

Gaming & Leisure Properties, Inc.  
Form 10-Q  
October 27, 2017  
Table of Contents

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

FORM 10-Q  
(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-36124

Gaming and Leisure Properties, Inc.

(Exact name of registrant as specified in its charter)

Pennsylvania 46-2116489

(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

845 Berkshire Blvd., Suite 200

Wyomissing, PA 19610

(Address of principal executive offices) (Zip Code)

610-401-2900

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address, and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Edgar Filing: Gaming & Leisure Properties, Inc. - Form 10-Q

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date

Title October 25, 2017

Common Stock, par value \$.01 per share 212,603,307

---

Table of Contents

Forward-looking statements in this document are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements of Gaming and Leisure Properties, Inc. ("GLPI") and its subsidiaries (collectively, the "Company") to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements include information concerning the Company's business strategy, plans, goals and objectives.

Forward-looking statements in this document include, but are not limited to, statements regarding our ability to grow our portfolio of gaming facilities and to secure additional avenues of growth beyond the gaming industry. In addition, statements preceded by, followed by or that otherwise include the words "believes," "expects," "anticipates," "intends," "projects," "estimates," "plans," "may increase," "may fluctuate," and similar expressions or future or conditional verbs such as "will," "should," "would," "may" and "could" are generally forward-looking in nature and not historical facts. You should understand that the following important factors could affect future results and could cause actual results to differ materially from those expressed in such forward-looking statements:

• the availability of and the ability to identify suitable and attractive acquisition and development opportunities and the ability to acquire and lease the respective properties on favorable terms;

• the degree and nature of our competition;

• the ability to receive, or delays in obtaining, the regulatory approvals required to own and/or operate our properties, or other delays or impediments to completing our planned acquisitions or projects;

• our ability to maintain our status as a real estate investment trust ("REIT"), given the highly technical and complex Internal Revenue Code (the "Code") provisions for which only limited judicial and administrative authorities exist, where even a technical or inadvertent violation could jeopardize REIT qualification and where requirements may depend in part on the actions of third parties over which the Company has no control or only limited influence;

• the satisfaction of certain asset, income, organizational, distribution, shareholder ownership and other requirements on a continuing basis in order for the Company to maintain its REIT status;

• the ability and willingness of our tenants, operators and other third parties to meet and/or perform their obligations under their respective contractual arrangements with us, including, in some cases, their obligations to indemnify, defend and hold us harmless from and against various claims, litigation and liabilities;

• the ability of our tenants and operators to maintain the financial strength and liquidity necessary to satisfy their respective obligations and liabilities to third parties, including without limitation to satisfy obligations under their existing credit facilities and other indebtedness;

• the ability of our tenants and operators to comply with laws, rules and regulations in the operation of our properties, to deliver high quality services, to attract and retain qualified personnel and to attract customers;

• the ability to generate sufficient cash flows to service our outstanding indebtedness;

• the access to debt and equity capital markets;

• adverse changes in our credit rating;

• fluctuating interest rates;

the impact of global or regional economic conditions;

the availability of qualified personnel and our ability to retain our key management personnel;

GLPI's duty to indemnify Penn National Gaming, Inc. and its subsidiaries ("Penn") in certain circumstances if the spin-off transaction described in Note 1 to the condensed consolidated financial statements fails to be tax-free;

- changes in the United States tax law and other state, federal or local laws, whether or not specific to real estate, real estate investment trusts or to the gaming, lodging or hospitality industries;

1

---

Table of Contents

• changes in accounting standards;

• the impact of weather events or conditions, natural disasters, acts of terrorism and other international hostilities, war or political instability;

• other risks inherent in the real estate business, including potential liability relating to environmental matters and illiquidity of real estate investments; and

additional factors as discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, in this Quarterly Report on Form 10-Q and Current Reports on Form 8-K as filed with the United States Securities and Exchange Commission (the "SEC").

Certain of these factors and other factors, risks and uncertainties are discussed in the "Risk Factors" section in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and this Quarterly Report on Form 10-Q. Other unknown or unpredictable factors may also cause actual results to differ materially from those projected by the forward-looking statements. Most of these factors are difficult to anticipate and are generally beyond the control of the Company.

You should consider the areas of risk described above, as well as those set forth in the "Risk Factors" section in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 and this Quarterly Report on Form 10-Q, in connection with considering any forward-looking statements that may be made by the Company generally. Except for the ongoing obligations of the Company to disclose material information under the federal securities laws, the Company does not undertake any obligation to release publicly any revisions to any forward-looking statements, to report events or to report the occurrence of unanticipated events unless required to do so by law.

Table of Contents

GAMING AND LEISURE PROPERTIES, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

<u>PART I.</u>	<u>FINANCIAL INFORMATION</u>	<u>4</u>
<u>ITEM 1.</u>	<u>FINANCIAL STATEMENTS (Unaudited)</u>	<u>4</u>
	<u>Condensed Consolidated Balance Sheets - September 30, 2017 and December 31, 2016</u>	<u>4</u>
	<u>Condensed Consolidated Statements of Income - Three and Nine Months Ended September 30, 2017 and 2016</u>	<u>5</u>
	<u>Condensed Consolidated Statement of Changes in Shareholders' Equity - Nine Months Ended September 30, 2017</u>	<u>6</u>
	<u>Condensed Consolidated Statements of Cash Flows - Nine Months Ended September 30, 2017 and 2016</u>	<u>7</u>
	<u>Notes to the Condensed Consolidated Financial Statements</u>	<u>8</u>
<u>ITEM 2.</u>	<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS</u>	<u>32</u>
<u>ITEM 3.</u>	<u>QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	<u>43</u>
<u>ITEM 4.</u>	<u>CONTROLS AND PROCEDURES</u>	<u>45</u>
<u>PART II.</u>	<u>OTHER INFORMATION</u>	<u>46</u>
<u>ITEM 1.</u>	<u>LEGAL PROCEEDINGS</u>	<u>46</u>
<u>ITEM 1A.</u>	<u>RISK FACTORS</u>	<u>46</u>
<u>ITEM 2.</u>	<u>UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS</u>	<u>46</u>
<u>ITEM 3.</u>	<u>DEFAULTS UPON SENIOR SECURITIES</u>	<u>46</u>
<u>ITEM 4.</u>	<u>MINE SAFETY DISCLOSURES</u>	<u>46</u>
<u>ITEM 5.</u>	<u>OTHER INFORMATION</u>	<u>46</u>
<u>ITEM 6.</u>	<u>EXHIBITS</u>	<u>47</u>
	<u>SIGNATURE</u>	<u>48</u>

Table of Contents

## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

Gaming and Leisure Properties, Inc. and Subsidiaries  
 Condensed Consolidated Balance Sheets  
 (amounts in thousands, except share data)

	September 30, 2017	December 31, 2016
	(unaudited)	
<b>Assets</b>		
Real estate investments, net	\$ 3,687,319	\$3,739,091
Land rights, net	642,876	590,758
Property and equipment, used in operations, net	110,231	119,427
Investment in direct financing lease, net	2,656,252	2,710,711
Cash and cash equivalents	43,634	36,556
Prepaid expenses	9,762	7,477
Goodwill	75,521	75,521
Other intangible assets	9,577	9,577
Loan receivable	13,000	26,200
Deferred tax assets	5,898	3,922
Other assets	80,738	50,090
Total assets	\$ 7,334,808	\$7,369,330
<b>Liabilities</b>		
Accounts payable	\$ 435	\$1,079
Accrued expenses	8,077	6,590
Accrued interest	75,881	33,743
Accrued salaries and wages	6,884	10,619
Gaming, property, and other taxes	61,529	32,584
Long-term debt, net of unamortized debt issuance costs	4,449,652	4,664,965
Deferred rental revenue	215,407	166,052
Deferred tax liabilities	280	265
Other liabilities	23,559	19,564
Total liabilities	4,841,704	4,935,461
<b>Shareholders' equity</b>		
Preferred stock (\$.01 par value, 50,000,000 shares authorized, no shares issued or outstanding at September 30, 2017 and December 31, 2016)	—	—
Common stock (\$.01 par value, 500,000,000 shares authorized, 212,603,307 and 207,676,827 shares issued at September 30, 2017 and December 31, 2016, respectively)	2,126	2,077
Additional paid-in capital	3,927,786	3,760,729
Retained accumulated deficit	(1,436,808)	(1,328,937)
Total shareholders' equity	2,493,104	2,433,869
Total liabilities and shareholders' equity	\$ 7,334,808	\$7,369,330

See accompanying notes to the condensed consolidated financial statements.





Table of Contents

Gaming and Leisure Properties, Inc. and Subsidiaries  
 Condensed Consolidated Statements of Income  
 (in thousands, except per share data)  
 (unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
Revenues				
Rental income	\$ 169,030	\$ 160,664	\$ 501,954	\$ 402,980
Income from direct financing lease	19,037	18,155	55,377	30,786
Real estate taxes paid by tenants	21,422	20,438	63,982	47,938
Total rental revenue and income from direct financing lease	209,489	199,257	621,313	481,704
Gaming, food, beverage and other	36,198	35,383	112,947	111,913
Total revenues	245,687	234,640	734,260	593,617
Less promotional allowances	(1,181 )	(1,365 )	(3,650 )	(4,161 )
Net revenues	244,506	233,275	730,610	589,456
Operating expenses				
Gaming, food, beverage and other	19,890	20,117	61,635	62,293
Real estate taxes	21,751	20,866	64,806	49,148
General and administrative	21,534	21,821	63,456	64,988
Depreciation	28,632	27,165	85,312	81,267
Total operating expenses	91,807	89,969	275,209	257,696
Income from operations	152,699	143,306	455,401	331,760
Other income (expenses)				
Interest expense	(54,493 )	(52,880 )	(163,099 )	(132,217 )
Interest income	492	481	1,443	1,652
Total other expenses	(54,001 )	(52,399 )	(161,656 )	(130,565 )
Income before income taxes	98,698	90,907	293,745	201,195
Income tax expense	1,684	1,307	6,406	5,582
Net income	\$97,014	\$89,600	\$287,339	\$195,613
Earnings per common share:				
Basic earnings per common share	\$0.46	\$0.43	\$1.37	\$1.15
Diluted earnings per common share	\$0.45	\$0.43	\$1.35	\$1.14
Dividends paid per common share	\$0.63	\$0.60	\$1.87	\$1.72

See accompanying notes to the condensed consolidated financial statements.

Table of Contents

Gaming and Leisure Properties, Inc. and Subsidiaries  
 Condensed Consolidated Statement of Changes in Shareholders' Equity  
 (in thousands, except share data)  
 (unaudited)

	Common Stock		Additional	Retained	Total
	Shares	Amount	Paid-In Capital	Accumulated Deficit	Shareholders' Equity
Balance, December 31, 2016	207,676,827	\$ 2,077	\$3,760,729	\$(1,328,937 )	\$2,433,869
Issuance of common stock	3,864,872	38	139,376	—	139,414
Stock option activity	899,846	9	18,632	—	18,641
Restricted stock activity	161,762	2	9,049	—	9,051
Dividends paid	—	—	—	(395,210 )	(395,210 )
Net income	—	—	—	287,339	287,339
Balance, September 30, 2017	212,603,307	\$ 2,126	\$3,927,786	\$(1,436,808 )	\$2,493,104

See accompanying notes to the condensed consolidated financial statements.

Table of Contents

Gaming and Leisure Properties, Inc. and Subsidiaries  
Condensed Consolidated Statements of Cash Flows  
(in thousands)  
(unaudited)

Nine months ended September 30,	2017	2016
Operating activities		
Net income	\$287,339	\$195,613
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	92,939	85,119
Amortization of debt issuance costs	9,770	11,889
Losses (gains) on dispositions of property	515	(460 )
Deferred income taxes	(1,946 )	(997 )
Stock-based compensation	11,951	13,804
Straight-line rent adjustments	49,355	42,429
(Increase), decrease		
Prepaid expenses and other assets	(1,504 )	9,935
Increase, (decrease)		
Accounts payable	(701 )	57
Accrued expenses	37	(4,123 )
Accrued interest	42,138	55,744
Accrued salaries and wages	(3,735 )	(5,498 )
Gaming, property and other taxes	(231 )	840
Other liabilities	3,177	1,093
Net cash provided by operating activities	489,104	405,445
Investing activities		
Capital project expenditures	(78 )	(323 )
Capital maintenance expenditures	(2,187 )	(1,693 )
Proceeds from sale of property and equipment	914	1,131
Principal payments on loan receivable	13,200	2,612
Acquisition of real estate assets	(83,252 )	(3,267,123)
Collections of principal payments on investment in direct financing lease	54,459	30,529
Net cash used in investing activities	(16,944 )	(3,234,867)
Financing activities		
Dividends paid	(395,210 )	(303,639 )
Proceeds from exercise of options, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings	15,797	102,598
Proceeds from issuance of common stock, net of issuance costs	139,414	870,931
Proceeds from issuance of long-term debt	100,000	2,502,000
Financing costs	—	(31,908 )
Repayments of long-term debt	(325,083 )	(327,076 )
Net cash (used in) provided by financing activities	(465,082 )	2,812,906
Net increase (decrease) in cash and cash equivalents	7,078	(16,516 )
Cash and cash equivalents at beginning of period	36,556	41,875
Cash and cash equivalents at end of period	\$43,634	\$25,359

See Note 15 to the condensed consolidated financial statements for supplemental cash flow information and noncash investing and financing activities.



Table of Contents

Gaming and Leisure Properties, Inc.  
Notes to the Condensed Consolidated Financial Statements  
(unaudited)

1. Business and Operations

Gaming and Leisure Properties, Inc. ("GLPI") is a self-administered and self-managed Pennsylvania real estate investment trust ("REIT"). GLPI (together with its subsidiaries, the "Company") was incorporated on February 13, 2013, as a wholly-owned subsidiary of Penn National Gaming, Inc. ("Penn"). On November 1, 2013, Penn contributed to GLPI, through a series of internal corporate restructurings, substantially all of the assets and liabilities associated with Penn's real property interests and real estate development business, as well as the assets and liabilities of Hollywood Casino Baton Rouge and Hollywood Casino Perryville, which are referred to as the "TRS Properties," and then spun-off GLPI to holders of Penn's common and preferred stock in a tax-free distribution (the "Spin-Off"). The Company elected on its United States ("U.S.") federal income tax return for its taxable year beginning on January 1, 2014 to be treated as a REIT and the Company, together with its indirect wholly-owned subsidiary of the Company, GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. (d/b/a Hollywood Casino Baton Rouge) and Penn Cecil Maryland, Inc. (d/b/a Hollywood Casino Perryville) as a "taxable REIT subsidiary" ("TRS") effective on the first day of the first taxable year of GLPI as a REIT.

As a result of the Spin-Off, GLPI owns substantially all of Penn's former real property assets and leases back most of those assets to Penn for use by its subsidiaries, under a unitary master lease, a triple-net operating lease with an initial term of 15 years (expiring October 31, 2028) with no purchase option, followed by four 5-year renewal options (exercisable by Penn) on the same terms and conditions (the "Penn Master Lease"), and GLPI also owns and operates the TRS Properties through an indirect wholly-owned subsidiary, GLP Holdings, Inc. In April 2016, the Company acquired substantially all of the real estate assets of Pinnacle Entertainment, Inc. ("Pinnacle") for approximately \$4.8 billion. GLPI leases these assets back to Pinnacle, under a unitary triple-net lease with an initial term of 10 years (expiring April 30, 2026) with no purchase option, followed by five 5-year renewal options (exercisable by Pinnacle) on the same terms and conditions (the "Pinnacle Master Lease" and together with the Penn Master Lease, the "Master Leases").

GLPI's primary business consists of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements. As of September 30, 2017, GLPI's portfolio consisted of 38 gaming and related facilities, including the TRS Properties, the real property associated with 20 gaming and related facilities operated by Penn, the real property associated with 15 gaming and related facilities operated by Pinnacle and the real property associated with the Casino Queen in East St. Louis, Illinois. These facilities are geographically diversified across 14 states and were 100% occupied at September 30, 2017.

GLPI expects to grow its portfolio by pursuing opportunities to acquire additional gaming facilities to lease to gaming operators under prudent terms. For example, on May 1, 2017 the Company purchased the real property assets of Bally's Casino Tunica and Resorts Casino Tunica (the "Tunica Properties") for \$82.9 million. Penn purchased the operating assets of the Tunica Properties directly from the seller, operates both properties and leases the real property assets from the Company under the Penn Master Lease. The initial annual cash rent of \$9.0 million for the Tunica Properties will be subject to rent escalators and adjustments consistent with the other properties under the Penn Master Lease. See Note 5 for additional information on the acquisition of the Tunica Properties.

2. Basis of Presentation

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information and with

the instructions for Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete consolidated financial statements. In the opinion of management, all normal recurring adjustments considered necessary for a fair presentation have been included.

In order to conform to the current presentation of the statement of income, the Company combined certain line items on the condensed consolidated statements of income for the three and nine months ended September 30, 2016. Specifically, the Company aggregated the former revenue line items gaming revenue and food, beverage and other revenue into the line item gaming, food, beverage and other revenues and aggregated the former expense line items gaming expenses and food, beverage and other expenses into the line item gaming, food, beverage and other expenses. These reclassifications were made only for presentation purposes and had no impact on the Company's financial results for the three and nine months ended September 30, 2016.

## Table of Contents

The condensed consolidated financial statements include the accounts of GLPI and its subsidiaries. All intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses for the reporting periods. Actual results could differ from those estimates.

Operating results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results that may be expected for the year ending December 31, 2017. The notes to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2016 (our "Annual Report") should be read in conjunction with these condensed consolidated financial statements. The December 31, 2016 financial information has been derived from the Company's audited consolidated financial statements.

### 3. New Accounting Pronouncements

#### Recently Adopted Accounting Pronouncements

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). This ASU amends certain aspects of accounting for share-based payments to employees, including (i) requiring all income tax effects of share-based awards to be recognized in the income statement when the award vests or settles and eliminating APIC pools, (ii) permitting employers to withhold the share equivalent of an employee's maximum tax liability without triggering liability accounting and (iii) allowing companies to make a policy election to account for forfeitures as they occur. The Company adopted ASU 2016-09 on January 1, 2017 and it did not have a significant impact on how the Company accounts for share-based payments.

#### Accounting Pronouncements Not Yet Adopted

In May 2017, the FASB issued ASU No. 2017-09, Compensation - Stock Compensation (Topic 718): Scope of Modification Accounting. This ASU provides clarity about which changes to the terms or conditions of a share-based payment award require the application of modification accounting. Specifically, ASU 2017-09 clarifies that changes to the terms or conditions of an award should be accounted for as a modification unless all of the following are met: 1) the fair value of the modified award is the same as the fair value of the original award immediately before the original award is modified, 2) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified and 3) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. ASU 2017-09 is effective for annual reporting periods beginning after December 15, 2017 and early adoption is permitted. The Company does not expect the adoption of ASU 2017-09 to significantly impact its accounting for share-based payment awards, as changes to awards' terms and conditions subsequent to the grant date are unusual and infrequent in nature.

In January 2017, the FASB issued ASU No. 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. This ASU simplifies an entity's goodwill impairment test by eliminating Step 2 from the test. The new guidance also amends the definition of impairment to a condition that exists when the carrying amount of goodwill exceeds its fair value. By eliminating Step 2 from the test, entities are no longer required to determine the implied fair value of goodwill by computing the fair value (at impairment testing date) of all assets and liabilities in a manner similar to that required in conjunction with business combinations. Upon the adoption of ASU 2017-04, an impairment charge is simply recorded as the difference between carrying value and fair value, when

carrying value exceeds fair value. ASU 2017-04 is effective for annual reporting periods beginning after December 15, 2019 and early adoption is permitted. The Company does not expect the adoption of ASU 2017-04 to significantly impact its goodwill impairment testing.

In January 2017, the FASB issued ASU No. 2017-01, Business Combinations (Topic 805): Clarifying the Definition of a Business ("ASU 2017-01"). This ASU provides clarifying guidance on what constitutes a business acquisition versus an asset acquisition. Specifically, the new guidance lays out a screen to more easily determine if a set of integrated assets and activities does in fact represent a business. Under the ASU 2017-01, when substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the assets do not represent a business. ASU 2017-01 is effective for annual reporting periods beginning after December 15, 2017. As a REIT, GLPI generally acquires only real estate assets; therefore it does not expect this clarifying language to have an impact on the Company's accounting treatment of its acquisitions.



## Table of Contents

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, a Consensus of the FASB Emerging Issues Task Force ("ASU 2016-15"). This ASU provides clarifying guidance on the presentation of certain cash receipts and cash payments in the statement of cash flows. ASU 2016-15 is effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted. The Company does not expect the adoption of ASU 2016-15 to impact its presentation of cash receipts and payments on its consolidated statements of cash flows.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instrument ("ASU 2016-13"). This ASU introduces a new model for estimating credit losses for certain types of financial instruments, including loans receivable and net investments in direct financing leases, amongst other financial instruments. ASU 2016-13 sets forth an "expected credit loss" impairment model to replace the current "incurred loss" method of recognizing credit losses, which is intended to improve financial reporting by requiring timely recording of credit losses on loans and other financial instruments. ASU 2016-13 is effective for fiscal years beginning after December 15, 2019, with early adoption permitted for fiscal years beginning after December 15, 2018. The Company does not expect the adoption of ASU 2016-13 to have a significant impact on its consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases (Topic 842) ("ASU 2016-02"). This ASU primarily provides new guidance for lessees on the accounting treatment of operating leases. Under the new guidance, lessees are required to recognize assets and liabilities arising from operating leases on the balance sheet. ASU 2016-02 also aligns lessor accounting with the revenue recognition guidance in Topic 606 of the Accounting Standards Codification. ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018 and is required to be adopted on a modified retrospective basis, meaning the new leasing model will be applied to the earliest year presented in the financial statements and thereafter. The Company is evaluating the impact of adopting this new accounting standard on its financial statements but does not expect the adoption of the new guidance to have a significant impact on the accounting treatment of its triple-net tenant leases, which are the primary source of revenue to the Company. Generally speaking, ASU 2016-02 will more significantly impact the accounting for leases in which GLPI is the lessee by requiring the Company to record a right of use asset and lease liability on its books for these leases.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (Topic 606) ("ASU 2014-09"). This new standard will replace all current U.S. GAAP guidance on this topic and eliminate all industry-specific guidance. ASU 2014-09 provides a unified five-step model to determine when and how revenue is recognized. The core principle is that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration for which the entity expects to be entitled in exchange for those goods or services. At the April 1, 2015 FASB meeting, the board voted to defer the effective date for the new revenue recognition standard to annual reporting periods beginning after December 15, 2017. The pronouncement was originally effective for annual reporting periods beginning after December 15, 2016, and companies were permitted to elect the adoption of the standard as of the original effective date. When adopted, the new guidance can be applied either retrospectively to each period presented or as a cumulative-effect adjustment as of the date of adoption.

The Company has completed its evaluation of the impact of adopting this new accounting standard on its financial statements and internal revenue recognition policies. The Company does not believe the majority of its revenue recognition policies will be impacted by the new standard, as leases (the source of the Company's majority of revenues) are excluded from ASU 2014-09. The Company believes only the accounting treatment for the customer loyalty programs at the TRS properties will be impacted by the adoption of ASU 2014-09. Specifically, the recognition of revenue associated with these points based programs will be impacted by eliminating the current accrual for the cost of the points awarded at the time of play and instead deferring the portion of the revenue received

from the customer at the time of play and attributed to the awarded points until a later period when the points are redeemed or forfeited. The revenue deferral will be calculated from the portion of the transaction price allocated to the points based upon their retail value. In addition, upon the adoption of ASU 2014-09, promotional allowances representing the retail value of food, beverages and other services furnished to guests without charge will no longer be presented as a separate line item on the consolidated statements of income, rather they will be presented on a net basis within gaming, food, beverage and other revenue. This change has no impact to net revenues and is for presentation purposes only. The Company intends to adopt ASU 2014-09 on January 1, 2018 using the modified retrospective approach, which will require a cumulative adjustment to retained earnings of approximately \$400,000 at the adoption date.

Table of Contents

## 4. Summary of Significant Accounting Policies

## Fair Value of Financial Instruments

The following methods and assumptions are used to estimate the fair value of each class of financial instruments for which it is practicable to estimate.

## Cash and Cash Equivalents

The fair value of the Company's cash and cash equivalents approximates the carrying value of the Company's cash and cash equivalents, due to the short maturity of the cash equivalents.

## Deferred Compensation Plan Assets

The Company's deferred compensation plan assets consist of open-ended mutual funds and as such the fair value measurement of the assets is considered a Level 1 measurement as defined under Accounting Standards Code ("ASC") 820 "Fair Value Measurements and Disclosures" ("ASC 820"). Deferred compensation plan assets are included within other assets on the condensed consolidated balance sheets.

## Loan Receivable

The fair value of the loan receivable approximates the carrying value of the Company's loan receivable, as collection on the outstanding loan balance is reasonably assured and the interest rate approximates market rates for a similar instrument. The fair value measurement of the loan receivable is considered a Level 3 measurement as defined under ASC 820.

## Long-term Debt

The fair value of the senior unsecured notes and senior unsecured credit facility is estimated based on quoted prices in active markets and as such is a Level 1 measurement as defined under ASC 820.

The estimated fair values of the Company's financial instruments are as follows (in thousands):

	September 30, 2017		December 31, 2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Cash and cash equivalents	43,634	43,634	36,556	36,556
Deferred compensation plan assets	21,351	21,351	17,593	17,593
Loan receivable	13,000	13,000	26,200	26,200
Financial liabilities:				
Long-term debt				
Senior unsecured credit facility	1,065,000	1,056,750	1,290,000	1,272,852
Senior unsecured notes	3,425,000	3,634,090	3,425,000	3,573,500

## Revenue Recognition

The Company recognizes rental revenue from tenants, including rental abatements, lease incentives and contractually fixed increases attributable to operating leases, on a straight-line basis over the term of the related leases when collectability is reasonably assured. Additionally, percentage rent that is fixed and determinable at the lease inception

date is recorded on a straight-line basis over the lease term, resulting in the recognition of deferred rental revenue on the Company's condensed consolidated balance sheets. Deferred rental revenue is amortized to rental revenue on a straight-line basis over the remainder of the lease term. The lease term includes the initial non-cancelable lease term and any reasonably assured renewable periods. Contingent rental income that is not fixed and determinable at lease inception is recognized only when the lessee achieves the specified target. Recognition of rental income commences when control of the facility has been transferred to the tenant.

The Company recognizes income from tenants subject to direct financing leases ratably over the lease term using the effective interest rate method which produces a constant periodic rate of return on the net investment in the leased property. At lease inception, the Company records an asset which represents the Company's net investment in the direct financing lease.

## Table of Contents

This initial net investment is determined by aggregating the total future minimum lease payments attributable to the direct financing lease and the estimated residual value of the property, less unearned income. Over the lease term, the investment in the direct financing lease is reduced and income is recognized for the building portion of rent. Furthermore, as the net investment in direct financing lease includes only future minimum lease payments, percentage rent that is not fixed and determinable at the lease inception is excluded from the determination of the rent attributable to the leased assets and will therefore be recorded as income from the direct financing lease in the period earned. For further detail on the Company's direct financing lease refer to Note 9.

Additionally, in accordance with ASC 605, "Revenue Recognition," the Company records revenue for the real estate taxes paid by its tenants on the leased properties with an offsetting expense in real estate taxes within the condensed consolidated statement of income as the Company has concluded it is the primary obligor. Similarly, the Company records revenue for the ground lease rent paid by its tenants with an offsetting expense in general and administrative expense within the condensed consolidated statement of income as the Company has concluded that as the lessee it is the primary obligor under the ground leases. The Company subleases these ground leases back to its tenants, who are responsible for payment directly to the landlord.

Gaming revenue generated by the TRS Properties mainly consists of video lottery gaming revenue, and to a lesser extent, table game and poker revenue. Video lottery gaming revenue is the aggregate net difference between gaming wins and losses with liabilities recognized for funds deposited by customers before gaming play occurs, for "ticket-in, ticket-out" coupons in the customers' possession, and for accruals related to the anticipated payout of progressive jackpots. Progressive slot machines, which contain base jackpots that increase at a progressive rate based on the number of coins played, are charged to revenue as the amount of the jackpots increases. Table game gaming revenue is the aggregate of table drop adjusted for the change in aggregate table chip inventory. Table drop is the total dollar amount of the currency, coins, chips, tokens, outstanding counter checks (markers), and front money that are removed from the live gaming tables. Additionally, food and beverage revenue is recognized as services are performed.

Gaming revenue is recognized net of certain sales incentives in accordance with ASC 605-50, "Revenue Recognition—Customer Payments and Incentives." The Company records certain sales incentives and points earned in point-loyalty programs as a reduction of revenue. See Note 3 to the condensed consolidated financial statements for a summary of anticipated changes to the recognition of revenue at the TRS Properties upon the adoption of ASU 2014-09 on January 1, 2018.

### Gaming and Admission Taxes

For the TRS Properties, the Company is subject to gaming and admission taxes based on gross gaming revenues in the jurisdictions in which it operates, as well as state gaming device fees, based upon a standard per game assessment. The Company recognizes gaming tax expense based on the statutorily required percentage of revenue that is required to be paid to state and local jurisdictions in the states where wagering occurs. Admission taxes are only assessed in Louisiana, while state gaming device fees are only assessed in Maryland. The Company records gaming and admission taxes at the Company's estimated effective gaming tax rate for the year, considering estimated taxable gaming revenue and the applicable rates. Such estimates are adjusted each interim period. If gaming and admission tax rates change during the year, such changes are applied prospectively in the determination of gaming and admission tax expense in future interim periods. For the three and nine months ended September 30, 2017, these expenses, which are primarily recorded within gaming expense in the condensed consolidated statements of income, totaled \$14.4 million and \$44.1 million, respectively, as compared to \$13.9 million and \$43.9 million for the three and nine months ended September 30, 2016.

### Earnings Per Share

The Company calculates earnings per share ("EPS") in accordance with ASC 260, "Earnings per Share." Basic EPS is computed by dividing net income applicable to common stock by the weighted-average number of common shares outstanding during the period, excluding net income attributable to participating securities (unvested restricted stock awards). Diluted EPS reflects the additional dilution for all potentially-dilutive securities such as stock options, unvested restricted shares and unvested performance-based restricted shares. In accordance with ASC 260 "Earnings per Share," the Company includes all performance-based restricted shares that would have vested based upon the Company's performance at quarter-end in the calculation of diluted EPS. Diluted EPS for the Company's common stock is computed using the more dilutive of the two-class method or the treasury stock method.

Table of Contents

The following table reconciles the weighted-average common shares outstanding used in the calculation of basic EPS to the weighted-average common shares outstanding used in the calculation of diluted EPS for the three and nine months ended September 30, 2017 and 2016:

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
	2017	2016	2017	2016
	(in thousands)			
Determination of shares:				
Weighted-average common shares outstanding	212,500	205,826	210,059	168,955
Assumed conversion of dilutive employee stock-based awards	595	1,293	684	1,983
Assumed conversion of restricted stock awards	154	185	146	158
Assumed conversion of performance-based restricted stock awards	1,304	572	1,209	453
Diluted weighted-average common shares outstanding	214,553	207,876	212,098	171,549

The following table presents the calculation of basic and diluted EPS for the Company's common stock for the three and nine months ended September 30, 2017 and 2016:

	Three Months Ended September 30, 2017		Nine Months Ended September 30, 2016	
	2017	2016	2017	2016
	(in thousands, except per share data)			
Calculation of basic EPS:				
Net income	\$97,014	\$89,600	\$287,339	\$195,613
Less: Net income allocated to participating securities	(157 )	(184 )	(470 )	(489 )
Net income attributable to common shareholders	\$96,857	\$89,416	\$286,869	\$195,124
Weighted-average common shares outstanding	212,500	205,826	210,059	168,955
Basic EPS	\$0.46	\$0.43	\$1.37	\$1.15
Calculation of diluted EPS:				
Net income	\$97,014	\$89,600	\$287,339	\$195,613
Diluted weighted-average common shares outstanding	214,553	207,876	212,098	171,549
Diluted EPS	\$0.45	\$0.43	\$1.35	\$1.14

There were no outstanding equity based awards during the three months ended September 30, 2017 and 4,616 outstanding equity based awards during the nine months ended September 30, 2017, that were not included in the computation of diluted EPS because they were antidilutive. There were 10,846 and 23,954 outstanding equity based awards during the three and nine months ended September 30, 2016, respectively, that were not included in the computation of diluted EPS because of being antidilutive.

### Stock-Based Compensation

The Company accounts for stock compensation under ASC 718, "Compensation - Stock Compensation," which requires the Company to expense the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. This expense is recognized ratably over the requisite service period following the date of grant. The fair value of the Company's time-based restricted stock awards is equivalent to the closing stock price on the day of grant. The Company utilizes a third party valuation firm to measure

the fair value of performance-based restricted stock awards at grant date using the Monte Carlo model.

As of September 30, 2017, there was \$6.6 million of total unrecognized compensation cost for restricted stock awards that will be recognized over the grants' remaining weighted average vesting period of 1.87 years. For the three and nine months ended September 30, 2017, the Company recognized \$1.2 million and \$4.7 million, respectively, of compensation expense associated with these awards, compared to \$1.9 million and \$5.6 million for the three and nine months ended September 30, 2016, respectively.



Table of Contents

The following table contains information on restricted stock award activity for the nine months ended September 30, 2017:

	Number of Award Shares	
Outstanding at December 31, 2016	413,242	
Granted	184,391	
Released	(251,147	)
Canceled	(1,976	)
Outstanding at September 30, 2017	344,510	

Performance-based restricted stock awards have a three-year cliff vesting with the amount of restricted shares vesting at the end of the three-year period determined based upon the Company's performance as measured against its peers. More specifically, the percentage of shares vesting at the end of the measurement period will be based on the Company's three-year total shareholder return measured against the three-year return of the companies included in the MSCI US REIT index and the Company's stock performance ranking among a group of triple-net REIT peer companies. The triple-net measurement group includes publicly traded REITs deriving at least 75% of revenues from triple-net leases. As of September 30, 2017, there was \$12.4 million of total unrecognized compensation cost, which will be recognized over the performance-based restricted stock awards' remaining weighted average vesting period of 1.80 years. For the three and nine months ended September 30, 2017, the Company recognized \$2.4 million and \$7.2 million, respectively, of compensation expense associated with these awards, compared to \$2.8 million and \$8.2 million for the three and nine months ended September 30, 2016, respectively.

The following table contains information on performance-based restricted stock award activity for the nine months ended September 30, 2017:

	Number of Performance-Based Award Shares
Outstanding at December 31, 2016	1,106,000
Granted	558,000
Released	—
Canceled	—
Outstanding at September 30, 2017	1,664,000

## 5. Acquisitions

On May 1, 2017, the Company acquired the real property assets of Bally's Casino Tunica and Resorts Casino Tunica for \$82.9 million. The Company acquired both Bally's Casino Tunica and Resorts Casino Tunica, as well as the Resorts Hotel and land at Bally's Casino Tunica. Land rights to three long-term ground leases related to the Tunica Properties were also acquired in the transaction. The Company records revenue for the ground lease rent paid by its tenants with an offsetting expense in general and administrative expense within the condensed consolidated statement of income as the Company has concluded that as the lessee it is the primary obligor under these ground leases. As the primary obligor under these ground leases, the Company will record annual obligations of \$2.7 million in its financial statements as both revenue and expense. However, the Company subleases these ground leases back to its tenants, who are responsible for payment directly to the landlord.

Penn purchased the operating assets of the Tunica Properties directly from the seller, operates both properties and leases the real property assets from the Company under the Penn Master Lease. The initial annual cash rent of \$9.0 million for the Tunica Properties will be subject to rent escalators and adjustments consistent with the other properties under the Penn Master Lease.

Also during the nine months ended September 30, 2017, the purchase price for the real property assets of the Meadows Racetrack and Casino was increased by \$0.4 million to \$323.3 million, consistent with the terms outlined in the purchase agreements entered into regarding the sale of the Meadows' real property and operating assets to the Company and Pinnacle, respectively. The Meadows' real estate assets were purchased from Cannery Casino Resorts ("CCR") on September 9, 2016 and were leased to Pinnacle, who purchased the entities holding the Meadows' gaming and racing licenses and operating assets directly from CCR.

Table of Contents

## 6. Real Estate Investments

Real estate investments, net, represents investments in 36 rental properties and the corporate headquarters building and is summarized as follows:

	September 30, 2017	December 31, 2016
	(in thousands)	
Land and improvements	\$2,057,938	\$2,057,391
Building and improvements	2,461,573	2,438,581
Total real estate investments	4,519,511	4,495,972
Less accumulated depreciation	(832,192 )	(756,881 )
Real estate investments, net	\$3,687,319	\$3,739,091

## 7. Land Rights

Land rights, net represent the Company's rights to land subject to long-term ground leases. The Company obtained ground lease rights through the acquisition of several of its rental properties and immediately subleased the land to its tenants. These land rights represent the below market value of the related ground leases. The Company assessed the acquired ground leases to determine if the lease terms were favorable or unfavorable, given market conditions at the acquisition date. Because the market rents to be received under the Company's triple-net tenant leases were greater than the rents to be paid under the acquired ground leases, the Company concluded that the ground leases were below market and were therefore required to be recorded as a definite lived asset (land rights) on its books.

The land rights are amortized over the individual lease term of each ground lease, including all renewal options, which ranged from 25 years to 92 years at their respective acquisition dates. Land rights net, consists of the following:

	September 30, 2017	December 31, 2016
	(in thousands)	
Land rights	\$656,666	\$596,921
Less accumulated amortization	(13,790 )	(6,163 )
Land rights, net	\$642,876	\$590,758

Amortization expense related to the ground leases is recorded within general and administrative expenses in the condensed consolidated statements of income and totaled \$2.7 million and \$7.6 million, respectively, for the three and nine months ended September 30, 2017. Amortization expense related to the ground leases totaled \$2.3 million and \$3.9 million, respectively, for the three and nine months ended September 30, 2016.

As of September 30, 2017, estimated future amortization expense related to the Company's ground leases by fiscal year is as follows (in thousands):

Year ending December 31,	
2017	\$2,727
2018	10,910
2019	10,910
2020	10,910
2021	10,910
Thereafter	596,509

Total \$642,876

15

---

Table of Contents

## 8. Property and Equipment Used in Operations

Property and equipment used in operations, net, consists of the following and primarily represents the assets utilized in the TRS Properties:

	September 30, 2017	December 31, 2016
	(in thousands)	
Land and improvements	\$ 30,276	\$ 30,965
Building and improvements	116,357	117,350
Furniture, fixtures, and equipment	114,051	114,965
Construction in progress	37	330
Total property and equipment	260,721	263,610
Less accumulated depreciation	(150,490 )	(144,183 )
Property and equipment, net	\$ 110,231	\$ 119,427

## 9. Receivables

## Investment in Direct Financing Lease, Net

Under ASC 840 - Leases ("ASC 840"), the Pinnacle Master Lease is bifurcated between an operating lease and a direct financing lease. The fair value assigned to the land (inclusive of the land rights) qualifies for operating lease treatment, while the fair value assigned to the buildings is classified as a direct financing lease. Under ASC 840, the accounting treatment for direct financing leases requires the Company to record an investment in direct financing leases on its books at lease inception and subsequently recognize interest income and a reduction in the investment for the building portion of rent. This initial net investment is determined by aggregating the total future minimum lease payments attributable to the direct financing lease and the estimated residual value of the property, less unearned income. The interest income recorded under the direct financing lease is included in income from direct financing lease in the Company's condensed consolidated statements of income and is recognized over the 35-year lease term using the effective interest rate method which produces a constant periodic rate of return on the net investment in the leased property. Furthermore, as the net investment in direct financing lease includes only future minimum lease payments, rent that is not fixed and determinable at the lease inception is excluded from the determination of the rent attributable to the leased assets and will therefore be recorded as income from direct financing lease in the period earned. The unguaranteed residual value is the Company's estimate of what it could realize upon the sale of the property at the end of the lease term.

The net investment in the direct financing lease is evaluated for impairment as necessary, if indicators of impairment are present, to determine if there has been an-other-than-temporary decline in the residual value of the property or a change in the lessee's credit worthiness. At September 30, 2017, there were no indicators of a decline in the estimated residual value of the property and collectability of the remaining receivable balance is reasonably assured.

The Company's investment in direct financing lease, net, consists of the following and represents the building assets acquired from Pinnacle:

	September 30, 2017	December 31, 2016
	(in thousands)	
Minimum lease payments receivable	\$ 3,299,114	\$ 3,405,131
Unguaranteed residual value	689,811	689,811
Gross investment in direct financing lease	3,988,925	4,094,942
Less: unearned income	(1,332,673 )	(1,384,231 )

Investment in direct financing lease, net    \$2,656,252    \$2,710,711

Loan Receivable

In January 2014, the Company completed the asset acquisition of the real property associated with the Casino Queen in East St. Louis, Illinois for \$140.7 million. GLPI leases the property back to Casino Queen on a triple-net basis on terms similar to those in the Master Leases. The lease has an initial term of 15 years and the tenant has an option to renew it at the same terms and conditions for four successive five-year periods.

Table of Contents

Simultaneously with the Casino Queen acquisition, GLPI provided Casino Queen with a \$43.0 million, five-year term loan at 7% interest, pre-payable at any time, which, together with the sale proceeds, completely refinanced and retired all of Casino Queen's outstanding long-term debt obligations. On March 13, 2017, the outstanding principal and interest on this loan was repaid in full and GLPI simultaneously provided a new unsecured \$13.0 million, 5.5 year term loan to CQ Holding Company, Inc., an affiliate of Casino Queen, to partially finance their acquisition of Lady Luck Casino in Marquette, Iowa. The cash proceeds were net settled. The new loan bears an interest rate of 15% and is pre-payable at any time. As of September 30, 2017, the balance of the new loan is \$13.0 million. The collectability of the loan balance is reasonably assured, and as of September 30, 2017, there is no indication that the obligor will not remit all mandatory principal and interest payments in full and on time. The loan balance is recorded at carrying value which approximates fair value. Interest income related to the loan is recorded in interest income within the Company's condensed consolidated statements of income in the period earned.

## 10. Long-term Debt

Long-term debt is as follows:

	September 30, 2017	December 31, 2016
	(in thousands)	
Unsecured term loan A	\$ 240,000	\$ 300,000
Unsecured term loan A-1	825,000	825,000
Unsecured \$700 million revolver	—	165,000
\$550 million 4.375% senior unsecured notes due November 2018	550,000	550,000
\$1,000 million 4.875% senior unsecured notes due November 2020	1,000,000	1,000,000
\$400 million 4.375% senior unsecured notes due April 2021	400,000	400,000
\$500 million 5.375% senior unsecured notes due November 2023	500,000	500,000
\$975 million 5.375% senior unsecured notes due April 2026	975,000	975,000
Capital lease	1,258	1,341
Total long-term debt	4,491,258	4,716,341
Less: unamortized debt issuance costs	(41,606 )	(51,376 )
Total long-term debt, net of unamortized debt issuance costs	\$4,449,652	\$4,664,965

The following is a schedule of future minimum repayments of long-term debt as of September 30, 2017 (in thousands):

Within one year	\$ 116
2-3 years	790,249
4-5 years	2,225,274
Over 5 years	1,475,619
Total minimum payments	\$4,491,258

## Senior Unsecured Credit Facility

The Company has a \$1,825 million senior unsecured credit facility (the "Credit Facility"), consisting of a \$700 million revolving credit facility, a \$300 million Term Loan A facility, and an \$825 million Term Loan A-1 facility. The revolving credit facility and the Term Loan A facility mature on October 28, 2018 and the Term Loan A-1 facility matures on April 28, 2021.

At September 30, 2017, the Credit Facility had a gross outstanding balance of \$1,065 million, consisting of the \$1,065 million Term Loan A and A-1 facilities. Additionally, at September 30, 2017, the Company was contingently obligated under letters of credit issued pursuant to the senior unsecured credit facility with face amounts aggregating

approximately \$0.4 million, resulting in \$699.6 million of available borrowing capacity under the revolving credit facility as of September 30, 2017.

The Credit Facility contains customary covenants that, among other things, restrict, subject to certain exceptions, the ability of GLPI and its subsidiaries to grant liens on their assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations or pay certain dividends and other restricted payments. The Credit Facility contains the following financial covenants, which are measured quarterly on a trailing four-quarter basis: a maximum total debt to total asset



## Table of Contents

value ratio, a maximum senior secured debt to total asset value ratio, a maximum ratio of certain recourse debt to unencumbered asset value and a minimum fixed charge coverage ratio. In addition, GLPI is required to maintain a minimum tangible net worth and its status as a REIT on and after the effective date of its election to be treated as a REIT, which the Company elected on its 2014 U.S. federal income tax return. GLPI is permitted to pay dividends to its shareholders as may be required in order to maintain REIT status, subject to the absence of payment or bankruptcy defaults. GLPI is also permitted to make other dividends and distributions subject to pro forma compliance with the financial covenants and the absence of defaults. The Credit Facility also contains certain customary affirmative covenants and events of default, including the occurrence of a change of control and termination of the Penn Master Lease (subject to certain replacement rights). The occurrence and continuance of an event of default under the Credit Facility will enable the lenders under the Credit Facility to accelerate the loans and terminate the commitments thereunder. At September 30, 2017, the Company was in compliance with all required financial covenants under the Credit Facility.

### Senior Unsecured Notes

Each of the 4.375% Senior Unsecured Notes due 2018 (the "2018 Notes"), 4.875% Senior Unsecured Notes due 2020 (the "2020 Notes"), 4.375% Senior Unsecured Notes due 2021 (the "2021 Notes"), 5.375% Senior Unsecured Notes due 2023 (the "2023 Notes"), and 5.375% Senior Unsecured Notes due 2026 (the "2026 Notes") and collectively with the 2018 Notes, 2020 Notes, 2021 Notes and 2023 Notes, the "Notes") contain covenants limiting the Company's ability to: incur additional debt and use its assets to secure debt; merge or consolidate with another company; and make certain amendments to the Penn Master Lease. The Notes also require the Company to maintain a specified ratio of unencumbered assets to unsecured debt. These covenants are subject to a number of important and significant limitations, qualifications and exceptions.

At September 30, 2017, the Company was in compliance with all required financial covenants under the Notes.

### Capital Lease

The Company assumed the capital lease obligation related to certain assets at its Aurora, Illinois property. GLPI recorded the asset and liability associated with the capital lease on its balance sheet. The original term of the capital lease was 30 years and it will terminate in 2026.

## 11. Commitments and Contingencies

### Litigation

The Company is subject to various legal and administrative proceedings relating to personal injuries, employment matters, commercial transactions, and other matters arising in the normal course of business. The Company does not believe that the final outcome of these matters will have a material adverse effect on the Company's consolidated financial position or results of operations. In addition, the Company maintains what it believes is adequate insurance coverage to further mitigate the risks of such proceedings. However, such proceedings can be costly, time consuming, and unpredictable and, therefore, no assurance can be given that the final outcome of such proceedings may not materially impact the Company's financial condition or results of operations. Further, no assurance can be given that the amount or scope of existing insurance coverage will be sufficient to cover losses arising from such matters.

## 12. Revenue Recognition

As of September 30, 2017, 20 of the Company's real estate investment properties were leased to a subsidiary of Penn under the Penn Master Lease and 14 of the Company's real estate investment properties were leased to a subsidiary of

Pinnacle under the Pinnacle Master Lease. The obligations under the Penn and Pinnacle Master Leases are guaranteed by Penn and Pinnacle, respectively and by most of Penn's and Pinnacle's subsidiaries that occupy and operate the facilities leased under the respective Master Leases. A default by Penn or its subsidiaries with regard to any facility will cause a default with regard to the Penn Master Lease and a default by Pinnacle or its subsidiaries with regard to any facility will cause a default with regard to the Pinnacle Master Lease. Additionally, the Meadows real estate assets are leased to Pinnacle under a single property triple-net lease separate from the Pinnacle Master Lease. GLPI also leases the Casino Queen property back to its operator on a triple-net basis on terms similar to those in the Master Leases (the "Casino Queen Lease").

The rent structure under the Penn Master Lease includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met, and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors (i) every five years to an amount equal to 4% of the average net revenues of all facilities under the Penn Master Lease (other than Hollywood Casino Columbus and Hollywood Casino Toledo) during

Table of Contents

the preceding five years, and (ii) monthly by an amount equal to 20% of the change in net revenues of Hollywood Casino Columbus and Hollywood Casino Toledo during the preceding month.

Similar to the Penn Master Lease, the Pinnacle Master Lease also includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met and a component that is based on the performance of the facilities, which is adjusted, subject to certain floors every two years to an amount equal to 4% of the average annual net revenues of all facilities under the Pinnacle Master Lease during the preceding two years.

GLPI leases the Meadows real property assets to Pinnacle under a triple-net operating lease separate from the Pinnacle Master Lease with an initial term of 10 years with no purchase option and the option to renew for three successive 5-year terms and one 4-year term, at Pinnacle's option (the "Meadows Lease"). The Meadows Lease contains a fixed component, subject to annual escalators, and a component that is based on the performance of the facility, which is reset every two years to a fixed amount determined by multiplying (i) 4% by (ii) the average annual net revenues of the facility for the trailing two year period. The Meadows Lease contains an annual escalator provision for up to 5% of the base rent, if certain rent coverage ratio thresholds are met, which remains at 5% until the earlier of ten years or the year in which total rent is \$31 million, at which point the escalator will be reduced to 2% annually thereafter.

The rent structure under the Casino Queen Lease also includes a fixed component, a portion of which is subject to an annual 2% escalator if certain rent coverage ratio thresholds are met, and a component that is based on the performance of the facility, which is reset every five years to a fixed amount equal to the greater of (i) the annual amount of non-fixed rent applicable for the lease year immediately preceding such rent reset year and (ii) an amount equal to 4% of the average annual net revenues of the facility for the trailing five year period.

In addition to rent, as triple-net lessees, all of the Company's tenants are required to pay the following executory costs: (1) all facility maintenance, (2) all insurance required in connection with the leased properties and the business conducted on the leased properties, (3) taxes levied on or with respect to the leased properties (other than taxes on the income of the lessor) and (4) all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

The Company determined, based on facts and circumstances prevailing at the time of each lease's inception, that neither Penn, Pinnacle (excluding the Meadows lease as described below) nor Casino Queen could effectively operate and run their respective business without the properties that are leased to it under the respective lease agreements with GLPI. Furthermore, at lease inception, all of Casino Queen's revenues and substantially all of Penn's and Pinnacle's revenues were generated from operations in connection with the leased properties. There are also various legal restrictions in the jurisdictions in which Penn, Pinnacle and Casino Queen operate that limit the availability and location of gaming facilities, which makes relocation or replacement of the leased gaming facilities restrictive and potentially impracticable or unavailable. Moreover, under the terms of the Penn and Pinnacle Master Leases, Penn and Pinnacle must make their renewal election with respect to all of the leased property together; the tenant is not entitled to selectively renew certain of the leased property while not renewing other property. Accordingly, the Company concluded that failure by Penn, Pinnacle or Casino Queen to renew the lease would impose a significant penalty on such tenant such that renewal of all lease renewal options appears at lease inception to be reasonably assured. Therefore, the Company concluded that the term of the leases with both Penn and Casino Queen is 35 years, equal to the initial 15 year term plus all four of the 5-year renewal options. The lease term of the Pinnacle Master Lease is also 35 years, equal to the initial 10 year term plus all five of the 5-year renewal options.

As described above, subsequent to purchasing the majority of Pinnacle's real estate assets and leasing them back to Pinnacle, GLPI entered into a separate triple-net lease with Pinnacle to lease the newly acquired Meadows real estate assets to Pinnacle. Because this lease involves only a single property within Pinnacle's portfolio, GLPI concluded it

was not reasonably assured at lease inception that Pinnacle would elect to exercise all lease renewal options. The Company concluded that failure by Pinnacle to renew the Meadows lease would not impose a significant penalty on such tenant as this property's operations represent only an incremental portion of Pinnacle's total business at lease inception. Therefore, the Company concluded that the lease term of the Meadows lease is 10 years, equal to the initial 10-year term only.

Gaming revenue generated by the TRS Properties mainly consists of video lottery gaming revenue, and to a lesser extent, table game and poker revenue. Video lottery gaming revenue is the aggregate net difference between gaming wins and losses with liabilities recognized for funds deposited by customers before gaming play occurs, for "ticket-in, ticket-out" coupons in the customers' possession, and for accruals related to the anticipated payout of progressive jackpots. Progressive slot machines, which contain base jackpots that increase at a progressive rate based on the number of coins played, are charged to revenue as the amount of the jackpots increases. Table game gaming revenue is the aggregate of table drop adjusted for the change in aggregate table chip inventory. Table drop is the total dollar amount of the currency, coins, chips, tokens, outstanding

Table of Contents

counter checks (markers), and front money that are removed from the live gaming tables. Additionally, food and beverage revenue is recognized as services are performed.

Gaming revenue is recognized net of certain sales incentives in accordance with ASC 605-50, "Revenue Recognition—Customer Payments and Incentives." The Company records certain sales incentives and points earned in point-loyalty programs as a reduction of revenue. See Note 3 to the condensed consolidated financial statements for a summary of anticipated changes to the recognition of revenue at the TRS Properties upon the adoption of ASU 2014-09 on January 1, 2018.

The following table discloses the components of gaming, food, beverage and other revenue within the condensed consolidated statements of income for the three and nine months ended September 30, 2017 and 2016:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands)			
Video lottery	\$29,547	\$28,285	\$91,563	\$89,403
Table game	4,034	4,226	13,288	13,417
Poker	304	259	888	872
Food, beverage and other	\$2,313	\$2,613	7,208	8,221
Total gaming, food, beverage and other revenue, net of cash incentives	\$36,198	\$35,383	\$112,947	\$111,913

The retail value of food and beverage and other services furnished to guests without charge is included in gross revenues and then deducted as promotional allowances.

### 13. Shareholders' Equity

#### Common Stock

During August 2016, the Company commenced a continuous equity offering under which the Company may sell up to an aggregate of \$400 million of its common stock from time to time through a sales agent in "at the market" offerings (the "ATM Program"). Actual sales will depend on a variety of factors, including market conditions, the trading price of the Company's common stock and determinations of the appropriate sources of funding for proposed transactions. The Company may sell the shares in amounts and at times to be determined by the Company, but has no obligation to sell any of the shares in the ATM Program. The ATM Program also allows the Company to enter into forward sale agreements. In no event will the aggregate number of shares sold under the ATM Program (whether under any forward sale agreement or through a sales agent), have an aggregate sales price in excess of \$400 million. The Company expects, that if it enters into a forward sale contract, to physically settle each forward sale agreement with the forward purchaser on one or more dates specified by the Company prior to the maturity date of that particular forward sale agreement, in which case the aggregate net cash proceeds at settlement will equal the number of shares underlying the particular forward sale agreement multiplied by the relevant forward sale price. However, the Company may also elect to cash settle or net share settle a particular forward sale agreement, in which case proceeds may or may not be received or cash may be owed to the forward purchaser.

In connection with the ATM Program, the Company engaged a sales agent who may receive compensation of up to 2% of the gross sales price of the shares sold. Similarly, in the event the Company enters into a forward sale agreement, it will pay the relevant forward seller a commission of up to 2% of the sales price of all borrowed shares of common stock sold during the applicable selling period of the forward sale agreement.

No shares were sold under the ATM Program during the three months ended September 30, 2017. During the nine months ended September 30, 2017, GLPI sold 3,864,872 shares of its common stock at an average price of \$36.22 per share under the ATM Program, which generated gross proceeds of approximately \$140.0 million (net proceeds of approximately \$139.4 million). Program to date, the Company has sold 5,186,871 shares of its common stock at an average price of \$35.91 per share under the ATM Program and generated gross proceeds of approximately \$186.3 million (net proceeds of approximately \$185.0 million). The Company used the net proceeds from the ATM Program to partially fund its acquisition of the Meadows' and Tunica real estate assets. As of September 30, 2017, the Company had \$213.7 million remaining for issuance under the ATM Program and had not entered into any forward sale agreements.

Table of Contents

## Dividends

The following table lists the dividends declared and paid by the Company during the nine months ended September 30, 2017 and 2016:

Declaration Date	Shareholder Record Date	Securities Class	Dividend Per Share	Period Covered	Distribution Date	Dividend Amount (in thousands)
2017						
February 1, 2017	March 13, 2017	Common Stock	\$ 0.62	First Quarter 2017	March 24, 2017	\$ 129,007
April 25, 2017	June 16, 2017	Common Stock	\$ 0.62	Second Quarter 2017	June 30, 2017	\$ 131,554
July 25, 2017	September 8, 2017	Common Stock	\$ 0.63	Third Quarter 2017	September 22, 2017	\$ 133,936
2016						
January 29, 2016	February 22, 2016	Common Stock	\$ 0.56	First Quarter 2016	March 25, 2016	\$ 65,345
April 25, 2016	June 2, 2016	Common Stock	\$ 0.56	Second Quarter 2016	June 17, 2016	\$ 113,212
August 3, 2016	September 12, 2016	Common Stock	\$ 0.60	Third Quarter 2016	September 23, 2016	\$ 124,262

In addition, for the three and nine months ended September 30, 2017, dividend payments were made to GLPI restricted stock award holders in the amount of \$0.2 million and \$0.7 million, respectively, as compared to \$0.2 million and \$0.8 million for the three and nine months ended September 30, 2016, respectively.

## 14. Segment Information

Consistent with how the Company's Chief Operating Decision Maker reviews and assesses the Company's financial performance, the Company has two reportable segments, GLP Capital, L.P. (a wholly-owned subsidiary of GLPI through which GLPI owns substantially all of its assets) ("GLP Capital") and the TRS Properties. The GLP Capital reportable segment consists of the leased real property and represents the majority of the Company's business. The TRS Properties reportable segment consists of Hollywood Casino Perryville and Hollywood Casino Baton Rouge.

The following tables present certain information with respect to the Company's segments.

(in thousands)	Three Months Ended September 30, 2017				Three Months Ended September 30, 2016			
	GLP Capital	TRS Properties	Eliminations	Total	GLP Capital	TRS Properties	Eliminations	Total
Net revenues	\$209,489	\$ 35,017	\$ —	\$244,506	\$199,257	\$ 34,018	\$ —	\$233,275
Income from operations	146,731	5,968	—	152,699	138,270	5,036	—	143,306
Interest, net	54,001	2,601	(2,601)	54,001	52,400	2,600	(2,601)	52,399
Income before income taxes	95,331	3,367	—	98,698	88,471	2,436	—	90,907
Income tax expense	242	1,442	—	1,684	210	1,097	—	1,307
Net income	95,089	1,925	—	97,014	88,261	1,339	—	89,600
Depreciation	25,820	2,812	—	28,632	24,328	2,837	—	27,165
Capital project expenditures, net of reimbursements	10	—	—	10	54	—	—	54

Edgar Filing: Gaming & Leisure Properties, Inc. - Form 10-Q

Capital maintenance expenditures	—	460	—	460	—	496	—	496
	Nine Months Ended September 30, 2017				Nine Months Ended September 30, 2016			
(in thousands)	GLP Capital	TRS Properties	Elimination	Total	GLP Capital	TRS Properties	Elimination	Total
Net revenues	\$621,313	\$ 109,297	\$ —	\$730,610	\$481,704	\$ 107,752	\$ —	\$589,456
Income from operations	434,166	21,235	—	455,401	312,586	19,174	—	331,760
Interest, net	161,658	7,802	(7,804)	161,656	130,568	7,801	(7,804)	130,565
Income before income taxes	280,312	13,433	—	293,745	189,822	11,373	—	201,195
Income tax expense	854	5,552	—	6,406	806	4,776	—	5,582
Net income	279,458	7,881	—	287,339	189,016	6,597	—	195,613
Depreciation	76,870	8,442	—	85,312	72,737	8,530	—	81,267
Capital project expenditures	78	—	—	78	222	101	—	323
Capital maintenance expenditures	—	2,187	—	2,187	—	1,693	—	1,693



Table of Contents

(1) Amounts in the "Eliminations" column represent the elimination of intercompany interest payments from the Company's TRS Properties business segment to its GLP Capital business segment.

## 15. Supplemental Disclosures of Cash Flow Information and Noncash Activities

Supplemental disclosures of cash flow information are as follows:

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
	(in thousands)			
Cash paid for income taxes, net of refunds received	\$2,571	\$1,608	\$8,995	\$4,638
Cash paid for interest	8,503	6,201	111,116	64,502

## Noncash Investing and Financing Activities

In April 2016, the Company acquired substantially all of the real estate assets of Pinnacle for approximately \$4.8 billion. In addition to the cash consideration paid to Pinnacle, the Company also issued equity to partially finance the transaction. The Company issued shares of common stock with an aggregate value of \$1.824 billion (approximately 56.0 million shares of common stock) in partial exchange for the assets acquired.

## 16. Supplementary Condensed Consolidating Financial Information of Parent Guarantor and Subsidiary Issuers

GLPI guarantees the Notes issued by its subsidiaries, GLP Capital, L.P. and GLP Financing II, Inc. Each of the subsidiary issuers is 100% owned by GLPI. The guarantees of GLPI are full and unconditional. GLPI is not subject to any material or significant restrictions on its ability to obtain funds from its subsidiaries by dividend or loan or to transfer assets from such subsidiaries, except as provided by applicable law. None of GLPI's subsidiaries guarantee the Notes.

Summarized balance sheets as of September 30, 2017 and December 31, 2016, statements of income for the three and nine months ended September 30, 2017 and 2016 and statements of cash flows for the nine months ended September 30, 2017 and 2016 for GLPI as the parent guarantor, for GLP Capital, L.P. and GLP Financing II, Inc. as the subsidiary issuers and the other subsidiary non-issuers is presented below.

Table of Contents

At September 30, 2017 Condensed Consolidating Balance Sheet	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
<b>Assets</b>					
Real estate investments, net	\$—	\$1,817,938	\$1,869,381	\$—	\$3,687,319
Land rights, net	—	59,051	583,825	—	642,876
Property and equipment, used in operations, net	—	21,086	89,145	—	110,231
Investment in direct financing lease, net	—	—	2,656,252	—	2,656,252
Cash and cash equivalents	—	13,543	30,091	—	43,634
Prepaid expenses	—	4,845	3,933	984	9,762
Goodwill	—	—	75,521	—	75,521
Other intangible assets	—	—	9,577	—	9,577
Loan receivable	—	—	13,000	—	13,000
Intercompany loan receivable	—	193,595	—	(193,595 )	—
Intercompany transactions and investment in subsidiaries	2,493,104	5,123,510	2,997,133	(10,613,747 )	—
Deferred tax assets	—	—	5,898	—	5,898
Other assets	—	45,182	35,556	—	80,738
<b>Total assets</b>	<b>\$2,493,104</b>	<b>\$7,278,750</b>	<b>\$8,369,312</b>	<b>\$(10,806,358)</b>	<b>\$7,334,808</b>
<b>Liabilities</b>					
Accounts payable	\$—	\$257	\$178	\$—	\$435
Accrued expenses	—	699	7,378	—	8,077
Accrued interest	—	75,881	—	—	75,881
Accrued salaries and wages	—	4,415	2,469	—	6,884
Gaming, property, and other taxes	—	27,842	33,687	—	61,529
Income taxes	—	(217 )	(767 )	984	—
Long-term debt, net of unamortized debt issuance costs	—	4,449,652	—	—	4,449,652
Intercompany loan payable	—	—	193,595	(193,595 )	—
Deferred rental revenue	—	205,691	9,716	—	215,407
Deferred tax liabilities	—	—	280	—	280
Other liabilities	—	21,425	2,134	—	23,559
<b>Total liabilities</b>	<b>—</b>	<b>4,785,645</b>	<b>248,670</b>	<b>(192,611 )</b>	<b>4,841,704</b>
<b>Shareholders' equity (deficit)</b>					
Preferred stock (\$.01 par value, 50,000,000 shares authorized, no shares issued or outstanding at June 30, 2017)	—	—	—	—	—
Common stock (\$.01 par value, 500,000,000 shares authorized, 212,603,307 shares issued at September 30, 2017)	2,126	2,126	2,126	(4,252 )	2,126
Additional paid-in capital	3,927,786	3,927,790	9,492,711	(13,420,501 )	3,927,786
Retained accumulated (deficit) earnings	(1,436,808 )	(1,436,811 )	(1,374,195 )	2,811,006	(1,436,808 )
<b>Total shareholders' equity (deficit)</b>	<b>2,493,104</b>	<b>2,493,105</b>	<b>8,120,642</b>	<b>(10,613,747 )</b>	<b>2,493,104</b>
<b>Total liabilities and shareholders' equity (deficit)</b>	<b>\$2,493,104</b>	<b>\$7,278,750</b>	<b>\$8,369,312</b>	<b>\$(10,806,358)</b>	<b>\$7,334,808</b>



Table of Contents

Three months ended September 30, 2017 Condensed Consolidating Statement of Income	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
Revenues					
Rental income	\$	—\$100,310	\$ 68,720	\$—	\$ 169,030
Income from direct financing lease	—	—	19,037	—	19,037
Real estate taxes paid by tenants	—	11,093	10,329	—	21,422
Total rental revenue and income from direct financing lease	—	111,403	98,086	—	209,489
Gaming, food, beverage and other	—	—	36,198	—	36,198
Total revenues	—	111,403	134,284	—	245,687
Less promotional allowances	—	—	(1,181 )	—	(1,181 )
Net revenues	—	111,403	133,103	—	244,506
Operating expenses					
Gaming, food, beverage and other	—	—	19,890	—	19,890
Real estate taxes	—	11,111	10,640	—	21,751
General and administrative	—	10,866	10,668	—	21,534
Depreciation	—	23,644	4,988	—	28,632
Total operating expenses	—	45,621	46,186	—	91,807
Income from operations	—	65,782	86,917	—	152,699
Other income (expenses)					
Interest expense	—	(54,493 )	—	—	(54,493 )
Interest income	—	—	492	—	492
Intercompany dividends and interest	—	109,007	5,399	(114,406 )	—
Total other income (expenses)	—	54,514	5,891	(114,406 )	(54,001 )
Income (loss) before income taxes	—	120,296	92,808	(114,406 )	98,698
Income tax expense	—	242	1,442	—	1,684
Net income (loss)	\$	—\$120,054	\$ 91,366	\$(114,406 )	\$ 97,014

Table of Contents

Nine months ended September 30, 2017 Condensed Consolidating Statement of Income	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
Revenues					
Rental income	\$	\$297,709	\$ 204,245	\$—	\$ 501,954
Income from direct financing lease	—		55,377	—	55,377
Real estate taxes paid by tenants	—	33,176	30,806	—	63,982
Total rental revenue and income from direct financing lease	—	330,885	290,428	—	621,313
Gaming, food, beverage and other	—		112,947	—	112,947
Total revenues	—	330,885	403,375	—	734,260
Less promotional allowances	—		(3,650	)	(3,650
Net revenues	—	330,885	399,725	—	730,610
Operating expenses					
Gaming, food, beverage and other	—		61,635	—	61,635
Real estate taxes	—	33,240	31,566	—	64,806
General and administrative	—	32,409	31,047	—	63,456
Depreciation	—	70,342	14,970	—	85,312
Total operating expenses	—	135,991	139,218	—	275,209
Income from operations	—	194,894	260,507	—	455,401
Other income (expenses)					
Interest expense	—	(163,099	)	—	(163,099
Interest income	—		1,443	—	1,443
Intercompany dividends and interest	—	332,326	10,920	(343,246	)
Total other income (expenses)	—	169,227	12,363	(343,246	)
Income (loss) before income taxes	—	364,121	272,870	(343,246	)
Income tax expense	—	854	5,552	—	6,406
Net income (loss)	\$	\$363,267	\$ 267,318	\$ (343,246	)

Table of Contents

Nine months ended September 30, 2017 Condensed Consolidating Statement of Cash Flows	Parent Guarantors	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
Operating activities					
Net income (loss)	\$—	\$363,267	\$ 267,318	\$(343,246 )	\$ 287,339
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:					
Depreciation and amortization	—	71,036	21,903	—	92,939
Amortization of debt issuance costs	—	9,770	—	—	9,770
Losses on dispositions of property	—	—	515	—	515
Deferred income taxes	—	—	(1,946 )	—	(1,946 )
Stock-based compensation	—	11,951	—	—	11,951
Straight-line rent adjustments	—	42,488	6,867	—	49,355
(Increase) decrease, Prepaid expenses and other assets	—	(2,128 )	866	(242 )	(1,504 )
Intercompany	—	(417 )	417	—	—
Increase (decrease), Accounts payable	—	(213 )	(488 )	—	(701 )
Accrued expenses	—	(97 )	134	—	37
Accrued interest	—	42,138	—	—	42,138
Accrued salaries and wages	—	(3,496 )	(239 )	—	(3,735 )
Gaming, property and other taxes	—	(617 )	386	—	(231 )
Income taxes	—	(236 )	(6 )	242	—
Other liabilities	—	3,536	(359 )	—	3,177
Net cash provided by (used in) operating activities	—	536,982	295,368	(343,246 )	489,104
Investing activities					
Capital project expenditures	—	(78 )	—	—	(78 )
Capital maintenance expenditures	—	—	(2,187 )	—	(2,187 )
Proceeds from sale of property and equipment	—	—	914	—	914
Principal payments on loan receivable	—	—	13,200	—	13,200
Acquisition of real estate assets	—	(82,866 )	(386 )	—	(83,252 )
Collection of principal payments on investment in direct financing lease	—	—	54,459	—	54,459
Net cash (used in) provided by investing activities	—	(82,944 )	66,000	—	(16,944 )
Financing activities					
Dividends paid	(395,210 )	—	—	—	(395,210 )
Proceeds from exercise of options, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings	15,797	—	—	—	15,797
Proceeds from issuance of common stock, net of issuance costs	139,414	—	—	—	139,414
Proceeds from issuance of long-term debt	—	100,000	—	—	100,000
Repayments of long-term debt	—	(325,083 )	—	—	(325,083 )
Intercompany financing	239,999	(186 )	(356,059 )	343,246	—
Net cash (used in) provided by financing activities	—	(452,269 )	(356,059 )	343,246	(465,082 )
Net increase in cash and cash equivalents	—	1,769	5,309	—	7,078
Cash and cash equivalents at beginning of period	—	11,774	24,782	—	36,556
Cash and cash equivalents at end of period	\$—	\$13,543	\$ 30,091	\$—	\$ 43,634



Table of Contents

At December 31, 2016 Condensed Consolidating Balance Sheet	Parent Guarantor	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
<b>Assets</b>					
Real estate investments, net	\$—	\$1,863,568	\$1,875,523	\$—	\$3,739,091
Land rights, net	—	—	590,758	—	590,758
Property and equipment, used in operations, net	—	22,598	96,829	—	119,427
Investment in direct financing lease, net	—	—	2,710,711	—	2,710,711
Cash and cash equivalents	—	11,774	24,782	—	36,556
Prepaid expenses	—	3,106	3,629	742	7,477
Goodwill	—	—	75,521	—	75,521
Other intangible assets	—	—	9,577	—	9,577
Loan receivable	—	—	26,200	—	26,200
Intercompany loan receivable	—	193,595	—	(193,595 )	—
Intercompany transactions and investment in subsidiaries	2,433,869	5,211,835	2,947,915	(10,593,619 )	—
Deferred tax assets	—	—	3,922	—	3,922
Other assets	—	37,335	12,755	—	50,090
<b>Total assets</b>	<b>\$2,433,869</b>	<b>\$7,343,811</b>	<b>\$8,378,122</b>	<b>\$(10,786,472)</b>	<b>\$7,369,330</b>
<b>Liabilities</b>					
Accounts payable	\$—	\$413	\$666	\$—	\$1,079
Accrued expenses	—	434	6,156	—	6,590
Accrued interest	—	33,743	—	—	33,743
Accrued salaries and wages	—	7,911	2,708	—	10,619
Gaming, property, and other taxes	—	21,364	11,220	—	32,584
Income taxes	—	18	(760 )	742	—
Long-term debt, net of unamortized debt issuance costs	—	4,664,965	—	—	4,664,965
Intercompany loan payable	—	—	193,595	(193,595 )	—
Deferred rental revenue	—	163,204	2,848	—	166,052
Deferred tax liabilities	—	—	265	—	265
Other liabilities	—	17,890	1,674	—	19,564
<b>Total liabilities</b>	<b>—</b>	<b>4,909,942</b>	<b>218,372</b>	<b>(192,853 )</b>	<b>4,935,461</b>
<b>Shareholders' (deficit) equity</b>					
Preferred stock (\$.01 par value, 50,000,000 shares authorized, no shares issued or outstanding at December 31, 2016)	—	—	—	—	—
Common stock (\$.01 par value, 500,000,000 shares authorized, 207,676,827 shares issued at December 31, 2016)	2,077	2,077	2,077	(4,154 )	2,077
Additional paid-in capital	3,760,730	3,760,730	9,338,083	(13,098,814 )	3,760,729
Retained accumulated (deficit) earnings	(1,328,938 )	(1,328,938 )	(1,180,410 )	2,509,349	(1,328,937 )
<b>Total shareholders' (deficit) equity</b>	<b>2,433,869</b>	<b>2,433,869</b>	<b>8,159,750</b>	<b>(10,593,619 )</b>	<b>2,433,869</b>
<b>Total liabilities and shareholders' (deficit) equity</b>	<b>\$2,433,869</b>	<b>\$7,343,811</b>	<b>\$8,378,122</b>	<b>\$(10,786,472)</b>	<b>\$7,369,330</b>





Table of Contents

Three months ended September 30, 2016 Condensed Consolidating Statement of Income	Parent Guarantor	Other Subsidiary Non- Issuers	Eliminations	Consolidated
	(in thousands)			
Revenues				
Rental income	\$-\$95,045	\$ 65,619	\$—	\$ 160,664
Income from direct financing lease	—	18,155	—	18,155
Real estate taxes paid by tenants	—10,919	9,519	—	20,438
Total rental revenue and income from direct financing lease	—105,964	93,293	—	199,257
Gaming, food, beverage and other	—	35,383	—	35,383
Total revenues	—105,964	128,676	—	234,640
Less promotional allowances	—	(1,365 )	—	(1,365 )
Net revenues	—105,964	127,311	—	233,275
Operating expenses				
Gaming, food, beverage and other	—	20,117	—	20,117
Real estate taxes	—10,938	9,928	—	20,866
General and administrative	—11,610	10,211	—	21,821
Depreciation	—23,331	3,834	—	27,165
Total operating expenses	—45,879	44,090	—	89,969
Income from operations	—60,085	83,221	—	143,306
Other income (expenses)				
Interest expense	—(52,880 )	—	—	(52,880 )
Interest income	—	481	—	481
Intercompany dividends and interest	—103,903	1,399	(105,302 )	—
Total other income (expenses)	—51,023	1,880	(105,302 )	(52,399 )
Income (loss) before income taxes	—111,108	85,101	(105,302 )	90,907
Income tax expense	—210	1,097	—	1,307
Net income (loss)	\$-\$110,898	\$ 84,004	\$(105,302 )	\$ 89,600

Table of Contents

Nine months ended September 30, 2016 Condensed Consolidating Statement of Income	Parent Guarantor	Other Subsidiary Non- Issuers	Eliminations	Consolidated
	(in thousands)			
Revenues				
Rental income	\$-\$287,783	\$115,197	\$—	\$402,980
Income from direct financing lease	—	30,786	—	30,786
Real estate taxes paid by tenants	—30,815	17,123	—	47,938
Total rental revenue and income from direct financing lease	—318,598	163,106	—	481,704
Gaming, food, beverage and other	—	111,913	—	111,913
Total revenues	—318,598	275,019	—	593,617
Less promotional allowances	—	(4,161 )	—	(4,161 )
Net revenues	—318,598	270,858	—	589,456
Operating expenses				
Gaming, food, beverage and other	—	62,293	—	62,293
Real estate taxes	—30,865	18,283	—	49,148
General and administrative	—40,661	24,327	—	64,988
Depreciation	—70,218	11,049	—	81,267
Total operating expenses	—141,744	115,952	—	257,696
Income from operations	—176,854	154,906	—	331,760
Other income (expenses)				
Interest expense	—(132,217 )	—	—	(132,217 )
Interest income	—169	1,483	—	1,652
Intercompany dividends and interest	—209,505	18,696	(228,201 )	—
Total other income (expenses)	—77,457	20,179	(228,201 )	(130,565 )
Income (loss) before income taxes	—254,311	175,085	(228,201 )	201,195
Income tax expense	—806	4,776	—	5,582
Net income (loss)	\$-\$253,505	\$170,309	\$(228,201 )	\$195,613

Table of Contents

Nine months ended September 30, 2016 Condensed Consolidating Statement of Cash Flows	Parent Guarantors	Subsidiary Issuers	Other Subsidiary Non-Issuers	Eliminations	Consolidated
	(in thousands)				
Operating activities					
Net income (loss)	\$—	\$253,505	\$ 170,309	\$(228,201 )	\$ 195,613
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:					
Depreciation	—	70,218	14,901	—	85,119
Amortization of debt issuance costs	—	11,889	—	—	11,889
(Gains) losses on dispositions of property	—	(471 )	) 11	—	(460 )
Deferred income taxes	—	—	(997 )	—	(997 )
Stock-based compensation	—	13,804	—	—	13,804
Straight-line rent adjustments	—	41,869	560	—	42,429
(Increase) decrease, Prepaid expenses and other assets	—	8,559	(1,027 )	) 2,403	9,935
Intercompany	—	365	(365 )	) —	—
(Decrease) increase, Accounts payable	0	0	—	0	—
Accrued expenses	—	(3,820 )	(303 )	) —	(4,123 )
Accrued interest	—	55,744	—	—	55,744
Accrued salaries and wages	—	(4,453 )	(1,045 )	) —	(5,498 )
Gaming, property and other taxes	—	683	157	—	840
Income taxes	—	43	2,360	(2,403 )	—
Other liabilities	—	6,072	(4,979 )	) —	1,093
Net cash provided by (used in) operating activities	—	454,122	179,524	(228,201 )	) 405,445
Investing activities					
Capital project expenditures	—	(222 )	) (101 )	) —	(323 )
Capital maintenance expenditures	—	—	(1,693 )	) —	(1,693 )
Proceeds from sale of property and equipment	—	897	234	—	1,131
Principal payments on loan receivable	—	—	2,612	—	2,612
Acquisition of real estate assets	—	—	(3,267,123)	—	(3,267,123 )
Collection of principal payments on investment in direct financing lease	—	—	30,529	—	30,529
Net cash provided by (used in) investing activities	—	675	(3,235,542)	—	(3,234,867 )
Financing activities					
Dividends paid	(303,639	—	—	—	(303,639 )
Proceeds from exercise of options	102,598	—	—	—	102,598
Proceeds from issuance of common stock, net of issuance costs	870,931	—	—	—	870,931
Proceeds from issuance of long-term debt	—	2,502,000	—	—	2,502,000
Financing costs	—	(31,908 )	—	—	(31,908 )
Payments of long-term debt	—	(327,076 )	—	—	(327,076 )
Intercompany financing	(669,280)	2,558	3,044,247	228,201	—
Net cash (used in) provided by financing activities	—	(459,542 )	) 3,044,247	) 228,201	) 2,812,906
Net decrease in cash and cash equivalents	—	(4,745 )	) (11,771 )	) —	(16,516 )
Cash and cash equivalents at beginning of period	—	8,716	33,159	—	41,875
Cash and cash equivalents at end of period	\$—	\$3,971	\$ 21,388	\$—	\$ 25,359



Table of Contents

17. Subsequent Events

On October 19, 2017, the Company declared its fourth quarter dividend of \$0.63 per common share, payable on December 15, 2017 to shareholders of record on December 1, 2017.

31

---

Table of Contents

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Our Operations

GLPI is a self-administered and self-managed Pennsylvania REIT. GLPI was incorporated in Pennsylvania on February 13, 2013, as a wholly-owned subsidiary of Penn. On November 1, 2013, Penn contributed to GLPI, through a series of internal corporate restructurings, substantially all of the assets and liabilities associated with Penn's real property interests and real estate development business, as well as the assets and liabilities of Hollywood Casino Baton Rouge and Hollywood Casino Perryville, which are referred to as the "TRS Properties," and then spun-off GLPI to holders of Penn's common and preferred stock in a tax-free distribution. The Company elected on its U.S. federal income tax return for its taxable year beginning on January 1, 2014 to be treated as a REIT and the Company, together with an indirect wholly-owned subsidiary of the Company, GLP Holdings, Inc., jointly elected to treat each of GLP Holdings, Inc., Louisiana Casino Cruises, Inc. and Penn Cecil Maryland, Inc. as a "taxable REIT subsidiary" effective on the first day of the first taxable year of GLPI as a REIT. As a result of the Spin-Off, GLPI owns substantially all of Penn's former real property assets and leases back most of those assets to Penn for use by its subsidiaries, under the Penn Master Lease, and GLPI also owns and operates the TRS Properties through its indirect wholly-owned subsidiary, GLP Holdings, Inc. The assets and liabilities of GLPI were recorded at their respective historical carrying values at the time of the Spin-Off. In April 2016, the Company acquired substantially all of the real estate assets of Pinnacle for approximately \$4.8 billion. GLPI leases these assets back to Pinnacle, under a triple-net lease with an initial term of 10 years with no purchase option, followed by five 5-year renewal options (exercisable by Pinnacle) on the same terms and conditions.

GLPI's primary business consists of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements. As of September 30, 2017, GLPI's portfolio consisted of 38 gaming and related facilities, including the TRS Properties, the real property associated with 20 gaming and related facilities operated by Penn, the real property associated with 15 gaming and related facilities operated by Pinnacle and the real property associated with the Casino Queen in East St. Louis, Illinois. These facilities are geographically diversified across 14 states and were 100% occupied at September 30, 2017.

We expect to grow our portfolio by pursuing opportunities to acquire additional gaming facilities to lease to gaming operators under prudent terms. For example, on May 1, 2017 the Company purchased the real property assets of Bally's Casino Tunica and Resorts Casino Tunica (the "Tunica Properties") for \$82.9 million. Penn purchased the operating assets of the Tunica Properties directly from the seller, operates both properties and leases the real property assets from the Company under the Penn Master Lease. The initial annual cash rent of \$9.0 million for the Tunica Properties will be subject to rent escalators and adjustments consistent with the other properties under the Penn Master Lease.

Additionally, we believe we have the ability to leverage the expertise our management team has developed over the years to secure additional avenues for growth beyond the gaming industry. Accordingly, we anticipate we will be able to effect strategic acquisitions unrelated to the gaming industry as well as other acquisitions that may prove complementary to GLPI's gaming facilities.

As of September 30, 2017, the majority of our earnings are the result of the rental revenues we receive from our triple-net Master Leases with Penn and Pinnacle. Additionally, we have rental revenue from the Casino Queen property which is leased back to a third party operator on a triple-net basis and the Meadows property which is leased to Pinnacle under a triple-net lease separate from the Pinnacle Master Lease. In addition to rent, the tenants are required to pay the following executory costs: (1) all facility maintenance, (2) all insurance required in connection with the leased properties and the business conducted on the leased properties, (3) taxes levied on or with respect to the leased properties (other than taxes on the income of the lessor) and (4) all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

Additionally, in accordance with ASC 605, we record revenue for the real estate taxes paid by our tenants on the leased properties with an offsetting expense in general and administrative expense within the condensed consolidated statement of income, as we believe we are the primary obligor. Similarly, we record revenue for the ground lease rent paid by our tenants with an offsetting expense in general and administrative expense within the condensed consolidated statement of income as we have concluded that as the lessee we are the primary obligor under the ground leases. We sublease these ground leases back to our tenants, who are responsible for payment directly to the landlord.



## Table of Contents

Gaming revenue for our TRS Properties is derived primarily from gaming on slot machines and to a lesser extent, table game and poker revenue, which is highly dependent upon the volume and spending levels of customers at our TRS Properties. Other revenues at our TRS Properties are derived from our dining, retail, and certain other ancillary activities.

### Segment Information

Consistent with how our Chief Operating Decision Maker reviews and assesses our financial performance, we have two reportable segments, GLP Capital and the TRS Properties. The GLP Capital reportable segment consists of the leased real property and represents the majority of our business. The TRS Properties reportable segment consists of Hollywood Casino Perryville and Hollywood Casino Baton Rouge.

### Executive Summary

### Financial Highlights

We reported net revenues and income from operations of \$244.5 million and \$152.7 million, respectively, for the three months ended September 30, 2017, compared to \$233.3 million and \$143.3 million, respectively, for the corresponding period in the prior year. We reported net revenues and income from operations of \$730.6 million and \$455.4 million, respectively, for the nine months ended September 30, 2017, compared to \$589.5 million and \$331.8 million, respectively, for the corresponding period in the prior year.

The major factors affecting our results for the three and nine months ended September 30, 2017, as compared to the three and nine months ended September 30, 2016, were:

During April 2016, we acquired substantially all of Pinnacle's real estate assets. These assets are leased back to Pinnacle under a Master Lease which is bifurcated between an operating lease and a direct financing lease, resulting in the recognition of rental income for the land assets leased to Pinnacle and income from a direct financing lease for the building assets leased to Pinnacle. Additionally, during September 2016, we acquired the real estate assets of the Meadows and leased these assets to Pinnacle under a single property triple-net lease and during May 2017, we acquired the Tunica Properties and leased these assets to Penn under the Penn Master Lease. Rental revenue and income from the direct financing lease were \$209.5 million and \$621.3 million for the three and nine months ended September 30, 2017 and \$199.3 million and \$481.7 million for the three and nine months ended September 30, 2016. Rental revenue and income from the direct financing lease increased by \$10.2 million for the three months ended September 30, 2017, as compared to the corresponding period in the prior year, primarily due to a full quarter of rent under the Meadows Lease, the addition of the Tunica Properties to the Penn Master Lease, improved results at our two Ohio properties with monthly variable rent, as well as, the rent escalators under both the Master Leases. Rental revenue and income from the direct financing lease increased by \$139.6 million for the nine months ended September 30, 2017, as compared to the corresponding period in the prior year, primarily due to the Meadows transaction, which increased both rental income and revenue recorded for real estate taxes paid by our tenants and the Pinnacle transaction, which increased rental income, income from the direct financing lease and revenue recorded for real estate taxes paid by our tenants

Net revenues for our TRS Properties increased by \$1.0 million for the three months ended September 30, 2017 as compared to the corresponding period in the prior year, primarily due to increased gaming revenues at Hollywood Casino Baton Rouge, partially offset by decreased food and beverage revenues at Hollywood Casino Perryville due to outsourcing the operation of its food outlets during the first quarter of 2017. Net revenues for our TRS Properties increased by \$1.5 million for the nine months ended September 30, 2017 as compared to the corresponding period in the prior year primarily due to the explanations above.

Total operating expenses increased by \$1.8 million and \$17.5 million, respectively, for the three and nine months ended September 30, 2017, as compared to the corresponding periods in the prior year, driven by increases in depreciation expense related to the addition of the Meadows' assets to our real estate portfolio in September 2016 and real estate tax expense, primarily as a result of the addition of the Pinnacle and Meadows properties to our real estate portfolio. This real estate tax expense is offset in our revenues as described above.

Other expenses, net increased by \$1.6 million and \$31.1 million, respectively, for the three and nine months ended September 30, 2017, as compared to the corresponding periods in the prior year, driven by increases in interest expense related to the Company's April 2016 borrowings, which were utilized to finance the Pinnacle transaction.

## Table of Contents

Net income increased by \$7.4 million and \$91.7 million, respectively, for the three and nine months ended September 30, 2017, as compared to the corresponding periods in the prior year, primarily due to the variances explained above.

### Segment Developments

The following are recent developments that have had or are likely to have an impact on us by segment:

#### GLP Capital

On May 1, 2017 the Company purchased the real property assets of Bally's Casino Tunica and Resorts Casino Tunica for \$82.9 million. Penn purchased the operating assets of the Tunica Properties directly from the seller, operates both properties and leases the real property assets from the Company under the Penn Master Lease. The initial annual cash rent of \$9.0 million for the Tunica Properties will be subject to rent escalators and adjustments consistent with the other properties under the Penn Master Lease.

On September 9, 2016, the Company purchased the real property assets of the Meadows from Cannery Casino Resorts, LLC. Concurrent with the Company's purchase of the Meadows' real estate assets, Pinnacle purchased the entities holding the Meadows gaming and racing licenses and operating assets directly from CCR. GLPI leases the Meadows real property assets to Pinnacle under a triple-net lease separate from the Pinnacle Master Lease with an initial term of 10 years with no purchase option and the option to renew for three successive five-year terms and one four-year term, at Pinnacle's option.

On April 28, 2016, the Company acquired substantially all of the real estate assets of Pinnacle, for approximately \$4.8 billion. GLPI leases these assets back to Pinnacle, under a triple-net lease with an initial term of 10 years with no purchase option, followed by five 5-year renewal options (exercisable by Pinnacle) on the same terms and conditions. The Pinnacle Master Lease added 14 properties to our real estate portfolio.

#### TRS Properties

During the first quarter of 2017, Hollywood Casino Perryville outsourced the operation of its food and beverage outlets to a third party provider. Employees of these outlets are now employees of the third party; therefore both Hollywood Casino Perryville's revenues and expenses related to food and beverage decreased during the three and nine months ended September 30, 2017, as compared to the corresponding periods in the prior year.

#### Critical Accounting Estimates

We make certain judgments and use certain estimates and assumptions when applying accounting principles in the preparation of our consolidated financial statements. The nature of the estimates and assumptions are material due to the levels of subjectivity and judgment necessary to account for highly uncertain factors or the susceptibility of such factors to change. We have identified the accounting for income taxes, real estate investments, leases and goodwill and other intangible assets as critical accounting estimates, as they are the most important to our financial statement presentation and require difficult, subjective and complex judgments.

We believe the current assumptions and other considerations used to estimate amounts reflected in our condensed consolidated financial statements are appropriate. However, if actual experience differs from the assumptions and other considerations used in estimating amounts reflected in our consolidated financial statements, the resulting changes could have a material adverse effect on our consolidated results of operations and, in certain situations, could have a material adverse effect on our consolidated financial condition.

For further information on our critical accounting estimates, see Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the Notes to our audited consolidated financial statements included in our Annual Report on Form 10-K. There has been no material change to these estimates for the nine months ended September 30, 2017.

Table of Contents

## Results of Operations

The following are the most important factors and trends that contribute or will contribute to our operating performance:

• The fact that a wholly-owned subsidiary of Penn and a wholly-owned subsidiary of Pinnacle lease substantially all of our properties, pursuant to their respective Master Leases, and account for a significant portion of our revenue.

The fact that the rules and regulations of U.S. federal income taxation are constantly under review by legislators, the IRS and the U.S. Department of the Treasury. Changes to the tax laws or interpretations thereof, with or without retroactive application, could materially and adversely affect GLPI's investors or GLPI.

• The risks related to economic conditions and the effect of such conditions on consumer spending for leisure and gaming activities, which may negatively impact our gaming tenants and operators.

The consolidated results of operations for the three and nine months ended September 30, 2017 and 2016 are summarized below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(in thousands)			
Revenues				
Rental income	\$ 169,030	\$ 160,664	\$ 501,954	\$ 402,980
Income from direct financing lease	19,037	18,155	55,377	30,786
Real estate taxes paid by tenants	21,422	20,438	63,982	47,938
Total rental revenue and income from direct financing lease	209,489	199,257	621,313	481,704
Gaming, food, beverage and other	36,198	35,383	112,947	111,913
Total revenues	245,687	234,640	734,260	593,617
Less promotional allowances	(1,181 )	(1,365 )	(3,650 )	(4,161 )
Net revenues	244,506	233,275	730,610	589,456
Operating expenses				
Gaming, food, beverage and other	19,890	20,117	61,635	62,293
Real estate taxes	21,751	20,866	64,806	49,148
General and administrative	21,534	21,821	63,456	64,988
Depreciation	28,632	27,165	85,312	81,267
Total operating expenses	91,807	89,969	275,209	257,696
Income from operations	\$ 152,699	\$ 143,306	\$ 455,401	\$ 331,760

Certain information regarding our results of operations by segment for the three and nine months ended September 30, 2017 and 2016 is summarized below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	Net Revenues		Income from Operations	
	(in thousands)			
GLP Capital	\$ 209,489	\$ 199,257	\$ 146,731	\$ 138,270
TRS Properties	35,017	34,018	5,968	5,036
Total	\$ 244,506	\$ 233,275	\$ 152,699	\$ 143,306

Edgar Filing: Gaming & Leisure Properties, Inc. - Form 10-Q

	2017	2016	2017	2016
	Net Revenues		Income from Operations	
	(in thousands)			
GLP Capital	\$621,313	\$481,704	\$434,166	\$312,586
TRS Properties	109,297	107,752	21,235	19,174
Total	\$730,610	\$589,456	\$455,401	\$331,760

35

---

Table of Contents

## Adjusted EBITDA, FFO and AFFO

Funds From Operations ("FFO"), Adjusted Funds From Operations ("AFFO") and Adjusted EBITDA are non-GAAP financial measures used by the Company as performance measures for benchmarking against the Company's peers and as internal measures of business operating performance which is used as a bonus metric. The Company believes FFO, AFFO and Adjusted EBITDA provide a meaningful perspective of the underlying operating performance of the Company's current business. This is especially true since these measures exclude real estate depreciation and we believe that real estate values fluctuate based on market conditions rather than depreciating in value ratably on a straight-line basis over time. In addition, in order for the Company to qualify as a REIT, it must distribute 90% of its REIT taxable income annually. The Company adjusts AFFO accordingly to provide our investors an estimate of the taxable income available for this distribution requirement.

FFO is a non-GAAP financial measure that is considered a supplemental measure for the real estate industry and a supplement to GAAP measures. The National Association of Real Estate Investment Trusts defines FFO as net income (computed in accordance with GAAP), excluding (gains) or losses from sales of property and real estate depreciation. We define AFFO as FFO excluding stock based compensation expense, debt issuance costs amortization, other depreciation, amortization of land rights, straight-line rent adjustments and direct financing lease adjustments, reduced by maintenance capital expenditures. Finally, we define Adjusted EBITDA as net income excluding interest, taxes on income, depreciation, (gains) or losses from sales of property, stock based compensation expense, straight-line rent adjustments, direct financing lease adjustments and the amortization of land rights.

FFO, AFFO and Adjusted EBITDA are not recognized terms under GAAP. Because certain companies do not calculate FFO, AFFO and Adjusted EBITDA in the same way and certain other companies may not perform such calculation, those measures as used by other companies may not be consistent with the way the Company calculates such measures and should not be considered as alternative measures of operating profit or net income. The Company's presentation of these measures does not replace the presentation of the Company's financial results in accordance with GAAP.

The reconciliation of the Company's net income per GAAP to FFO, AFFO, and Adjusted EBITDA for the three and nine months ended September 30, 2017 and 2016 is as follows:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2017	2016	2017	2016
	(in thousands)			
Net income	\$97,014	\$89,600	\$287,339	\$195,613
Losses or (gains) from dispositions of property	421	(445)	) 515	(460)
Real estate depreciation	25,301	23,802	75,312	71,164
Funds from operations	\$122,736	\$112,957	\$363,166	\$266,317
Straight-line rent adjustments	16,617	14,517	49,355	42,429
Direct financing lease adjustments	18,614	18,004	54,459	30,529
Other depreciation	3,331	3,363	10,000	10,103
Amortization of land rights	2,727	2,311	7,627	3,852
Amortization of debt issuance costs	3,257	3,257	9,770	11,889
Stock based compensation	3,695	4,641	11,951	13,804
Maintenance CAPEX	(460)	(496)	) (2,187)	(1,693)
Adjusted funds from operations	\$170,517	\$158,554	\$504,141	\$377,230
Interest, net	54,001	52,399	161,656	130,565
Income tax expense	1,684	1,307	6,406	5,582

Edgar Filing: Gaming & Leisure Properties, Inc. - Form 10-Q

Maintenance CAPEX	460	496	2,187	1,693
Amortization of debt issuance costs	(3,257 )	(3,257 )	(9,770 )	(11,889 )
Adjusted EBITDA	\$223,405	\$209,499	\$664,620	\$503,181



Table of Contents

The reconciliation of each segment's net income per GAAP to FFO, AFFO, and Adjusted EBITDA for the three and nine months ended September 30, 2017 and 2016 is as follows:

Three Months Ended September 30,	GLP Capital		TRS Properties	
	2017	2016	2017	2016
	(in thousands)			
Net income	\$95,089	\$88,261	\$1,925	\$1,339
(Gains) or losses from dispositions of property	—	(471)	421	26
Real estate depreciation	25,301	23,802	—	—
Funds from operations	\$120,390	\$111,592	\$2,346	\$1,365
Straight-line rent adjustments	16,617	14,517	—	—
Direct financing lease adjustments	18,614	18,004	—	—
Other depreciation	519	526	2,812	2,837
Amortization of land rights	2,727	2,311	—	—
Debt issuance costs amortization	3,257	3,257	—	—
Stock based compensation	3,695	4,641	—	—
Maintenance CAPEX	—	—	(460)	(496)
Adjusted funds from operations	\$165,819	\$154,848	\$4,698	\$3,706
Interest, net <sup>(1)</sup>	51,400	49,799	2,601	2,600
Income tax expense	242	210	1,442	1,097
Maintenance CAPEX	—	—	460	496
Debt issuance costs amortization	(3,257)	(3,257)	—	—
Adjusted EBITDA	\$214,204	\$201,600	\$9,201	\$7,899
Nine Months Ended September 30,	GLP Capital		TRS Properties	
	2017	2016	2017	2016
	(in thousands)			
Net income	\$279,458	\$189,016	\$7,881	\$6,597
(Gains) or losses from dispositions of property	—	(471)	515	11
Real estate depreciation	75,312	71,164	—	—
Funds from operations	\$354,770	\$259,709	\$8,396	\$6,608
Straight-line rent adjustments	49,355	42,429	—	—
Direct financing lease adjustments	54,459	30,529	—	—
Other depreciation	1,558	1,573	8,442	8,530
Amortization of land rights	7,627	3,852	—	—
Debt issuance costs amortization	9,770	11,889	—	—
Stock based compensation	11,951	13,804	—	—
Maintenance CAPEX	—	—	(2,187)	(1,693)
Adjusted funds from operations	\$489,490	\$363,785	\$14,651	\$13,445
Interest, net <sup>(1)</sup>	153,854	122,764	7,802	7,801
Income tax expense	854	806	5,552	4,776
Maintenance CAPEX	—	—	2,187	1,693
Debt issuance costs amortization	(9,770)	(11,889)	—	—
Adjusted EBITDA	\$634,428	\$475,466	\$30,192	\$27,715

Interest expense, net for the GLP Capital segment is net of intercompany interest eliminations of \$2.6 million for <sup>(1)</sup> the three months ended September 30, 2017 and 2016 and \$7.8 million for the nine months ended September 30, 2017 and 2016.

Net income for our GLP Capital segment was \$95.1 million for the three months ended September 30, 2017 and \$88.3 million for the three months ended September 30, 2016. FFO, AFFO, and Adjusted EBITDA for our GLP Capital segment were \$120.4 million, \$165.8 million and \$214.2 million, respectively, for the three months ended September 30, 2017. FFO, AFFO,

37

---

Table of Contents

and Adjusted EBITDA for our GLP Capital segment were \$111.6 million, \$154.8 million and \$201.6 million, respectively, for the three months ended September 30, 2016. The increase in net income for our GLP Capital segment for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, was primarily driven by a \$10.2 million increase in net revenues, partially offset by a \$1.8 million increase in operating expenses and a \$1.6 million increase in interest, net. The increase in net revenues in our GLP Capital segment was primarily due to a full quarter of rent under the Meadows Lease, the addition of the Tunica Properties to the Penn Master Lease, improved results at our two Ohio properties with monthly variable rent as well as, the rent escalators under both the Master Leases and increases in real estate taxes paid by our tenants. Operating expenses in our GLP Capital segment primarily increased due to an increase in depreciation expense related to the addition of the Meadows' assets to our real estate portfolio in September 2016 as well as, additional real estate taxes, which are offset in our net revenue as described above. The increase in interest, net was driven by higher interest expense related to the Company's additional borrowings incurred to finance the Pinnacle acquisition. The changes described above also led to higher FFO for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016. The increase in AFFO for our GLP Capital segment was primarily driven by the changes described above as well as increases in adjustments for our direct financing lease, increased amortization of land rights related to the acquired ground leases, increased straight-line rent adjustments related to the Meadows Lease and the addition of the Tunica Properties to the Penn Master Lease, partially offset by lower stock based compensation, all of which are added back for purposes of calculating AFFO. Direct financing lease adjustments represent the portion of cash rent we receive from tenants that is applied against our lease receivable and thus not recorded as revenue and the amortization of land rights represents the non-cash amortization of the value assigned to the Company's acquired ground leases. These adjustments are added back to arrive at AFFO because they represent, in the case of the direct financing lease adjustments, cash we have received and recorded in taxable income and in the case of the amortization of land rights, non-cash charges which are non-deductible for tax purposes. Therefore, these adjustments help our investors better understand the components of our taxable income which must be distributed to our shareholders. The increase in Adjusted EBITDA for our GLP Capital segment was primarily driven by the increases in AFFO described above, as well as, a higher add back for interest.

Net income for our GLP Capital segment was \$279.5 million for the nine months ended September 30, 2017 and \$189.0 million for the nine months ended September 30, 2016. FFO, AFFO, and Adjusted EBITDA for our GLP Capital segment were \$354.8 million, \$489.5 million and \$634.4 million, respectively, for the nine months ended September 30, 2017. FFO, AFFO, and Adjusted EBITDA for our GLP Capital segment were \$259.7 million, \$363.8 million and \$475.5 million, respectively, for the nine months ended September 30, 2016. The significant increase in net income for our GLP Capital segment for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, was primarily driven by a \$139.6 million increase in net revenues, partially offset by an \$18.0 million increase in operating expenses and a \$31.1 million increase in interest, net. The increase in net revenues in our GLP Capital segment was primarily due to the Meadows transaction, which increased both rental income and revenue recorded for real estate taxes paid by our tenants and the Pinnacle transaction, which increased rental income, income from the direct financing lease and revenue recorded for real estate taxes paid by our tenants. Operating expenses in our GLP Capital segment primarily increased due to the additional real estate taxes as well as an increase in depreciation expense related to the addition of the Meadows' assets to our real estate portfolio. The increase in interest, net was driven by higher interest expense related to the Company's additional borrowings incurred to finance the Pinnacle acquisition. The changes described above also led to higher FFO for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016. The increase in AFFO for our GLP Capital segment was primarily driven by the changes described above as well as increases in adjustments for our direct financing lease, increased amortization of land rights related to the acquired ground leases, increased straight-line rent adjustments related to our Meadows Lease and the addition of the Tunica Properties to the Penn Master Lease, partially offset by lower debt issuance costs amortization and stock based compensation, all of which are added back for purposes of calculating AFFO. The increase in Adjusted EBITDA for our GLP Capital segment was primarily driven by the increases in AFFO described above, as well as, a higher add back for interest and lower

debt issuance costs.

Net income increased by \$0.6 million for our TRS Properties segment for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, while both FFO and AFFO increased by \$1.0 million for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016 for our TRS Properties segment. Adjusted EBITDA increased by \$1.3 million for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016 for our TRS Properties segment. Improved results at Hollywood Casino Baton Rouge were the primary driver behind these increases.

Net income and FFO increased by \$1.3 million and \$1.8 million, respectively, for our TRS Properties segment for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016. AFFO increased by \$1.2 million and Adjusted EBITDA increased by \$2.5 million for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016 for our TRS Properties segment. Net income, FFO and AFFO for our TRS Properties segment increased for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016,

38

---

Table of Contents

primarily due to increased revenues at Hollywood Casino Baton Rouge. Adjusted EBITDA for our TRS Properties segment increased for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, primarily due to the reason described above, in addition to higher income taxes and capital expenditures during the nine months ended September 30, 2017.

## Revenues

Revenues for the three and nine months ended September 30, 2017 and 2016 were as follows (in thousands):

	2017	2016	Variance	Percentage	
Three Months Ended September 30,				Variance	
Total rental revenue and income from direct financing lease	\$209,489	\$199,257	\$10,232	5.1	%
Gaming, food, beverage and other	36,198	35,383	815	2.3	%
Total revenues	245,687	234,640	11,047	4.7	%
Less promotional allowances	(1,181 )	(1,365 )	184	13.5	%
Net revenues	\$244,506	\$233,275	\$11,231	4.8	%
				Percentage	
Nine Months Ended September 30,	2017	2016	Variance	Variance	
Total rental revenue and income from direct financing lease	\$621,313	\$481,704	\$139,609	29.0	%
Gaming, food, beverage and other	112,947	111,913	1,034	0.9	%
Total revenues	734,260	593,617	140,643	23.7	%
Less promotional allowances	(3,650 )	(4,161 )	511	12.3	%
Net revenues	\$730,610	\$589,456	\$141,154	23.9	%

## Total rental revenue and income from direct financing lease

For the three months ended September 30, 2017 and 2016, rental revenue and income from the direct financing lease were \$209.5 million and \$199.3 million, respectively, for our GLP Capital segment, which included \$21.4 million and \$20.4 million, respectively, of revenue for the real estate taxes paid by our tenants on the leased properties. For the nine months ended September 30, 2017 and 2016, rental revenue and income from the direct financing lease were \$621.3 million and \$481.7 million, respectively, for our GLP Capital segment, which included \$64.0 million and \$47.9 million, respectively, of revenue for the real estate taxes paid by our tenants on the leased properties. During April 2016, we acquired the real estate assets of Pinnacle and immediately leased these assets back to Pinnacle under a long-term triple-net master lease. Under ASC 840, the Pinnacle lease is bifurcated between an operating and direct financing lease, resulting in the recognition of rental revenue for the land portion of the lease and interest income from the direct financing lease, relating to the leased building assets. Additionally, during September 2016, we acquired the real estate assets of the Meadows and leased these assets to Pinnacle under a single property triple-net lease and during May 2017, we acquired the real estate assets of the Tunica Properties and leased these assets to Penn under the Penn Master Lease.

In accordance with ASC 605, the Company is required to present the real estate taxes paid by its tenants on the leased properties as revenue with an offsetting expense on its condensed consolidated statement of income, as the Company believes it is the primary obligor. Similarly, the Company records revenue for the ground lease rent paid by its tenants with an offsetting expense in general and administrative expense within the condensed consolidated statement of income as the Company has concluded that as the lessee it is the primary obligor under the ground leases. The Company subleases these ground leases back to its tenants, who are responsible for payment directly to the landlord.

Rental revenue and income from the direct financing lease increased \$10.2 million or 5.1% for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, primarily due to a full quarter of rent under the Meadows Lease, the addition of the Tunica Properties to the Penn Master Lease, improved results at our

two Ohio properties with monthly variable rent as well as the rent escalators under both the Master Leases. Specifically, the Penn properties contributed \$5.3 million to the increase in net revenues for three months ended September 30, 2017, as compared to the three months ended September 30, 2016, driven by the addition of the Tunica Properties, the impact of the rent escalator and performance at the Ohio properties. Additionally, the Meadows Lease contributed \$3.1 million to the increase in net revenues for the three months ended September 30, 2017, as compared to the prior year period. Finally, Pinnacle contributed \$0.9 million of rental revenue and income from the direct financing lease to the increase in net revenues for the three months ended

Table of Contents

September 30, 2017, as compared to the prior year period, primarily resulting from the activation of the full rent escalator, while increases in real estate taxes contributed \$0.9 million to the increase.

Rental revenue and income from the direct financing lease increased \$139.6 million or 29.0% for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, primarily due to the rent received under the Pinnacle Master Lease recognized as rental income and as income from the direct financing lease, rent received under the Meadows Lease and from the addition of the Tunica Properties to the Penn Master Lease, as well as the impact of the Penn and Pinnacle rent escalators, improved results at our two Ohio properties with monthly variable rent and an increase in real estate taxes, primarily resulting from the addition of the Pinnacle properties to our real estate portfolio. Specifically, Pinnacle contributed \$102.3 million of rental revenue and income from the direct financing lease to the increase in net revenues for the nine months ended September 30, 2017, as compared to the prior year period. The Penn properties contributed \$9.9 million to the increase in net revenues for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, resulting from the addition of the Tunica Properties, the impact of the rent escalator and the performance at the Ohio properties, while the Meadows Lease contributed \$11.2 million to the increase in net revenues for the nine months ended September 30, 2017, as compared to the prior year period. Lastly, real estate taxes contributed \$16.0 million to the increase in net revenues for the nine months ended September 30, 2017, as compared to the prior year period.

## Gaming, food, beverage and other revenue

Gaming, food, beverage and other revenue for our TRS Properties segment increased by \$0.8 million, or 2.3%, for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, primarily due to a \$0.9 million increase in revenues at Hollywood Casino Baton Rouge resulting from increased customer spend, partially offset by a decrease in revenues of \$0.1 million at Hollywood Casino Perryville, primarily related to outsourcing the operation of its food and beverage outlets during the first quarter of 2017. Gaming, food, beverage and other revenue for our TRS Properties segment increased by \$1.0 million or 0.9%, for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, primarily due to an increase in revenues of \$2.9 million at Hollywood Casino Baton Rouge, resulting from increased patronage and customer spend, partially offset by a \$1.9 million decrease in revenues at Hollywood Casino Perryville primarily related to outsourcing the operation of its food and beverage outlets during the first quarter of 2017.

## Operating expenses

Operating expenses for the three and nine months ended September 30, 2017 and 2016 were as follows (in thousands):

				Percentage	
Three Months Ended September 30,	2017	2016	Variance	Variance	
Gaming, food, beverage and other	\$19,890	\$20,117	\$(227)	(1.1)	%
Real estate taxes	21,751	20,866	885	4.2	%
General and administrative	21,534	21,821	(287)	(1.3)	%
Depreciation	28,632	27,165	1,467	5.4	%
Total operating expenses	\$91,807	\$89,969	\$1,838	2.0	%
				Percentage	
Nine Months Ended September 30,	2017	2016	Variance	Variance	
Gaming, food, beverage and other	\$61,635	\$62,293	\$(658)	(1.1)	%
Real estate taxes	64,806	49,148	15,658	31.9	%
General and administrative	63,456	64,988	(1,532)	(2.4)	%
Depreciation	85,312	81,267	4,045	5.0	%
Total operating expenses	\$275,209	\$257,696	\$17,513	6.8	%

Real estate taxes

Real estate tax expense increased by \$0.9 million, or 4.2%, for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, primarily due to the inclusion of the real estate tax expense attributable to the acquired Pinnacle and Meadows properties. Real estate tax expense increased by \$15.7 million, or 31.9%, for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, primarily for the reasons discussed above. Although this amount is paid by our tenants, we are required to present this amount in both revenues and expenses for financial reporting purposes under ASC 605.



Table of Contents

## Depreciation

Depreciation expense increased by \$1.5 million, or 5.4%, for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, primarily due to the addition of the Meadows' assets to our real estate portfolio in September 2016. Depreciation expense increased by \$4.0 million, or 5.0%, for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016, primarily for the reasons discussed above.

## Other income (expenses)

Other income (expenses) for the three and nine months ended September 30, 2017 and 2016 were as follows (in thousands):

Three Months Ended September 30,	2017	2016	Variance	Percentage	
				Variance	
Interest expense	\$(54,493)	\$(52,880)	\$(1,613)	(3.1)	%
Interest income	492	481	11	2.3	%
Total other expenses	\$(54,001)	\$(52,399)	\$(1,602)	(3.1)	%

Nine Months Ended September 30,	2017	2016	Variance	Percentage	
				Variance	
Interest expense	\$(163,099)	\$(132,217)	\$(30,882)	(23.4)	%
Interest income	1,443	1,652	(209)	(12.7)	%
Total other expenses	\$(161,656)	\$(130,565)	\$(31,091)	(23.8)	%

## Interest expense

Interest expense increased by \$1.6 million or 3.1% for the three months ended September 30, 2017, as compared to the three months ended September 30, 2016, primarily due to interest expense related to the issuance of \$400 million of senior unsecured notes due 2021 and \$975 million of senior unsecured notes due 2026 and borrowings of \$825 million under the term loan A-1 facility during April 2016. The additional borrowings were utilized to finance the Pinnacle acquisition. Interest expense increased by \$30.9 million or 23.4% for the nine months ended September 30, 2017, as compared to the nine months ended September 30, 2016 primarily due to the reasons described above.

## Taxes

During the three months ended September 30, 2017 and 2016, income tax expense was approximately \$1.7 million and \$1.3 million, respectively. Our effective tax rate (income taxes as a percentage of income before income taxes) was 1.7% for the three months ended September 30, 2017, as compared to 1.4% for the three months ended September 30, 2016. During the nine months ended September 30, 2017 and 2016, income tax expense was approximately \$6.4 million and \$5.6 million, respectively. Our effective tax rate was 2.2% for the nine months ended September 30, 2017, as compared to 2.8% for the nine months ended September 30, 2016. The decrease in our effective tax rate for the nine months ended September 30, 2017 is primarily due to the additional REIT income earned during the nine months ended September 30, 2017, which is not subject to income tax.

## Liquidity and Capital Resources

Our primary sources of liquidity and capital resources are cash flow from operations, borrowings from banks, and proceeds from the issuance of debt and equity securities.

Net cash provided by operating activities was \$489.1 million and \$405.4 million, respectively, during the nine months ended September 30, 2017 and 2016. The increase in net cash provided by operating activities of \$83.7 million for the nine months ended September 30, 2017 compared to the corresponding period in the prior year was primarily comprised of an increase in cash receipts from customers/tenants of \$127.6 million (excluding the cash received from Pinnacle and classified as an investing activity) and a decrease in cash paid to employees of \$10.6 million, partially offset by increases in cash paid for operating expenses, interest and taxes of \$3.4 million \$46.6 million and \$4.3 million respectively. The increase in cash receipts collected from our customers and tenants for the nine months ended September 30, 2017 as compared to the corresponding period in the prior year was primarily due to the rent received under the Pinnacle Master Lease and the Meadows Lease, as well as the additional rent received from the Penn properties related to the new Tunica Properties, the performance of the Ohio

## Table of Contents

properties and the impact of the rent escalators under both Master Leases. The increase in cash paid for interest was related to the Company's April 2016 borrowings.

Investing activities used cash of \$16.9 million and \$3.2 billion, respectively, during the nine months ended September 30, 2017 and 2016. Net cash used by investing activities during the nine months ended September 30, 2017 consisted of cash payments of \$83.3 million primarily related to the acquisition of the Tunica Properties and capital expenditures of \$2.3 million, partially offset by net cash received of \$13.2 million from Casino Queen to retire their five-year term loan and borrow an additional \$13.0 million under a new 5.5 year unsecured term loan at 15%, as well as rental payments received from tenants and applied against the lease receivable on our balance sheet of \$54.5 million. Net cash used in investing activities during the nine months ended September 30, 2016 consisted of cash payments of \$3.3 billion related to the acquisition of the Pinnacle and Meadows' real estate assets, partially offset by principal payments of \$2.6 million made by Casino Queen on their five-year term loan, as well rental payments received from tenants and applied against the lease receivable on our balance sheet of \$30.5 million. In addition to the cash paid for the Pinnacle assets, we also issued approximately 56 million shares of our common stock as consideration for the Pinnacle real estate assets (non-cash investing activity).

Financing activities used cash of \$465.1 million during the nine months ended September 30, 2017 and provided cash of \$2.8 billion during the nine months ended September 30, 2016. Net cash used by financing activities during the nine months ended September 30, 2017 included dividend payments of \$395.2 million and repayments of long-term debt of \$325.1 million, partially offset by proceeds from the issuance of common stock, net of issuance costs of \$139.4 million, proceeds from stock option exercises, net of taxes paid related to shares withheld for tax purposes on restricted stock award vestings of \$15.8 million and proceeds from the issuance of long-term debt of \$100.0 million. Net cash provided by financing activities for the nine months ended September 30, 2016 included proceeds from the issuance of long-term debt of \$2.5 billion, proceeds from the issuance of common stock, net of issuance costs of \$870.9 million and proceeds from stock option exercises of \$102.6 million, partially offset by dividend payments of \$303.6 million and repayments of long-term debt and financing costs of \$359.0 million. During the nine months ended September 30, 2016, we issued approximately 29 million shares of our common stock in a primary equity offering and approximately 1.3 million shares of our common stock in an ATM offering, as well as issuing \$1.4 billion in new senior unsecured notes and drawing down on the \$825 million term loan A-1 facility. These new debt and equity instruments were utilized to finance the acquisition of the Pinnacle and Meadows real estate assets. In addition to the shares issued in the primary equity offering, we also issued approximately 56 million shares of our common stock as consideration for the Pinnacle real estate assets (non-cash financing activity).

## Capital Expenditures

Capital expenditures are accounted for as either capital project or capital maintenance (replacement) expenditures. Capital project expenditures are for fixed asset additions that expand an existing facility or create a new facility. The cost of properties developed by the Company include costs of construction, property taxes, interest and other miscellaneous costs incurred during the development period until the project is substantially complete and available for occupancy. Capital maintenance expenditures are expenditures to replace existing fixed assets with a useful life greater than one year that are obsolete, worn out or no longer cost effective to repair.

During the nine months ended September 30, 2017 and 2016, the TRS Properties spent approximately \$2.2 million and \$1.7 million, respectively, for capital maintenance expenditures. The majority of the capital maintenance expenditures were for slot machines and slot machine equipment. Under the triple-net lease structure, our tenants are responsible for capital maintenance expenditures at our leased properties.

## Debt

Senior Unsecured Credit Facility

The Company has a \$1,825 million Credit Facility, consisting of a \$700 million revolving credit facility, a \$300 million Term Loan A facility, and an \$825 million Term Loan A-1 facility. At September 30, 2017, the Credit Facility had a gross outstanding balance of \$1,065 million, consisting of the \$1,065 million Term Loan A and A-1 facilities. No borrowings were outstanding under the revolving credit facility at September 30, 2017. Additionally, at September 30, 2017, the Company was contingently obligated under letters of credit issued pursuant to the senior unsecured credit facility with face amounts aggregating approximately \$0.4 million, resulting in \$699.6 million of available borrowing capacity under the revolving credit facility as of September 30, 2017. The revolving credit facility and the Term Loan A facility mature on October 28, 2018 and the Term Loan A-1 facility matures on April 28, 2021.

## Table of Contents

The Credit Facility contains customary covenants that, among other things, restrict, subject to certain exceptions, the ability of GLPI and its subsidiaries to grant liens on their assets, incur indebtedness, sell assets, make investments, engage in acquisitions, mergers or consolidations or pay certain dividends and other restricted payments. The Credit Facility contains the following financial covenants, which are measured quarterly on a trailing four-quarter basis: a maximum total debt to total asset value ratio, a maximum senior secured debt to total asset value ratio, a maximum ratio of certain recourse debt to unencumbered asset value and a minimum fixed charge coverage ratio. In addition, GLPI is required to maintain a minimum tangible net worth and its status as a REIT on and after the effective date of its election to be treated as a REIT, which the Company elected on its 2014 U.S. federal income tax return. GLPI is permitted to pay dividends to its shareholders as may be required in order to maintain REIT status, subject to the absence of payment or bankruptcy defaults. GLPI is also permitted to make other dividends and distributions subject to pro forma compliance with the financial covenants and the absence of defaults. The Credit Facility also contains certain customary affirmative covenants and events of default, including the occurrence of a change of control and termination of the Penn Master Lease (subject to certain replacement rights). The occurrence and continuance of an event of default under the Credit Facility will enable the lenders under the Credit Facility to accelerate the loans and terminate the commitments thereunder. At September 30, 2017, the Company was in compliance with all required financial covenants under the Credit Facility.

### Senior Unsecured Notes

The Notes contain covenants limiting the Company's ability to: incur additional debt and use its assets to secure debt; merge or consolidate with another company; and make certain amendments to the Penn Master Lease. The Notes also require the Company to maintain a specified ratio of unencumbered assets to unsecured debt. These covenants are subject to a number of important and significant limitations, qualifications and exceptions.

At September 30, 2017, the Company was in compliance with all required financial covenants under the Notes.

### Capital Lease

The Company assumed the capital lease obligation related to certain assets at its Aurora, Illinois property. GLPI recorded the asset and liability associated with the capital lease on its balance sheet. The original term of the capital lease was 30 years and it will terminate in 2026.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We face market risk exposure in the form of interest rate risk. These market risks arise from our debt obligations. We have no international operations. Our exposure to foreign currency fluctuations is not significant to our financial condition or results of operations.

GLPI's primary market risk exposure is interest rate risk with respect to its indebtedness of \$4,491.3 million at September 30, 2017. Furthermore, \$3,425.0 million of our obligations at September 30, 2017, are the senior unsecured notes that have fixed interest rates with maturity dates ranging from one to eight and one-half years. An increase in interest rates could make the financing of any acquisition by GLPI more costly, as well as increase the costs of its variable rate debt obligations. Rising interest rates could also limit GLPI's ability to refinance its debt when it matures or cause GLPI to pay higher interest rates upon refinancing and increase interest expense on refinanced indebtedness. GLPI may manage, or hedge, interest rate risks related to its borrowings by means of interest rate swap agreements. However, the provisions of the Code applicable to REITs limit GLPI's ability to hedge its assets and liabilities. GLPI also expects to manage its exposure to interest rate risk by maintaining a mix of fixed and variable rates for its indebtedness.

The table below provides information at September 30, 2017 about our financial instruments that are sensitive to changes in interest rates. For debt obligations, the table presents notional amounts maturing in each fiscal year and the related weighted-average interest rates by maturity dates. Notional amounts are used to calculate the contractual payments to be exchanged by maturity date and the weighted-average interest rates are based on implied forward LIBOR rates at September 30, 2017.

Table of Contents

	10/01/17-12/31/17	10/01/18-12/31/18	10/01/19-12/31/19	01/01/20-12/31/20	01/01/21-12/31/21	Thereafter	Total	Fair Value at 9/30/2017
(in thousands)								
Long-term debt:								
Fixed rate	\$ 550,000	\$	\$1,000,000	\$ 400,000	\$ 1,475,000	\$ 3,425,000	\$ 3,634,090	
Average interest rate	4.38%		4.88%	4.38%	5.38%			
Variable rate	\$ 240,000	\$	\$—	\$ 825,000	\$—	\$ 1,065,000	\$ 1,056,750	
Average interest rate <sup>(1)</sup>	3.50%			3.41%				

(1) Estimated rate, reflective of forward LIBOR plus the spread over LIBOR applicable to variable-rate borrowing.

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Controls and Procedures

The Company's management, under the supervision and with the participation of our principal executive officer and principal financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures, as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as of September 30, 2017, which is the end of the period covered by this Quarterly Report on Form 10-Q. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well-designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on this evaluation, our principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures were effective as of September 30, 2017 to ensure that information required to be disclosed by the Company in reports we file or submit under the Exchange Act is (i) recorded, processed, summarized, evaluated and reported, as applicable, within the time periods specified in the United States Securities and Exchange Commission's rules and forms and (ii) accumulated and communicated to the Company's management, including the Company's principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures.

Changes in Internal Control over Financial Reporting

There were no changes that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.



Table of Contents

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

Information in response to this Item is incorporated by reference to the information set forth in "Note 11: Commitments and Contingencies" in the Notes to the condensed consolidated financial statements in Part I of this Quarterly Report on Form 10-Q.

ITEM 1A. RISK FACTORS

Risk factors that affect our business and financial results are discussed in Part I, "Item 1A. Risk Factors," of our Annual Report on Form 10-K. There have been no material changes in our risk factors from those previously disclosed in our Annual Report. You should carefully consider the risks described in our Annual Report, which could materially affect our business, financial condition or future results. The risks described in our Annual Report are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem immaterial also may materially adversely affect our business, financial condition, and/or operating results. If any of the risks actually occur, our business, financial condition, and/or results of operations could be negatively affected.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company did not repurchase any shares of common stock or sell any unregistered securities during the three months ended September 30, 2017.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

Table of Contents

ITEM 6. EXHIBITS

Exhibit	Description of Exhibit
31.1*	<u>CEO Certification pursuant to rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u>
31.2*	<u>CFO Certification pursuant to rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934.</u>
32.1*	<u>CEO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2*	<u>CFO Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101*	Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Condensed Consolidated Balance Sheets at September 30, 2017 and December 31, 2016, (ii) the Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2017 and 2016, (iii) the Condensed Consolidated Statement of Changes in Shareholders' Equity for the nine months ended September 30, 2017, (iv) the Condensed Consolidated Statements of Cash Flows for nine months ended September 30, 2017 and 2016 and (v) the notes to the Condensed Consolidated Financial Statements.

\*Filed or furnished, as applicable, herewith

Table of Contents

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 thereunto duly authorized.

GAMING AND LEISURE  
PROPERTIES, INC.

October 27, 2017 By: /s/ William J. Clifford  
William J. Clifford  
Chief Financial Officer  
(Principal Financial Officer)