

**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): March 30, 2012**

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**FULL HOUSE RESORTS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-32583**  
(Commission  
File Number)

**13-3391527**  
(I.R.S. Employer  
Identification No.)

**4670 S. Fort Apache Road, Suite 190**  
**Las Vegas, Nevada**  
(Address of principal executive offices)

**89147**  
(Zip Code)

**Registrant's telephone number, including area code: 702-221-7800**

(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:

- 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 March 30, 2012, Full House Resorts, Inc. ("Full House") entered into an Equity Purchase Agreement (the "Agreement") by and among Full House; Firekeepers Development Authority (the "Buyer"), an unincorporated instrumentality and political subdivision of the Nottawaseppi Huron Band of Potawatomi Indians; RAM Entertainment, LLC ("RAM") and Robert A. Mathewson. The transaction contemplated under the Agreement closed on March 30, 2012.

Under the Agreement, Full House and RAM sold all of their limited liability company interests in Gaming Entertainment (Michigan), LLC ("GEM") to the Buyer for an aggregate purchase price of \$97.5 million in cash. The purchase price was paid \$48.7 million to Full House and \$48.6 million to RAM (which reflects certain transaction expenses). In addition to the purchase price, the Buyer will pay Full House and RAM a fee equal in amount to the management fee that would have been earned by GEM under the Third Amended and Restated Management Agreement dated as of April 11, 2008 between the Buyer and GEM (the "Management Agreement") for March and April 2012 (the "Wind-up Fee"), less \$500,000. The Wind-up Fee will be paid in equal amounts to Full House and RAM at the time that the management fee for such month would have been paid if the Management Agreement had remained in effect for that month. Also under the Agreement, Full House will assume the benefits and obligations of GEM under the hotel consulting services agreement entered into between the Buyer and GEM on December 2, 2010.

Full House used a portion of the proceeds it received under the Agreement to pay off the entire balance of \$25.3 million outstanding under the Credit Agreement dated October 29, 2010 (the "Credit Agreement") by and among Full House, the financial institutions from time to time listed therein (the "Lenders") and Wells Fargo Bank, National Association as administrative agent for the Lenders, collateral agent for the Secured Parties (as defined in the Credit Agreement), security trustee for the Lenders, Letters of Credit Issuer and Swing Line Lender. The Credit Agreement, which was scheduled to mature on June 30, 2016, was terminated without the incurrence of any early termination penalties or fees.

A copy of the April 2, 2012 press release announcing the Agreement and the closing is attached hereto as Exhibit 99.1.

**Item 1.02 Termination of a Material Definitive Agreement.**

The information included under Item 1.01 above is incorporated herein by reference.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

The information included under Item 1.01 above is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release issued by Full House on April 2, 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.

Date: April 3, 2012

**Full House Resorts, Inc.**

/s/ Barth F. Aaron

Barth F. Aaron

Secretary/General Counsel

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Full House on April 2, 2012.

For Immediate Release

**FULL HOUSE RESORTS ANNOUNCES CLOSING ON SALE OF ITS INTEREST IN  
GAMING ENTERTAINMENT MICHIGAN AND ITS FIREKEEPERS MANAGEMENT  
CONTRACT**

Las Vegas, Nevada – April 2, 2012 – Full House Resorts, Inc. (NYSE Amex US: FLL) announced today that the Company and its 50% joint venture partner in Gaming Entertainment Michigan (GEM), RAM Entertainment LLC, closed on the \$97.5 million sale of their interests in GEM and the FireKeepers management agreement to the FireKeepers Development Authority on March 30, 2012. The Company has used a portion of the proceeds to pay off the Company's remaining outstanding debt of \$25.3 million and to extinguish the credit facility and related interest-rate hedge.

"With the completion of the sale, we officially close a very successful chapter in Full House's history," said Andre Hilliou, Chairman and Chief Executive Officer of Full House Resorts. "We would like to thank the Nottawaseppi Huron Band of the Potawatomi for being excellent partners throughout our relationship and wish them the best of luck in the future. With the proceeds, we are now once again debt-free, and very well positioned to look for additional properties that fit our long-term growth strategy."

**About Full House Resorts, Inc.**

Full House owns, develops and manages gaming facilities. The Company owns the Rising Star Casino Resort in Rising Sun, Indiana. The Rising Star Riverboat Casino has 40,000 square feet of gaming space with almost 1,300 slot and video poker machines and 37 table games. The property includes a 201-room hotel, a pavilion with five food and beverage outlets an 18-hole Scottish links golf course and a large, multi-purpose Grand Theater for concerts and performance events as well as meetings and conventions. In addition, Full House owns Stockman's Casino in Fallon, Nevada which has 8,400 square feet of gaming space with approximately 260 gaming machines, four table games and a keno game. The Company has also commenced a five-year lease agreement for the Grand Lodge Casino at Hyatt Regency Lake Tahoe Resort, Spa and Casino in Incline Village, Nevada on the north shore of Lake Tahoe, as well as acquiring the operating assets and certain liabilities related to the Grand Lodge Casino.

The Company has also entered into a management agreement with the Pueblo of Pojoaque for the operations of the Buffalo Thunder Casino and Resort in Santa Fe, New Mexico along with the Pueblo's Cities of Gold and Sports Bar casino facilities.

Further information about Full House Resorts and its operations can be viewed on its website at [www.fullhouseresorts.com](http://www.fullhouseresorts.com).

**Forward-looking Statements**

Some of the statements made in this release are forward-looking statements. These forward-looking statements are based upon Full House's current expectations and projections about future events and generally relate to Full House's plans, objectives and expectations for Full House's business. Although Full House's management believes that the plans and objectives expressed in these forward-looking statements are reasonable, the outcome of such plans, objectives and expectations involve risks and uncertainties including without limitation, regulatory approvals, including the ability to maintain a gaming license in Indiana and Nevada, financing sources, including financing sources available to the Authority and terms, integration of acquisitions, competition and business conditions in the gaming industry, including competition from Ohio casinos and any possible authorization of gaming in Kentucky. Additional information concerning potential factors that could affect Full House's financial condition and results of operations is included in the reports Full House files with the Securities and Exchange Commission, including, but not limited to, its Form 10-K for the most recently ended fiscal year.

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For further information, contact:

Mark Miller, Chief Operating and Chief Financial Officer  
Full House Resorts, Inc.  
702-221-7800  
[www.fullhouseresorsts.com](http://www.fullhouseresorsts.com)

Or

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