

AMERISTAR CASINO ST LOUIS INC

Form S-4

October 10, 2012

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As filed with the Securities and Exchange Commission on October 10, 2012

Registration No. 333-

## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-4

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

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### Ameristar Casinos, Inc.

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
incorporation or organization)

**7990**  
(Primary Standard Industrial  
Classification Code Number)

**88-0304799**  
(I.R.S. Employer  
Identification Number)

**3773 Howard Hughes Parkway, Suite 490S**

**Las Vegas, Nevada 89169**

**(702) 567-7000**

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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Peter C. Walsh**

**Senior Vice President, General Counsel and Chief Administrative Officer**

**3773 Howard Hughes Parkway, Suite 490S**

**Las Vegas, Nevada 89169**

**(702) 567-7000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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**With a copy to:**

**Jonathan K. Layne, Esq.**

**Mark S. Lahive, Esq.**

Gibson, Dunn & Crutcher LLP

2029 Century Park East

Los Angeles, California 90067

(310) 552-8641

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**Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective.**

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

### CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
7.50% Senior Notes due 2021	\$ 240,000,000	100%	\$ 240,000,000	\$ 32,736.00
Guarantees of Subsidiaries*	\$ 240,000,000	N/A(2)	N/A(2)	N/A(2)

(1) Exclusive of accrued interest, if any, and estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(f) under the Securities Act of 1933, as amended.

(2) No separate fee is payable pursuant to Rule 457(n). The guarantees are not traded separately.

\* Other Registrants

EXACT NAME OF CO-REGISTRANTS AS SPECIFIED IN ITS CHARTER	STATE OR OTHER JURISDICTION OF ORGANIZATION	PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER	I.R.S. EMPLOYER IDENTIFICATION NUMBER
Cactus Pete s, Inc.	Nevada	7990	88-0069444
Ameristar Casino Vicksburg, Inc.	Mississippi	7990	64-0827382
Ameristar Casino Council Bluffs, Inc.	Iowa	7990	93-1151022
Ameristar Casino Las Vegas, Inc.	Nevada	7990	88-0360636
Ameristar Casinos Financing Corp.	Nevada	7990	86-0885736
Ameristar Casino St. Louis, Inc.	Missouri	7990	43-1879218
Ameristar Casino Kansas City, Inc.	Missouri	7990	36-4401000
Ameristar Casino St. Charles, Inc.	Missouri	7990	36-4401002
Ameristar Casino Black Hawk, Inc.	Colorado	7990	20-1290693
Ameristar East Chicago Holdings, LLC	Indiana	7990	26-0302265
Ameristar Casino East Chicago, LLC	Indiana	7990	26-0302265
Ameristar Casino Springfield, LLC	Massachusetts	7990	45-4247313
Ameristar Lake Charles Holdings, LLC	Louisiana	7990	38-3871352
Ameristar Casino Lake Charles, LLC	Louisiana	7990	27-4677924

The registrant and co-registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrant and the co-registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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**The information in this prospectus is not complete and may be changed. This prospectus is not an offer to sell these securities nor a solicitation of an offer to buy these securities in any jurisdiction where the offer or sale is not permitted. We may not complete the exchange offer and issue these securities until the registration statement filed with the Securities and Exchange Commission is effective.**

**Subject to Completion, dated October 10, 2012**

**PROSPECTUS**

**\$240,000,000**

**Ameristar Casinos, Inc.**

**Exchange Offer for All Outstanding**

**7.50% Senior Notes due 2021**

**(CUSIP Nos. 03070Q AP6 and U02677 AF6)**

**for new 7.50% Senior Notes due 2021**

**that have been registered under the Securities Act of 1933**

*This exchange offer will expire at 5:00 p.m., New York City time,*

*on [ ] 2012, unless extended.*

We are jointly offering to exchange up to \$240,000,000 aggregate principal amount of our 7.5% Senior Notes due 2021 (the Exchange Notes ) for an equal amount of our outstanding, unregistered 7.5% Senior Notes due 2021 (the Outstanding Notes ) that were issued on April 26, 2012. The Outstanding Notes are, and the Exchange Notes will be, part of a single series of 7.5% Senior Notes due 2021 in the aggregate principal amount of \$1,040,000,000, of which \$800,000,000 were initially issued on April 14, 2011 in a private placement transaction and subsequently exchanged for substantially identical notes (collectively, the 2011 Senior Notes ) registered under the Securities Act of 1933, as amended (the Securities Act ). The term 2012 Senior Notes refers to both the Outstanding Notes and the Exchange Notes, and the term Notes refers to both the

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2012 Senior Notes and the 2011 Senior Notes. We refer to the offer to exchange the Exchange Notes for the Outstanding Notes as the exchange offer in this prospectus. The Exchange Notes will be identical in all material respects to the Outstanding Notes, except that the Exchange Notes are registered under the Securities Act, and except that the transfer restrictions, registration rights and additional interest provisions relating to the Outstanding Notes will not apply to the Exchange Notes.

### Material Terms of the Exchange Offer:

- The exchange offer expires at 5:00 p.m., New York City time, on [●], 2012, unless extended.
- Upon expiration of the exchange offer, all Outstanding Notes that are validly tendered and not withdrawn will be exchanged for an equal principal amount of the Exchange Notes.
- You may withdraw tendered Outstanding Notes at any time prior to the expiration of the exchange offer.
- The exchange offer is not subject to any minimum tender condition, but is subject to customary conditions.
- The exchange of the Exchange Notes for Outstanding Notes will not be a taxable exchange for U.S. federal income tax purposes.
- There is no existing public market for the Outstanding Notes or the Exchange Notes. We do not intend to list the Exchange Notes on any securities exchange or quotation system.

**See Risk Factors beginning on page 17.**

*Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or the accuracy of this prospectus. Any representation to the contrary is a criminal offense.*

*None of the Nevada Gaming Commission, the Missouri Gaming Commission, the Mississippi Gaming Commission, the Iowa Racing and Gaming Commission, the Indiana Gaming Commission, the Colorado Limited Gaming Control Commission, the Louisiana Gaming Control Board or any other gaming regulatory authority has approved or disapproved of these securities or determined if this prospectus is truthful or complete.*

Prospectus dated [ ], 2012



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You should rely only on the information contained in this prospectus or incorporated by reference in this prospectus. We have not authorized any dealer, salesperson or other person to give any information or represent anything to you about Ameristar, its financial results or this offering other than the information contained or incorporated by reference in this prospectus. If given or made, any such other information or representation should not be relied upon as having been authorized by Ameristar.

Ameristar is not making an offer to sell or asking for offers to buy any of the securities in any jurisdiction where it is unlawful, where the person making the offer is not qualified to do so, or to any person who can not legally be offered the securities.

The information in this prospectus is current only as of the date on its cover, and may change after that date. The information in any document incorporated by reference in this prospectus is current only as of the date of any such document. For any time after the cover date of this prospectus, we do not represent that our affairs are the same as described or that the information in this prospectus is correct nor do we imply those things by delivering this prospectus or selling securities to you.

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Each broker-dealer that receives Exchange Notes for its own account pursuant to the exchange offer must acknowledge that it shall deliver a prospectus in connection with any resale of such Exchange Notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer shall not be deemed to admit that it is an underwriter within the meaning of the Securities Act of 1933 (the Securities Act ). This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of Exchange Notes received in exchange for Outstanding Notes where such Outstanding Notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 180 days after consummation of the exchange offer, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.





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**WHERE YOU CAN FIND MORE INFORMATION**

We will provide without charge to each person to whom a copy of this prospectus has been delivered, who makes a written or oral request, a copy of our filings and any and all of the documents referred to herein, including the registration rights agreement and the Indenture for the Notes, which are summarized in this prospectus, by writing or calling us at the following address or telephone number.

Ameristar Casinos, Inc.

3773 Howard Hughes Parkway, Suite 490S

Las Vegas, Nevada 89169

Attn: Corporate Secretary

Telephone: (702) 567-7000

**In order to ensure timely delivery, you must request the information no later than five business days before the expiration of the exchange offer.**

**INCORPORATION BY REFERENCE**

We incorporate by reference certain information we have filed with the Securities and Exchange Commission (the SEC). The information incorporated by reference is an important part of this prospectus. Specifically, we incorporate by reference the documents listed below:

- Our annual report on Form 10-K for the year ended December 31, 2011, filed on February 28, 2012;
- Our definitive proxy statement filed on April 30, 2012;
- Our quarterly report on Form 10-Q for the quarter ended March 31, 2012, filed on May 9, 2012;
- Our quarterly report on Form 10-Q for the quarter ended June 30, 2012, filed on August 8, 2012;

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- Our current reports on Form 8-K, as filed on the following dates: January 19, 2012, March 16, 2012, April 17, 2012, April 20, 2012, April 30, 2012, June 14, 2012 and July 20, 2012.

All documents and reports filed by us pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act ) after the date of this prospectus and on or before the time that our offering of the exchange notes is completed are deemed to be incorporated by reference in this prospectus from the date of filing of such documents or reports, except as to any portion of any future annual, quarterly or current reports or proxy statements which is not deemed to be filed under those sections. Any statement contained in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed modified or superseded for purposes of this prospectus to the extent that any statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

The information in the above filings speaks only as of the respective dates thereof, or, where applicable, the dates identified therein. You may read and copy any document we file with the SEC at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549, as well as the SEC's regional offices. Please call the SEC at 1-800-SEC-0330 for further information relating to the public reference room. These SEC filings are also available to the public at the SEC's website at [www.sec.gov](http://www.sec.gov).

Anyone who receives this prospectus may obtain a copy of the Indenture and registration rights agreement without charge by writing to Ameristar Casinos, Inc., 3773 Howard Hughes Parkway, Suite 490S, Las Vegas, Nevada 89169, Attention: Corporate Secretary.

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**NON-GAAP FINANCIAL MEASURES**

As presented herein, Adjusted EBITDA is earnings before interest, taxes, depreciation, amortization, other non-operating income and expenses, stock-based compensation, deferred compensation plan expense, non-operational professional fees, impairment charges related to fixed and intangible assets, loss on early retirement of debt, pre-opening and rebranding costs, ballot initiative costs, net river flooding expenses and reimbursements and a one-time Black Hawk property tax adjustment. Adjusted EBITDA is a commonly used measure of performance in the gaming industry, as well as by other issuers and analysts, that we believe, when considered with measures calculated in accordance with GAAP, gives investors a more complete understanding of operating results before the impact of investing and financing transactions, income taxes and certain non-cash and non-recurring items and facilitates comparisons between us and our competitors. Adjusted EBITDA has several limitations that are discussed under the heading Prospectus Summary Summary Historical Consolidated Financial and Other Data in this prospectus, where we also include a quantitative reconciliation of Adjusted EBITDA to the most directly comparable GAAP financial performance measure, which is net income (loss).

**MARKET, RANKING AND OTHER INDUSTRY DATA**

The data included in this prospectus or incorporated by reference regarding markets and ranking, including the size of certain markets and our position and the position of our competitors within these markets, are based on reports of government agencies or published industry sources and estimates based on Ameristar's management's knowledge and experience in the markets in which Ameristar operates. These estimates have been based on information obtained from our trade and business organizations and other contacts in the markets in which we operate. Ameristar believes these estimates to be accurate as of the date of this prospectus or the date of such incorporated document, as applicable. However, this information may prove to be inaccurate because of the method by which Ameristar obtained some of the data for the estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties. As a result, you should be aware that market, ranking and other similar industry data included in this prospectus, and estimates and beliefs based on that data, may not be reliable. Ameristar cannot guarantee the accuracy or completeness of any such information contained in this prospectus.

**DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS**

This prospectus contains or incorporates by reference documents containing certain statements that are, or may be deemed to be, forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Actual outcomes and results may differ materially from those expressed in, or implied by, our forward-looking statements. Words such as believes, estimates, anticipates, intends, expects, plans, is confident that, and other similar expressions or future or conditional verbs such as will, should, would and could, are intended to identify such forward-looking statements. Readers should not rely solely on the forward-looking statements and should consider all uncertainties and risks throughout this prospectus, including those set forth or incorporated by reference under Risk Factors. The statements are representative only as of the date they are made, and we undertake no obligation to update any forward-looking statement.

All forward-looking statements, by their nature, are subject to risks and uncertainties. Our actual future results may differ materially from those set forth in our forward-looking statements. We face risks that are inherent in the businesses and the marketplaces in which we operate. While management believes these forward-looking statements are accurate and reasonable, uncertainties, risks and factors, including those described below and under Risk Factors, could cause actual results to differ materially from those reflected in the forward-looking statements.

Additional risks and uncertainties not presently known to us or that we currently deem immaterial also may impair our business operations and could cause actual results to differ materially from those included, contemplated or implied by the forward-looking statements made, or incorporated by reference, in this prospectus, and the reader should not consider the above list of factors to be a complete set of all potential risks or uncertainties.

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**PROSPECTUS SUMMARY**

In this prospectus, the words Ameristar, we, our, ours, us and Company refer to Ameristar Casinos, Inc., the issuer of the Exchange Notes and its consolidated subsidiaries (except as otherwise indicated). The following summary contains basic information about the Company and this offering. It is not complete and likely does not contain all the information that is important to you. For a more complete understanding of this offering, you should read this entire document and the documents we have referred you to, including the information described under the heading Risk Factors and the information incorporated by reference herein and therein, including the financial data and related notes, before making an investment decision.

**The Company**

*Overview*

We are a developer, owner and operator of casino entertainment facilities in local and regional markets in the United States. Ameristar has been a public company since November 1993. We currently own and operate eight properties in seven markets in Colorado, Indiana, Iowa, Mississippi, Missouri and Nevada, and in July 2012 we began construction of our ninth property, a new luxury casino resort in Lake Charles, Louisiana (see Recent Development ). We believe that we benefit from the diversification of our properties. For the year ended December 31, 2011, we generated net revenues and Adjusted EBITDA of \$1,214.5 million and \$365.1 million, respectively.

Our goal is to capitalize on our high-quality facilities and products and our dedication to superior guest service to effectively compete in each of our markets and to drive growth from our existing and additionally developed or acquired properties, which creates value for our stockholders. We believe the Ameristar experience differentiates us from our competitors. That experience is built upon our high-quality facilities and products, such as slots, food, lodging, entertainment and the appreciative service our approximately 7,200 team members offer our guests. Our casinos feature spacious gaming floors and have the largest number of gaming positions in most of our markets. We believe we feature more of the newest and most popular slot machines than any other casino in each market. We design the flow of our casino floors to attractively position and draw attention to our newest and most popular games and provide convenient access to other amenities, which we believe creates a more entertaining experience for our guests.

Most of our revenue comes from slot play, but we also offer a wide range of table games, including blackjack, craps, roulette and poker, in the majority of our markets. We set minimum and maximum betting limits for the properties based on competitive conditions and other factors. Our gaming revenues are derived from a broad base of guests, and we do not depend exclusively upon high- or low-stakes players. We extend gaming credit at our properties in Indiana, Mississippi and Nevada.

Our hotels offer upscale accommodations with tastefully appointed rooms offering appealing amenities. Our signature dining concepts include steakhouses, elaborate buffets and casual dining restaurants, including sports bars. Whether in our steakhouses or delis, our emphasis is on quality in all aspects of the dining experience food, service, ambiance and facilities. The private Star Clubs at all but our Jackpot properties offer upper tier Star Awards players club members an exclusive place to relax.



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*Properties*

The following table presents selected statistical and other information concerning our properties as of September 1, 2012.

<b>Property</b>	<b>Year Opened(1)</b>	<b>Casino Square Footage (approx)</b>	<b># of Slots (approx)</b>	<b># of Table Games(2)</b>	<b># of Hotel Rooms</b>	<b>Restaurant /Bar Seating Capacity</b>	<b># of Parking Spaces (approx)</b>	<b>2011 Property Adjusted EBITDA (in millions)(3)</b>
Ameristar Casino Resort Spa St. Charles	1994	130,000	2,610	72	397			