

YOUBET COM INC
Form 425
November 12, 2009

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 11, 2009

CHURCHILL DOWNS INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Kentucky
(State or Other Jurisdiction

of Incorporation)

001-33998
(Commission

File Number)

700 Central Avenue, Louisville, Kentucky 40208

61-0156015
(IRS Employer

Identification No.)

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(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (502) 636-4400

Not Applicable

(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 8.01. Other Events

On November 11, 2009, Churchill Downs Incorporated (the Company) issued a joint press release with Youbet.com, Inc. (Youbet) announcing the execution of an Agreement and Plan of Merger, dated as of November 11, 2009, by and among the Company, Tomahawk Merger LLC, a wholly-owned subsidiary of the Company, Tomahawk Merger Corp., a wholly-owned subsidiary of the Company, and Youbet. A copy of the joint press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Joint press release, dated November 11, 2009, of Churchill Downs Incorporated and Youbet.com, Inc.

SIGNATURE

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.

CHURCHILL DOWNS INCORPORATED

November 11, 2009

By: */s/* WILLIAM E. MUDD
Name: **William E. Mudd**
Title: **Executive Vice President and Chief Financial Officer**

EXHIBIT INDEX

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