartered trust company, as Rights Agent (the "Rights Agent").

WHEREAS, the Company and the Rights Agent are parties to that certain Amended and Restated Rights Agreement, dated as of March 9, 2009 (the "Rights Agreement");

WHEREAS, the Rights Agreement, under its current terms, will expire at the Close of Business on August 12, 2011;

WHEREAS, the Company may amend the Rights Agreement in accordance with the terms of Section 27 of the Rights Agreement; and

WHEREAS, the Board of Directors of the Company determined on August 11, 2011, that it was in the best interests of the Company and its stockholders to extend the Final Expiration Date for a period of one (1) year to August 12, 2012 in accordance with the terms set forth in this Amendment;

NOW THEREFORE, in consideration of the premises and mutual agreements herein set forth, the parties hereby agree as follows:

1. Amendments.
 - 1.1 Section 1(q)(viii)(C) of the Rights Agreement is amended to replace the reference to "August 12, 2011" with "August 12, 2012".
 - 1.2 Clause (i) of Section 7(a) of the Rights Agreement is amended to replace each reference in such clause to "August 12, 2011" with "August 12, 2012".
 - 1.3 All references to "August 12, 2011" in Exhibit B (the Form of Right Certificate) and Exhibit C (the Summary of Rights to Purchase Shares of Preferred Stock of Gaylord Entertainment Company) to the Rights Agreement are amended to replace each such reference with "August 12, 2012".
 2. Capitalized Terms. Capitalized terms not otherwise defined herein will have the meanings given such terms in the Rights Agreement.
-

3. Benefits. Nothing in this Amendment shall be construed to give to any Person other than the Company, the Rights Agent and the registered holders of the Right Certificates (and, prior to the Distribution Date, the Common Shares) any legal or equitable right, remedy or claim under this Amendment; but this Amendment shall be for the sole and exclusive benefit of the Company, the Rights Agent and the registered holders of the Right Certificates (and, prior to the Distribution Date, the Common Shares).

4. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

5. Descriptive Headings. Descriptive headings of the several Sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

6. Governing Law. This Amendment, the Rights Agreement and each Right Certificate issued thereunder shall be deemed to be a contract made under the laws of the State of Delaware and for all purposes shall be governed by and construed in accordance with the laws of such State applicable to contracts to be made and performed entirely within such State.

7. Counterparts. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment transmitted electronically shall have the same authority, effect and enforceability as an original signature.

8. Effect of Amendment. Except as expressly modified by this Amendment, the Rights Agreement and its exhibits shall remain in full force and effect.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed, all as of the day and year first above written.

GAYLORD ENTERTAINMENT COMPANY

By: /s/ Carter R. Todd
Name: Carter R. Todd
Its: EVP & General Counsel

COMPUTER SHARE TRUST COMPANY, N.A.

By: /s/ Charles V. Rossi
Name: Charles V. Rossi
Its: President

[SIGNATURE PAGE TO AMENDMENT NO. 1 TO RIGHTS AGREEMENT]



GAYLORD ENTERTAINMENT EXTENDS SHAREHOLDER RIGHTS PLAN BY ONE YEAR

NASHVILLE, Tenn. (August 12, 2011) — Gaylord Entertainment Co. (NYSE: GET) today announced that its Board of Directors elected yesterday to extend the term of the Company's shareholder rights plan by one year until August 12, 2012. This extension was not in response to any acquisition proposal. Except for the extension of the expiration date of the plan from August 12, 2011 to August 12, 2012, the other terms and conditions of the shareholder rights plan remain unchanged.

Colin V. Reed, chairman and chief executive officer of Gaylord Entertainment, stated, "The Board decided to extend our existing shareholder rights plan as a result of this week's turbulent and unpredictable stock market gyrations, which we believe has led to a substantial disconnect between the true value of the company and our stock price. The Board also took into account significant recent acquisitions of our stock by our largest shareholder when making this determination. By extending the shareholder rights plan, we are ensuring that all shareholders can equally and fairly participate in the benefits of our unique business model."

The full text of the amendment to the shareholder rights plan will be filed on a Current Report on Form 8-K to be filed with the Securities and Exchange Commission.

About Gaylord Entertainment

Gaylord Entertainment (NYSE: GET), a leading hospitality and entertainment company based in Nashville, Tenn., owns and operates Gaylord Hotels (www.gaylordhotels.com), its network of upscale, meetings-focused resorts, and the Grand Ole Opry (www.opry.com), the weekly showcase of country music's finest performers for more than 85 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.

This press release contains statements as to the Company's beliefs and expectations of the outcome of future events that are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. These include the risks and uncertainties associated with the flood damage to Gaylord Opryland and our other Nashville-area Gaylord facilities, including our remaining flood-related repair projects, effects of the hotel closure such as the loss of customer goodwill, uncertainty of future hotel bookings and other negative factors yet to be determined, risks associated with compliance with the Company's \$925 million credit facility which matures in August 2015, risks associated with development, budgeting, financing and approvals for our Colorado project, economic conditions affecting the hospitality business generally, rising labor and benefits costs, the timing of any new development projects, increased costs and other risks associated with building and developing new hotel facilities, the geographic concentration of our hotel properties, business levels at the Company's hotels, our ability to successfully operate our hotels, our ability to refinance indebtedness as it matures and our ability to obtain financing for new developments. Other factors that could cause operating and financial results to differ are described in the filings made from time to time by the Company with the Securities and Exchange Commission and include the risk factors described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2010 and our Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2011. The Company does not undertake any obligation to release publicly any revisions to forward-looking statements made by it to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events.

Investor Relations Contacts:

Mark Fioravanti, Senior Vice
President and Chief Financial Officer
Gaylord Entertainment
(615) 316-6588
mfioravanti@gaylordentertainment.com

~or~

Patrick Chaffin, Vice President of
Strategic Planning and Investor Relations
Gaylord Entertainment
(615) 316-6282
pchaffin@gaylordentertainment.com

Media Contacts:

Brian Abrahamson, Vice President of
Corporate Communications
Gaylord Entertainment
(615) 316-6302
babrahamson@gaylordentertainment.com

~or~

Josh Hochberg or Dan Zacchei

Sloane & Company
(212) 446-1892 or (212) 446-1882
jhochberg@sloanepr.com or
dzacchei@sloanepr.com