

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ROGERS DESIREE G</u>  (Last) (First) (Middle) <u>C/O PINNACLE ENTERTAINMENT, INC.</u> <u>3980 HOWARD HUGHES PARKWAY</u>  (Street) <u>LAS VEGAS NV 89169</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Pinnacle Entertainment, Inc. [ PNK ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/15/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/15/2018		D <sup>(1)</sup>		64,730	D	(2)	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					
Stock Options (Right to Buy)	\$2.86	10/15/2018		D <sup>(1)</sup>	10,000	(3)	05/22/2019	Common Stock	10,000	(4)	0	D
Stock Options (Right to Buy)	\$3.29	10/15/2018		D <sup>(1)</sup>	10,000	(3)	03/19/2019	Common Stock	10,000	(4)	0	D

**Explanation of Responses:**

- Disposed of pursuant to the Agreement and Plan of Merger, dated as of December 17, 2017 (the "Merger Agreement," and the merger contemplated thereby, the "Merger"), by and among Pinnacle Entertainment, Inc. (the "Issuer"), Penn National Gaming, Inc. ("Penn") and Franchise Merger Sub, Inc.
- Disposed of pursuant to the Merger Agreement, whereby at the effective time of the Merger (the "Effective Time") each share of Issuer common stock was cancelled and automatically converted into the right to receive \$20 in cash, and 0.42 shares of Penn common stock (together, the "Merger Consideration"), with the fractional shares being paid in cash as provided in the Merger Agreement.
- Each of the options was fully vested and became exercisable on the date of grant.
- Disposed of pursuant to the Merger Agreement, whereby at the Effective Time each outstanding and vested Issuer stock option other than any vested Issuer stock option that had an exercise price equal to or greater than the Merger Consideration (each such stock option, an "Underwater Option"), was cancelled and automatically converted into the right to receive the Merger Consideration, less the exercise price applicable to such stock option (which exercise price was deducted first ratably from the stock and cash portions of the Merger Consideration to reduce the number of shares delivered to the Reporting Person).

**Remarks:**

/s/ Elliot D. Hoops, Attorney- 10/16/2018  
In-Fact for Desiree Rogers

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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