

SIX FLAGS ENTERTAINMENT CORP

FORM 8-K (Current report filing)

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Address	924 AVENUE J EAST GRAND PRAIRIE, TX 75050
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Industry	Leisure & Recreation
Sector	Consumer Cyclical
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) **March 30, 2017**

Six Flags Entertainment Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-13703

(Commission File Number)

13-3995059

(IRS Employer Identification No.)

924 Avenue J East

Grand Prairie, Texas

(Address of Principal Executive Offices)

75050

(Zip Code)

(972) 595-5000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

On March 30, 2017, Six Flags Entertainment Corporation (the “Company”) issued a press release announcing that it is seeking to issue an aggregate of up to \$1.2 billion in a private offering of senior unsecured notes (the “Notes”). The Notes will be guaranteed on a senior unsecured basis by the Company’s subsidiaries that guarantee indebtedness under the Company’s senior secured credit facility. A copy of the press release relating to the Notes offering is furnished as Exhibit 99.1 hereto.

The Company intends to use a portion of the net proceeds from the Notes offering to repurchase any and all of the outstanding 5.25% Senior Notes due 2021 (the “2021 Notes”) of the Company in the Tender Offer (as defined below) and, if the Tender Offer is not consummated, or if less than all of the outstanding 2021 Notes are repurchased in the Tender Offer, to fund the redemption of any 2021 Notes that remain outstanding, to pay tender and redemption premiums on the 2021 Notes, as applicable, and to pay related fees and expenses. The remaining net proceeds will be used for general corporate purposes, including to fund repurchases of the Company’s common stock from time to time, subject to compliance with its financing arrangements, and transaction expenses.

The Notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to certain persons outside of the United States pursuant to Regulation S under the Securities Act. The Notes and the related guarantees have not been registered under the Securities Act or the securities laws of any state or other jurisdiction, and may not be offered or sold in the United States without registration or an applicable exemption from the Securities Act and applicable state securities or blue sky laws and foreign securities laws. The information contained in this Current Report on Form 8-K, including the exhibits hereto, is neither an offer to sell nor a solicitation of an offer to purchase any of the Notes or any other securities of the Company.

On March 30, 2017, the Company announced that it has commenced a cash tender offer (the “Tender Offer”), subject to certain significant terms and conditions, for any and all of the outstanding 2021 Notes. In connection with the Tender Offer, the Company is also seeking consents to eliminate substantially all of the restrictive covenants in the indenture governing the 2021 Notes as described in the Offer to Purchase and Consent Solicitation Statement dated March 30, 2017. The Tender Offer is scheduled to expire at 11:59 p.m., New York City time, on April 26, 2017, subject to the Company’s right to extend the Tender Offer, with an early tender deadline of 5:00 p.m., New York City time, on April 12, 2017. Concurrently with the commencement of the Tender Offer, the Company issued a conditional notice of redemption providing for the redemption of all of the outstanding 2021 Notes at a redemption price of 102.625%, plus accrued and unpaid interest, if any, to, through April 28, 2017. The closing of the Tender Offer and the redemption are conditioned on, among other things, the satisfaction or waiver of certain conditions, including, among other things, the Company having obtained sufficient funds to repurchase or redeem any and all of the outstanding 2021 Notes. The Notes offering is not conditioned upon the consummation of the Tender Offer. A copy of the press release relating to the Tender Offer and redemption is furnished as Exhibit 99.2 hereto.

The information contained in Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1 and Exhibit 99.2) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained in Item 7.01 of this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act, except as shall be expressly set forth by specific reference in any such filing.

Cautionary Information Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of federal securities laws. Statements relating to, among other things, the offering of the Notes, the consummation of the Tender Offer, potential changes in market conditions, and the use of any proceeds constitute forward-looking statements. For a description of factors that may cause the Company’s actual results, performance or expectations to differ from any forward-looking statements, please review the information under the heading “Risk Factors” included in Item 1A of the Company’s 2016 Annual Report on Form 10-K, filed with the Securities and Exchange Commission (the “SEC”) on February 23, 2017, and other documents of the Company on file with or furnished to the SEC. Any forward-looking statements made in this Current Report on Form 8-K are qualified by these cautionary statements, and there can be no assurance that the actual results or developments anticipated by the Company will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company or its business or operations. Except as required by law, the Company undertakes no obligation to update publicly or revise any forward-looking statement, whether as a result of new information, future developments or otherwise. Actual outcomes and results may differ materially from what is expressed, implied or forecasted by the Company’s forward-looking statements.

Item 8.01 Other Events.

On March 30, 2017, the Company announced that its Board of Directors has approved a stock repurchase plan that allows the Company to repurchase an incremental \$500 million of its common stock. The amount of shares of common stock authorized to be repurchased under the plan is in addition to the amount remaining under the Company's existing stock repurchase plan. Since February 2011, the Company has repurchased more than \$1.5 billion of its common stock and has approximately \$342 million of remaining availability under its existing stock repurchase plan. Repurchases under the plan will be made from time to time, subject to the Company's financing agreements, and may take place in the open market or privately negotiated transactions.

On March 30, 2017, the Company also announced that it has completed an analysis of the costs and benefits of pursuing a spin-off of its real estate assets into a REIT and determined that it would not be in the best interests of its shareholders to proceed with such a transaction at this time. A copy of the press release relating to the stock repurchase plan and REIT update is filed as Exhibit 99.3 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release, dated March 30, 2017, relating to the Notes offering.
- 99.2 Press Release, dated March 30, 2017, relating to the Tender Offer.
- 99.3 Press Release, dated March 30, 2017, relating to the stock repurchase plan and REIT update.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIX FLAGS ENTERTAINMENT CORPORATION

By: /s/ Lance C. Balk

Name: Lance C. Balk

Title: Executive Vice President and General
Counsel

Date: March 30, 2017

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated March 30, 2017, relating to the Notes offering.
99.2	Press Release, dated March 30, 2017, relating to the Tender Offer.
99.3	Press Release, dated March 30, 2017, relating to the stock repurchase plan and REIT update.

Contact:

Stephen Purtell
 Senior Vice President
 Investor Relations and Treasurer
 +1-972-595-5180
 spurtell@sftp.com



Private Offering of \$1.2 Billion of Senior Notes Announced by Six Flags

GRAND PRAIRIE, Texas - March 30, 2017 - Six Flags Entertainment Corporation (NYSE: SIX), the world's largest regional theme park company, today announced it intends to offer up to \$1.2 billion aggregate principal amount of senior notes in a private offering. It intends to use a portion of the proceeds to refinance its \$800 million of 5.25 percent Senior Notes due 2021 and for general corporate purposes, including share repurchases and transaction expenses. The company expects this refinancing transaction to enhance its covenant flexibility and extend its maturity schedule.

The newly issued senior notes will not be registered under the Securities Act of 1933, as amended ("Securities Act"), or the securities laws of any other jurisdiction, and will not be offered or sold in the U.S. or to U.S. persons absent registration or an applicable exemption from the registration requirements. The offering of the notes will be made only to qualified institutional buyers in accordance with Rule 144A under the Securities Act and to non-U.S. persons in accordance with Regulation S under the Securities Act.

This press release is for informational purposes only and does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. Any offers of the notes will be made only by means of a private offering memorandum.

Forward Looking Statements

The information contained in this release, other than historical information, consists of forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. These statements may involve risks and uncertainties that could cause actual results to differ materially from those described in such statements. These risks and uncertainties include, among others, (i) the adequacy of cash flows from operations, available cash and available amounts under our credit facilities to meet our future liquidity needs, (ii) our ability to roll out our capital enhancements in a timely and cost effective manner, (iii) our ability to improve operating results by implementing strategic cost reductions, and organizational and personnel changes without adversely affecting our business, (iv) our operations and results of operations, and (v) the risk factors or uncertainties listed from time to time in the company's filings with the Securities and Exchange Commission ("SEC"). In addition, important factors, including factors impacting attendance, such as local conditions, contagious diseases, events, disturbances and terrorist activities; recall of food, toys and other retail products sold at our parks; risk of accidents occurring at the company's parks or other parks in the industry and adverse publicity concerning our parks or other parks in the industry; inability to achieve desired improvements and financial performance targets set forth in our aspirational goals; adverse weather conditions such as excess heat or cold, rain and storms; general financial and credit market conditions; economic conditions (including customer spending patterns); changes in public and consumer tastes; construction delays in capital improvements or ride downtime; competition with other theme parks and other entertainment alternatives; dependence on a seasonal workforce; unionization activities and labor disputes; laws and regulations affecting labor and employee benefit costs, including increases in state and federally mandated minimum wages, and healthcare reform; pending, threatened or future legal proceedings and the significant expenses associated with litigation; cyber security risks and other factors could cause actual results to differ materially from the company's expectations. Although the company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will be realized and actual results could vary materially. Reference is made to a more complete discussion of forward-looking statements and applicable risks contained under the captions "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors" in the company's Annual and Quarterly Reports on Forms 10-K and 10-Q, and its other filings and submissions with the SEC, each of which are available free of charge on the company's investor relations website at www.investors.sixflags.com and on the SEC's website at www.sec.gov.

Contact:

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 spurtell@sftp.com



Tender Offer and Consent Solicitation Announced by Six Flags

GRAND PRAIRIE, Texas - March 30, 2017 - Six Flags Entertainment Corporation (NYSE: SIX), the world's largest regional theme park company, today announced the commencement of a cash tender offer for any and all of its outstanding 5.25 percent Senior Notes due 2021 (the "Notes"). The tender offer is being made pursuant to an Offer to Purchase and Consent Solicitation Statement and the accompanying Consent and Letter of Transmittal (the "Offer Documentation"), each dated March 30, 2017. The offer will expire at 11:59 p.m., New York City time, on April 26, 2017, unless extended or earlier terminated (the "Expiration Time").

Holders who validly tender (and do not validly withdraw) their Notes on or prior to 5:00 p.m., New York City time, on April 12, 2017 (the "Early Tender Expiration"), and whose Notes are accepted for payment, will receive total consideration equal to \$1,027.66 per \$1,000 principal amount of the Notes (the "Total Consideration"), plus accrued and unpaid interest on the Notes up to, but not including, the initial settlement date. The Total Consideration includes an early participation premium of \$30.00 per \$1,000 principal amount of the Notes. Holders who tender Notes on or prior to 5:00 p.m., New York City time, on April 12, 2017 (the "Withdrawal Time") may withdraw such tender at any time on or prior to the Withdrawal Time. Tenders of Notes may not be withdrawn after the Withdrawal Time, even with respect to Notes tendered after the Withdrawal Time, except in certain limited circumstances where additional withdrawal rights are required by law.

Holders who validly tender (and do not validly withdraw) their Notes after the Early Tender Expiration, but on or prior to the Expiration Time, and whose Notes are accepted for payment, will receive the tender consideration equal to \$997.66 per \$1,000 principal amount of the Notes (the "Tender Consideration") plus accrued and unpaid interest, if any, up to, but not including, the final settlement date. Holders of Notes who tender after the Early Tender Expiration will not receive the early participation premium.

As part of the tender offer, the company is also soliciting consents from the holders of the Notes for certain proposed amendments that would, among other things, eliminate substantially all restrictive covenants contained in the indenture governing the Notes. Adoption of the proposed amendments with respect to the Notes requires the consent of the holders of at least a majority of the outstanding principal amount of the Notes. Holders who tender their Notes will be deemed to consent to the proposed amendments and holders may not deliver consents to the proposed amendments without tendering their Notes in the tender offer. The tender offer and consent solicitation are subject to customary closing conditions, including, among other things, a financing condition and the receipt of the required consents to amend and supplement the indenture governing the Notes (as more fully described in the Offer Documentation).

Provided that the conditions to the tender offer have been satisfied or waived, the company will pay for the Notes purchased in the tender offer, together with accrued and unpaid interest, on either the initial settlement date or the final settlement date, as applicable. Holders of the Notes that have been validly tendered and accepted by the company prior to the Early Tender Expiration will receive the Total Consideration and will be paid on the initial settlement date, which is expected to be promptly after satisfaction of the closing conditions and the Early Tender Expiration. Holders of the Notes that have been validly tendered and accepted by the company after the Early Tender Expiration, but prior to the Expiration Time, will receive only the Tender Consideration, and will be paid on the final settlement date, which is expected to be promptly after the date on which the Expiration Time occurs.

Concurrently with the commencement of the tender offer, the company issued a conditional notice of redemption of all outstanding Notes. The redemption price for the Notes is 102.625 percent of the aggregate outstanding principal amount thereof, plus accrued and unpaid interest, if any, through April 28, 2017. The redemption date is expected to occur on May 1, 2017. The redemption of the Notes is subject to a financing condition. In the company's discretion, the redemption may not

occur and the redemption notice may be rescinded in the event such condition shall not have been satisfied by the redemption date.

This press release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell with respect to any securities. The tender offer and consent solicitation are only being made pursuant to the terms of the Offer to Purchase and the related Letter of Transmittal. The tender offer and consent solicitation are not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of the company, the dealer manager, the solicitation agent, the information agent, the tender agent or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their Notes in the tender offer or deliver their consent to the proposed amendments.

The company has retained Wells Fargo Securities to act as sole dealer manager and solicitation agent for the tender offer and consent solicitation and D.F. King & Co., Inc. to act as information agent and tender agent for the tender offer. Requests for documents may be directed to D.F. King & Co., Inc. at (800) 967-7574 (toll free) or (212) 269-5550 (collect) or email sixflags@dfking.com. Questions regarding the tender offer or consent solicitation may be directed to Wells Fargo Securities at (866) 309-6316 (toll free) or (704) 410-4760 (collect).

Forward Looking Statements

The information contained in this release, other than historical information, consists of forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act. These statements may involve risks and uncertainties that could cause actual results to differ materially from those described in such statements. These risks and uncertainties include, among others, (i) the adequacy of cash flows from operations, available cash and available amounts under our credit facilities to meet our future liquidity needs, (ii) our ability to roll out our capital enhancements in a timely and cost effective manner, (iii) our ability to improve operating results by implementing strategic cost reductions, and organizational and personnel changes without adversely affecting our business, (iv) our operations and results of operations, and (v) the risk factors or uncertainties listed from time to time in the company's filings with the Securities and Exchange Commission ("SEC"). In addition, important factors, including factors impacting attendance, such as local conditions, contagious diseases, events, disturbances and terrorist activities; recall of food, toys and other retail products sold at our parks; risk of accidents occurring at the company's parks or other parks in the industry and adverse publicity concerning our parks or other parks in the industry; inability to achieve desired improvements and financial performance targets set forth in our aspirational goals; adverse weather conditions such as excess heat or cold, rain and storms; general financial and credit market conditions; economic conditions (including customer spending patterns); changes in public and consumer tastes; construction delays in capital improvements or ride downtime; competition with other theme parks and other entertainment alternatives; dependence on a seasonal workforce; unionization activities and labor disputes; laws and regulations affecting labor and employee benefit costs, including increases in state and federally mandated minimum wages, and healthcare reform; pending, threatened or future legal proceedings and the significant expenses associated with litigation; cyber security risks and other factors could cause actual results to differ materially from the company's expectations. Although the company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will be realized and actual results could vary materially. Reference is made to a more complete discussion of forward-looking statements and applicable risks contained under the captions "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors" in the company's Annual and Quarterly Reports on Forms 10-K and 10-Q, and its other filings and submissions with the SEC, each of which are available free of charge on the company's investor relations website at www.investors.sixflags.com and on the SEC's website at www.sec.gov.

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Process to Accelerate Share Repurchase Program Initiated by Six Flags

Program Expanded by \$500 Million
 Company Does Not Anticipate Pursuing REIT Structure

GRAND PRAIRIE, Texas - March 30, 2017 - Six Flags Entertainment Corporation (NYSE: SIX), the world's largest regional theme park company, today announced its board of directors approved a stock repurchase plan that allows the Company to repurchase an incremental \$500 million of its common stock. The Company has repurchased nearly \$1.5 billion of its common stock since beginning its share repurchase program in February 2011 and has approximately \$322 million available under its current plan.

"Our consistent earnings growth provides us with an opportunity to improve our capital structure and to enhance our shareholder returns," said John Duffey, Chief Executive Officer. "Given our strong business momentum, our significant future growth prospects and our highly recurring cash flow stream, we intend to use the incremental debt proceeds from our bond offering announced today to accelerate our share repurchases, which we believe represents a tremendous value for our shareholders. At the same time, we intend to continue increasing our annual dividend at a high-single digit to low-double digit percentage rate for many years to come."

In connection with the share repurchase announcement, the company today also announced it has completed, with input from outside financial advisors, an analysis of the costs and benefits of pursuing a spin-off of its real estate assets into a REIT and determined that it would not be in the best interests of its shareholders to proceed with such a transaction at this time. The cost of the REIT transaction, the ongoing operational complexity, the limitations on future strategic flexibility and the Company's significant future growth opportunities were the primary factors in making the determination. However, the Company could revisit the merits of pursuing such a transaction should circumstances change.

About Six Flags Entertainment Corporation

Six Flags Entertainment Corporation is the world's largest regional theme park company with \$1.3 billion in revenue and 18 parks across the United States, Mexico and Canada. For 56 years, Six Flags has entertained millions of families with world-class coasters, themed rides, thrilling water parks and unique attractions. For more information, visit www.sixflags.com.

Forward Looking Statements

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delays in capital improvements or ride downtime; competition with other theme parks and other entertainment alternatives; dependence on a seasonal workforce; unionization activities and labor disputes; laws and regulations affecting labor and employee benefit costs, including increases in state and federally mandated minimum wages, and healthcare reform; pending, threatened or future legal proceedings and the significant expenses associated with litigation; cyber security risks and other factors could cause actual results to differ materially from the company's expectations. Although the company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will be realized and actual results could vary materially. Reference is made to a more complete discussion of forward-looking statements and applicable risks contained under the captions "Cautionary Note Regarding Forward-Looking Statements" and "Risk Factors" in the company's Annual and Quarterly Reports on Forms 10-K and 10-Q, and its other filings and submissions with the SEC, each of which are available free of charge on the company's investor relations website at www.investors.sixflags.com and on the SEC's website at www.sec.gov.