

DOVER DOWNS GAMING & ENTERTAINMENT INC  
Form 8-K  
October 13, 2010

**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): **October 13, 2010**

**Dover Downs Gaming & Entertainment, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number 1-16791**

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

**51-0414140**  
(IRS Employer Identification No.)

**1131 N. DuPont Highway**  
**Dover, Delaware**  
(Address of principal executive offices)

**19901**  
(Zip Code)

Registrant's telephone number, including area code **(302) 674-4600**

N/A

## Edgar Filing: DOVER DOWNS GAMING & ENTERTAINMENT INC - Form 8-K

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

Dover Motorsports, Inc. (NYSE:DVD) and Dover Downs Gaming & Entertainment, Inc. (NYSE:DDE) jointly announced today that the Boards of Directors of each company have unanimously determined to mutually terminate their previously announced September 27, 2010 merger agreement.

A copy of the joint press release and termination agreement are attached to this Form 8-K.

Under the terms of the merger agreement, termination will not involve the payment of any break up fees or any termination fees. The merger agreement required approval by the stockholders of each company that were not officers, directors or affiliates of that company. Since the announcement of the merger, certain stockholders of each company communicated their opposition to the merger and, after considering the opposition, the Board of Directors of each company agreed to the mutual termination of the merger agreement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibit

2.1 Termination Agreement dated October 13, 2010

99.1 Joint Press Release dated October 13, 2010

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.

Dover Downs Gaming & Entertainment, Inc.

/s/ Denis McGlynn  
Denis McGlynn  
President and Chief Executive Officer

Dated: October 13, 2010

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
2.1	Termination Agreement dated October 13, 2010
99.1	Joint Press Release dated October 13, 2010