

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K/A

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 3, 2023**

CENTURY CASINOS, INC.

(Exact Name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-22900

(Commission
File Number)

84-1271317

(I.R.S. Employer
Identification Number)

455 E. Pikes Peak Ave., Suite 210, Colorado Springs, Colorado
(Address of principal executive offices)

80903
(Zip Code)

Registrant's telephone number, including area code:

719-527-8300

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 Per Share Par Value	CNTY	Nasdaq Capital Market, Inc.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Introductory Note

This Amendment No. 1 on Form 8-K/A (the “Amendment No. 1”) amends and supplements the Current Report on Form 8-K of Century Casinos, Inc. (the “Company”) filed with the Securities and Exchange Commission (the “SEC”) on April 4, 2023 (the “Original Form 8-K”). On April 3, 2023, the Company completed its previously announced acquisition (the “Acquisition”) of the operations of the Nugget Casino Resort (“Nugget”), in Sparks, Nevada from Marnell Gaming, LLC (“Marnell”), under the Membership Interest Purchase Agreement (the “Purchase Agreement”), dated as of February 22, 2022, by and among Marnell, a wholly owned subsidiary of the Company, and the Company, as guarantor.

This Amendment No. 1 amends the Original Form 8-K to include the financial statements of Nugget and the pro forma financial information required by Item 9.01 of Form 8-K.

Forward-Looking Statements

All of the pro forma and other information and other statements included in this Form 8-K/A, other than historical information or statements of historical fact, are “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These statements are based on the beliefs and assumptions of the management of the Company based on information currently available to management. Such forward-looking statements include, but are not limited to, certain plans, expectations, goals, projections, and statements about the benefits of Nugget. Such forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those contained or implied in the forward-looking statements including: the integration of the businesses and assets acquired; the financial performance of Nugget; potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the transaction; the possibility that the anticipated operating results and other benefits of the transaction are not realized when expected or at all; local risks including proximate competition, potential competition, legislative or regulatory risks, and local relationships; risks associated with increased leverage from the transaction; and other risks described in the section entitled “Risk Factors” under Item 1A in the Company’s Annual Report on Form 10-K for the year ended December 31, 2022 and in subsequent periodic and current SEC filings the Company may make. The Company disclaims any obligation to revise or update any forward-looking statement that may be made from time to time by it or on its behalf.

Item 9.01 Financial Statements and Exhibits.

(a) *Financial statements of businesses acquired.* The audited financial statements of Nugget Sparks, LLC as of and for the year ended December 31, 2022 are filed as Exhibit 99.1 and are herein incorporated by reference.

(b) *Pro forma financial information.* The unaudited pro forma condensed consolidated combined balance sheet as of December 31, 2022 and the unaudited pro forma condensed consolidated statement of combined operations for the year ended December 31, 2022 (collectively the “Unaudited Pro Forma Financial Statements”) are filed as Exhibit 99.2 hereto and incorporated herein by reference. The Unaudited Pro Forma Financial Statements give effect to the Acquisition and related transactions.

(d) Exhibits

Exhibit No.	Description
23.1	Consent of RSM US LLP
99.1	Audited Financial Statements of Nugget Sparks, LLC as of and for the year ended December 31, 2022.
99.2	Unaudited Pro Forma Condensed Combined Balance Sheet of Century Casinos, Inc. as of and for the year ended December 31, 2022 and Unaudited Pro Forma Condensed Statement of Combined Operations for the year ended December 31, 2022.
104	Cover Page Interactive Data File, formatted in Inline XBRL

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 hereunto duly authorized.

Century Casinos, Inc.

Date: June 9, 2023

By: /s/ Margaret Stapleton
Margaret Stapleton
Chief Financial Officer