

STATION CASINOS INC  
Form 8-K  
April 23, 2008

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## 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): **April 17, 2008**

## STATION CASINOS, INC

(Exact name of registrant as specified in its charter)

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

**000-21640**  
(Commission  
File Number)

**88-0136443**  
(I.R.S. Employer  
Identification No.)

**1505 South Pavilion Center Drive, Las Vegas, Nevada**  
(Address of principal executive offices)

**89135**  
(Zip Code)

Registrant's telephone number, including area code: **(702) 495-3000**

**N/A**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4 (c) under the Exchange Act (17 CFR 240.13e-4 (c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On April 17, 2008, the Company executed the third amendment of the Supplemental Executive Retirement Plan and the second amendment of the Supplemental Management Retirement Plan. The amendments increase the Early Retirement Date (as defined in each plan) for participants from age 50 to age 60 and increase the Normal Retirement Date (as defined in each plan) for participants from age 60 to age 65.

The foregoing summary of the amendments does not purport to be complete and is subject to, and qualified in its entirety by, the full text of each amendment, which are attached as Exhibits 10.1 and 10.2 and incorporated herein by reference.

**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On April 17, 2008, the Company amended and restated its Code of Business Conduct and Ethics (the Code) to reflect certain changes in the Company's corporate structure as a result of the merger with FCP Acquisition Sub, a Nevada corporation (Merger Sub), pursuant to which Merger Sub merged with and into the Company with the Company continuing as the surviving corporation pursuant to the Agreement and Plan of Merger, dated as of February 23, 2007 and amended as of May 4, 2007, among the Company, Fertitta Colony Partners LLC, a Nevada limited liability company, and Merger Sub, as amended.

The foregoing summary of the Code does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Code, which is attached as Exhibit 14.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 10.1 Third Amendment to Supplemental Executive Retirement Program of the Company dated as of April 17, 2008

Exhibit 10.2 Second Amendment to Supplemental Management Retirement Program of the Company dated as of April 17, 2008

Exhibit 14.1 Station Casinos, Inc. Code of Business Conduct and Ethics

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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.

Station Casinos, Inc.

Date: April 22, 2008

By:

*/s/* Thomas M. Friel  
Thomas M. Friel  
Executive Vice President, Chief  
Accounting Officer and Treasurer

**Index to Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Third Amendment to Supplemental Executive Retirement Program of the Company dated as of April 17, 2008
10.2	Second Amendment to Supplemental Management Retirement Program of the Company dated as of April 17, 2008
14.1	Station Casinos, Inc. Code of Business Conduct and Ethics