SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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 OMB APPROVAL
OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

	Address of Reporting	Person [*]	2. Issuer Name and Ticker or Trading Symbol Gaming & Leisure Properties, Inc. [GLPI]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
CARLIN	<u>O PETER M</u>			X Director 10% Owner					
(Last) (First) (Middle) 845 BERKSHIRE BLVD. SUITE 200		(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Officer (give title Other (specify below) below)					
			01/05/2021	Chairman, CEO, President / , Principal Financial Officer					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
WYOMISS	SING PA	19610		X Form filed by One Reporting Person					
(City)	(State)	(Zip)	—	Form filed by More than One Reporting Person					

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)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock ⁽¹⁾	01/05/2021		A		220,000	A	\$ <mark>0</mark>	5,313,113	D	
Common Stock	01/05/2021		F		95,656	D	\$40.61	5,217,457	D	
Common Stock ⁽²⁾	01/05/2021		A		42,310	A	\$ <mark>0</mark>	5,259,767	D	
Common Stock	01/05/2021		F		18,397	D	\$40.61	5,241,370	D	
Common Stock								6,533,967	Ι	By Trusts
Common Stock								28,683	Ι	By Spouse

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

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1. Title of Derivative Security (Instr. 3)	ve Conversion Date or Exercise (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)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Reflects performance-based restricted stock earned and paid on January 5, 2021. The award had a performance period beginning on January 2, 2018 and ending December 31, 2020. The shares which vested at the end of the performance period was based upon the Company's three-year total shareholder return ranking among the three-year return of the companies included in the MSCI US REIT Index and Triple-Net REIT peers.

2. Represents receipt of dividends related to performance-based restricted stock that accrued during the applicable performance period on the shares earned and paid on January 5, 2021.

Remarks:

/s/Peter M. Carlino

** Signature of Reporting Person

<u>01/07/2021</u> 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.