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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): January 27, 2015

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 1.01 Entry into a Material Definitive Agreement**

***Amendment of Settlement Agreement***

On January 28, 2015, Full House Resorts, Inc. (the “Company”) entered into that certain First Amendment to Settlement Agreement (the “Amended Settlement Agreement”), which modified portions of that certain Settlement Agreement dated as of November 28, 2014 (the “Settlement Agreement”) by and among the Company and Daniel R. Lee, Bradley M. Tirpak, and Craig W. Thomas (Messrs. Lee, Tirpak and Thomas, each a member of the Company’s Board of Directors (the “Board”), and collectively, the “Shareholder Group”).

The Settlement Agreement required, among other things, (i) a Board consisting of nine members, and (ii) that Raymond Hemmig be nominated and elected to the Board at the 2015 annual meeting of the Company’s stockholders. Pursuant to the resignation of Mr. Hemmig discussed in Item 5.02 below, the Company and the Shareholder Group agreed to amend the Settlement Agreement.

The Amended Settlement Agreement eliminates the requirement that Mr. Hemmig be nominated and elected to the Board, and acknowledges the reduction in the size of the Board from nine (9) to eight (8) Directors. A copy of the First Amendment to Settlement Agreement is attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

***Departure of a Director***

On January 27, 2015, Raymond Hemmig informed the Company of his decision to resign as a member of the Company’s Board of Directors, effective immediately. Mr. Hemmig’s decision to resign was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. A copy of Mr. Hemmig’s resignation letter is attached hereto as Exhibit 99.1.

**Item 7.01 Regulation FD Disclosure**

On January 29, 2015, the Company issued a press release reporting amendments to its credit facilities, plans to add suites to the new Silver Slipper Casino Hotel, scheduling of the 2015 annual meeting of the Company’s stockholders, appointment of the Chairman and Vice Chairman of the Board of Directors and the resignation of Director Raymond Hemmig (discussed in Item 5.02 above). A copy of such press release is attached hereto as Exhibit 99.2. The information contained in Exhibit 99.2 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such a filing.

**Item 9.01 Exhibits**

(d) Exhibits

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|--------------|---|
| Exhibit 10.1 | First Amendment to Settlement Agreement dated as of January 28, 2015 by and among the Company, Daniel R. Lee, Bradley M. Tirpak, and Craig W. Thomas. |
| Exhibit 99.1 | Letter of Resignation from Raymond Hemmig.  |
| Exhibit 99.2 | Press release issued by the Company on January 29, 2015.  |

**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: January 29, 2015

/s/ Elaine L. Guidroz

Elaine L. Guidroz

Secretary

**FIRST AMENDMENT TO SETTLEMENT AGREEMENT**

This First Amendment to Settlement Agreement (this "**Amendment**") is dated as of January 28, 2015, by and among Daniel R. Lee, Bradley M. Tirpak and Craig W. Thomas (the foregoing individuals being collectively referred to as the "**Concerned Shareholders**") and Full House Resorts, Inc., a Delaware corporation (the "**Company**").

**WHEREAS**, on November 28, 2014, the Concerned Shareholders and the Company entered into that certain Settlement Agreement;

**WHEREAS**, on November 28, 2014, the Concerned Shareholders' Nominees (as defined below) were appointed to the Company's Board of Directors (the "**Board**");

**WHEREAS**, on January 27, 2015, in the interests of reducing the size of the Company's Board and thereby reducing corporate compliance and regulatory costs, Director Raymond Hemmig resigned from the Board;

**WHEREAS**, in light of the foregoing, the Concerned Shareholders and the Company believe it to be in the best interest of the Company to amend only those portions of the Settlement Agreement necessary to reflect the reduction in Board size from nine to eight members;

**NOW, THEREFORE**, in consideration of the foregoing and the covenants and agreements set forth in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Unless otherwise provided herein, terms defined in the Settlement Agreement shall have the same meaning in this Amendment.

2. (a) Section 1(c) of the Settlement Agreement shall be amended in its entirety as follows:

(c) Effective as of the date of the Settlement Agreement, the Board has (i) increased the size of the Board to nine (9) directors and (ii) appointed W.H. Baird Garret, Raymond Hemmig, Ellis Landau, Daniel R. Lee, Bradley M. Tirpak and Craig W. Thomas (the "**Concerned Shareholders' Nominees**") to the Board. Following the January 27, 2015 resignation from the Board of Raymond Hemmig (the "**Hemmig Resignation**") and the reduction of the Board size from nine to eight members, the Company agrees to nominate each of Kenneth R. Adams, Carl G. Braunlich, Kathleen Marshall and each of the six Concerned Shareholders' Nominees, as amended to reflect the Hemmig Resignation (collectively, the "**2015 Nominees**") for election at the Company's 2015 annual meeting of stockholders (the "**2015 Annual Meeting**") and recommend that the stockholders of the Company vote to elect the 2015 Nominees as directors at the 2015 Annual Meeting. The Company and each of the Concerned Shareholders' Nominees shall make all necessary filings required in connection with the election of the Concerned Shareholders' Nominees, as amended for the Hemmig Resignation, with any governmental or regulatory authority that has, or may have, jurisdiction over the Company.

(b) Except as expressly provided and to the limited extent set forth in this Amendment, the Settlement Agreement shall remain in full force and effect.

3. Representations, Warranties and Covenants.

(a) The members of the Concerned Shareholders represent, warrant and covenant, each as to himself, as follows:

(i) Each member of the Concerned Shareholders has the power and authority to execute, deliver and carry out the terms and provisions of this Amendment.

(ii) This Amendment has been duly and validly authorized, executed and delivered by each member of the Concerned Shareholders, constitutes a valid and binding obligation and agreement of each such member and is enforceable against each such member in accordance with its terms.

(iii) The execution by each member of the Concerned Shareholders of this Amendment and the performance by each member of the Concerned Shareholders' obligations hereunder does not and will not violate any law, any order of any court or other agency of government.

(b) The Company hereby represents, warrants and covenants as follows:

(i) The Company has the power and authority to execute, deliver and carry out the terms and provisions of this Amendment and to consummate the transactions contemplated hereby.

(ii) This Amendment has been duly and validly authorized, executed and delivered by the Company, does not require the approval of the stockholders of the Company, constitutes a valid and binding obligation and agreement of the Company and is enforceable against the Company in accordance with its terms

(iii) The Company's execution of this Amendment and the performance by the Company of its obligations hereunder does not and will not violate any law, any order of any court or other agency of government, the Charter or the Bylaws.

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[Signature Page to Settlement Agreement]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date first written above.

FULL HOUSE RESORTS, INC.

By:

/s/ Carl Braunlich

Name: Carl Braunlich

Title: Director

By: /s/ Daniel R. Lee

Name: Daniel R. Lee

By: /s/ Bradley M. Tirpak

Name: Bradley M. Tirpak

By: /s/ Craig W. Thomas

Name: Craig W. Thomas

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Mr Brad Tirpak, Chairman  
Full House Resorts, Inc.  
4670 South Fort Apache Road, Suite 190  
Las Vegas, NV 89147

January 27, 2015

Dear Brad,

In light of the company efforts to reduce the corporate and regulatory expenses for Full House Resorts, Inc, I voluntarily offer to resign my board seat at the company. I hope my action can help in that regard.

I have no disagreements with the management of the company, and have enjoyed our efforts together working on the company.

Please accept my resignation and best wishes for the future,

/s/ Ray Hemmig  
Ray Hemmig

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For Immediate Release

## FULL HOUSE RESORTS, INC. PROVIDES UPDATE

*- Amends Credit Facilities -*

*- Plans to Add Suites to New Silver Slipper Casino Hotel -*

*- Schedules Annual Meeting of Stockholders on May 5, 2015 -*

*-Announces Change to Its Board of Directors—*

LAS VEGAS – January 29, 2015 – Full House Resorts, Inc. (NASDAQ: FLL), a developer, owner, and manager of gaming facilities throughout the country, has agreed with its lenders to amend certain provisions of its credit agreements. Its First Lien Credit Agreement has been amended to extend the time period for draws against the term loan during the hotel construction at the Company’s Silver Slipper Casino Hotel, located in Bay St. Louis, Mississippi. The Company also secured extended payment terms that will begin on June 1, 2015. Its Second Lien Credit Agreement has been amended to extend the maturity date of the loan to April 1, 2017. In addition, the lenders agreed to exclude certain costs related to recent management changes from the calculation of adjusted EBITDA and related financial covenants.

The Company will add nine luxury suites to the new Silver Slipper Casino Hotel to enhance the customer experience. This design change will reduce the room count to approximately 129 rooms from 142 rooms. The new configuration now provides suites for high-end customers. Given that the hotel’s interior work has not yet been completed, the Company expects to spend less than an additional \$1 million on this improved configuration and expects that it will result in an incremental return on invested capital. The Company expects to complete and open the 120 standard rooms early in the second quarter, and expects the remaining nine suites to open approximately 60 days thereafter.

“In my first few weeks at Full House, I have visited all of our properties and have met with many of the hard-working members of the team” said Daniel R. Lee, the Company’s new Chief Executive Officer. “We believe the addition of luxury suites to the Silver Slipper Casino will help the property stand out competitively on the Gulf Coast. We are continuing to evaluate all of our existing properties in an effort to find additional growth opportunities and enhance stockholder value.”

In advance of the annual meeting, the Company’s newly constituted Board of Directors elected Bradley Tirpak as its non-executive Chairman, and Dr. Carl Braunlich was reelected as its Vice Chairman. To assist the Board’s efforts to minimize regulatory and corporate expenses, newly appointed Director Raymond Hemmig decided to step down from the Board as of January 28, 2015, bringing the Board size from nine to eight directors. ”





Ray's wealth of governance experience has proven very helpful during this transition, and we sincerely thank him for his contributions," said Chairman Bradley Tirpak.

Full House Resorts will hold its Annual Meeting of Stockholders on May 5, 2015, in Las Vegas, Nevada, and in conjunction, the Board of Directors has established a record date. Stockholders of record as of the close of business on March 23, 2015 will be entitled to notice of the annual meeting and to vote upon matters considered at the meeting.

The full text of the amendments to the credit facilities can be found on S.E.C. Form 8-K dated January 9, 2015, filed with the Securities and Exchange Commission and available at [www.sec.gov](http://www.sec.gov).

#### **About Full House Resorts, Inc.**

Full House owns, develops and manages gaming facilities. The Company's beachfront Silver Slipper Casino in Bay St. Louis, Mississippi, (near New Orleans) has 37,000 square feet of gaming space with approximately 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, and currently has an adjoining 129-guest room hotel under construction and expected to open in stages during the second quarter of 2015. The Rising Star Casino Resort in Rising Sun, Indiana (near Cincinnati) 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 several food and beverage outlets, an 18-hole golf course and a large, multi-purpose Grand Theater for concerts and performance events, as well as meetings and conventions. 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.fullhouserestorts.com](http://www.fullhouserestorts.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, completion of construction on the Silver Slipper Casino Hotel and commencement of operations thereunder, and competition and business conditions in the gaming industry. 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:**

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or

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