

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

## Item 2.01 Completion of Acquisition or Disposition of Assets.

On April 3, 2023 (the “Closing Date”), the Company completed its previously announced acquisition (the “Acquisition”) of the operations of Nugget Casino Resort (“Nugget”), located in Sparks, Nevada from Marnell Gaming, LLC (“Marnell”), for an aggregate purchase price of approximately \$100.0 million (subject to adjustment based on the Nugget’s working capital and cash at closing), subject to the terms and conditions set forth in 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. The Acquisition was financed with funds previously borrowed from the Company’s existing credit agreement with Goldman Sachs USA.

Pursuant to the Purchase Agreement, on the Closing Date, Marnell sold all of the membership interests in its wholly-owned subsidiary, Nugget Sparks LLC, to the Company, resulting in the Company’s acquisition of the Nugget.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, which is filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on February 23, 2022 and incorporated herein by reference.

## Item 7.01 Regulation FD Disclosure.

On April 4, 2023, the Company issued a press release announcing the completion of the Acquisition. A copy of the press release is furnished as Exhibit 99.1 of this Current Report on Form 8-K.

The information under Item 7.01 and in Exhibit 99.1 of this Current Report on Form 8-K is being furnished and not “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information under Item 7.01 and in Exhibit 99.1 of this report are not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

## Item 9.01 Financial Statements and Exhibits.

(a) *Financial statements of businesses acquired.* The Company intends to file the financial statements required by Item 9.01(a), if required, in an amendment to this Current Report on Form 8-K no later than 71 days after the required filing date for this Current Report on Form 8-K.

(b) *Pro forma financial information.* The Company intends to file the pro forma financial information required by Item 9.01(b), if required, in an amendment to this Current Report on Form 8-K no later than 71 days after the required filing date for this Current Report on Form 8-K.

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Century Casinos Press Release dated April 4, 2023</a>
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.

Date: April 4, 2023

Century Casinos, Inc.

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