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

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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): October 22, 2014 (October 21, 2014)

FULL HOUSE RESORTS, INC.  
(Exact name of registrant as specified in its charter)

Delaware	1-32583	13-3391527
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
4670 S. Fort Apache Road, Suite 190 Las Vegas, Nevada		89147
(Address of principal executive offices)		(Zip Code)

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

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(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:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 21, 2014, the Board of Directors of Full House Resorts, Inc. (the "Company") adopted an amendment to Article I, Section 2 of the Company's By-Laws. Under the amendment, if the stockholders of the Company validly make a request to call a special meeting of the stockholders, in lieu of calling the special meeting to vote on the items requested by the stockholders, the Company may present identical or substantially similar items for stockholder approval at any other meeting of the stockholders held within 90 days after the last date the special meeting may be held under the request for the special meeting.

The Company believes that it would be costly and disruptive to hold a special meeting only a few months before the Company's annual meeting. As a result, the Company believes the amendment to the By-Laws will provide for a more orderly process and reduce duplicative time and expense. In the short term, the Company believes that the amendment will also enable a more orderly sale process, and facilitate an open dialogue with stockholders and transparency regarding the Company's plans if a sale has not occurred prior to that time.

The amendment to the Company's By-laws is filed herewith as Exhibit 3.1 which is incorporated herein by reference.

**Item 8.01 Other Events.**

On October 22, 2014, the Company issued two press releases, copies of which are attached hereto as Exhibits 99.1 and 99.2 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 3.1	Amendment to Bylaws of the Company
Exhibit 99.1	Press Release of the Company dated October 22, 2014
Exhibit 99.2	Press Release of the Company dated October 22, 2014

**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.

**Full House Resorts, Inc.**

Date: October 22, 2014

/s/ Deborah J. Pierce  
Deborah J. Pierce, Chief Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amendment to Bylaws of the Company
99.1	Press Release of the Company dated October 22, 2014
99.2	Press Release of the Company dated October 22, 2014

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED BYLAWS  
OF  
FULL HOUSE RESORTS, INC.**

The undersigned hereby certifies that she is the duly elected and acting Secretary of Full House Resorts, Inc., a Delaware corporation (the "Company") and that the following is a true, correct and complete copy of the amendment to the Amended and Restated Bylaws of the Company (the "Existing Bylaws") as duly adopted on October 21, 2014 by the Board of Directors of the Company, whereby Section 2 of Article I of the Existing Bylaws was amended and restated in its entirety to read as follows:

**ARTICLE I STOCKHOLDERS MEETINGS**

Section 2. Special Meetings. Special meetings of the stockholders may be called for any purpose at any time by the Board or at the request in writing of stockholders owning at least forty percent (40%) of the total number of outstanding shares of any class of capital stock of the Corporation (such request, a "Special Meeting Request"); provided, however, that if a Special Meeting Request is made in compliance with this Section 2, the Board may, in lieu of calling the special meeting to vote on the items set forth in the Special Meeting Request, present identical or substantially similar items for stockholder approval at any other meeting of stockholders that is held within ninety (90) days after the last date such special meeting may be held under the Special Meeting Request.

**IN WITNESS WHEREOF**, the undersigned has executed this Certificate of Amendment as of October 21, 2014.

/s/ Elaine Guidroz  
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Elaine Guidroz  
Secretary



*For Immediate Release*

**BOARD OF DIRECTORS OF FULL HOUSE RESORTS, INC.**  
**ANNOUNCES INITIATION OF SALE PROCESS**

LAS VEGAS – October 22, 2014 – Full House Resorts, Inc. (NASDAQ: FLL), a developer and manager of gaming facilities throughout the country, today announced that the Company’s Board of Directors has authorized management to initiate a process for the sale of the Company.

After its evaluation of strategic alternatives, the Board of Directors has determined that pursuing a sale of the Company is the best course of action to maximize stockholder value and is accordingly in the best interest of all stockholders. The Company will continue to work with Macquarie Capital as its financial advisor and Latham & Watkins LLP as its legal advisor as it pursues the sale process.

The Company welcomes the dissident stockholder group to participate in the sale process. However, the Company does not believe that granting the dissident stockholder group effective control of the Company’s Board of Directors without the payment of a control premium will maximize stockholder value. In the meantime, the Company encourages stockholders not to support the disruptive and expensive process to call a special meeting initiated by the dissident stockholders.

**About Full House Resorts, Inc.**

Full House owns, develops and manages gaming facilities throughout the country. The Rising Star Riverboat Casino in Rising Sun, Indiana has 35,000 square feet of gaming space with 940 slot and video poker machines and 30 table games. The property includes 294 hotel rooms, 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. The Silver Slipper Casino in Hancock County, Mississippi, has 37,000 square feet of gaming space with almost 1,000 slot and video poker machines, 26 table games, and the only live Keno game on the Gulf Coast. The property includes a fine dining restaurant, buffet, quick service restaurant and two casino bars. Stockman’s Casino in Fallon, Nevada has 8,400 square feet of gaming space with approximately 265 gaming machines, four table games and a keno game. The Company also operates the Grand Lodge Casino at the Hyatt Regency Lake Tahoe Resort, Spa and Casino in Incline Village, Nevada on the north shore of Lake Tahoe under a lease agreement with the Hyatt organization. Further information about Full House Resorts can be viewed on its website at [www.fullhouseresorts.com](http://www.fullhouseresorts.com).

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### **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, Nevada and Mississippi, financing sources 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.

### **Important Additional Information and Where to Find It**

This press release may be deemed to be solicitation material in respect of the proposed director nominations made by a small group of stockholders (the "Proposals"). In connection with the Proposals, the Company may file relevant materials, including other soliciting materials, with the Securities and Exchange Commission (the "SEC"). **BEFORE MAKING ANY VOTING DECISION, THE COMPANY'S STOCKHOLDERS ARE URGED TO CAREFULLY READ ALL SUCH SOLICITING MATERIAL IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS THAT THE COMPANY MAY FILE WITH THE SEC IN CONNECTION WITH THE PROPOSALS BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Stockholders will be able to obtain, free of charge, copies of any solicitation materials and any other documents filed by the Company with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, copies will also be available at no charge at the Investors section of the Company's website at <http://www.fullhouserresorts.com/investors.php>.

### **Participants in the Solicitation**

The Company and its directors, executive officers and other employees and persons may be deemed to be "participants" in the solicitations of proxies from the Company's stockholders in connection with the Proposals. Information regarding the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of the Company's stockholders in connection with the Proposals and their respective interests in the Company by security holdings or otherwise is set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013, filed with the SEC on March 10, 2014 (the "Annual Report") and other materials to be filed with the SEC. To the extent holdings of the Company's securities have changed since the amounts printed in the Annual Report, such changes have been reflected on Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. These documents are available free of charge at the SEC's website at [www.sec.gov](http://www.sec.gov).

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**For further information, contact:**

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

or

Dan Foley  
ICR  
203-604-4553  
[investors@fullhouseresorsts.com](mailto:investors@fullhouseresorsts.com)

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*For Immediate Release*

**FULL HOUSE RESORTS, INC. REITERATES  
COMMITMENT TO NEW YORK PROJECTS**

LAS VEGAS – October 22, 2014 – Full House Resorts, Inc. (NASDAQ: FLL), a developer and manager of gaming facilities throughout the country, today issued the following statement:

The Company's recent announcement regarding a sales process does not impact day- to -day operations. The Company remains committed to exploring further growth opportunities in New York. The Company remains financially strong and committed to managing its properties.

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