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** ADMITTED IN THE STATE OF ILLINOIS

September 23, 2013

VIA EDGAR AND HAND DELIVERY

Mr. Duc Dang
Special Counsel
United States Securities and Exchange Commission
Division of Corporate Finance
100 F Street, N.E.
Washington, D.C. 20549

Re: Gaming and Leisure Properties, Inc.
Amendment No. 2 to
Registration Statement on Form S-11
Filed August 30, 2013
File No. 333-188608

Dear Mr. Dang:

On behalf of our client Gaming and Leisure Properties, Inc. (the "Company" or "GLPI"), set forth below are responses to the comments of the Staff of the Division of Corporation Finance (the "Staff") that appeared in your letter dated September 19, 2013, with respect to Amendment No. 2 to the Company's registration statement on Form S-11 (Registration No. 333-188608) filed with the Commission on August 30, 2013 (the "Registration Statement").

This letter and Amendment No. 3 ("Amendment No. 3") to the Registration Statement are being filed electronically via the EDGAR system today. In addition to the EDGAR filing, we

are delivering a hard copy of this letter, along with six copies of Amendment No. 3 marked to indicate changes from the version filed on August 30, 2013.

For the Staff's convenience, the text of the Staff's comments is set forth below in bold followed in each case by the response. Terms not otherwise defined in this letter shall have the meanings set forth in Amendment No. 3. All references to page numbers in these responses are to the pages in the marked version of Amendment No. 3.

GLPI Unaudited Pro Forma And Forecasted Consolidated Financial Statements

Unaudited Forecasted Consolidated Income Statement, page 77

1. We note your response to our prior comment five. We remain unclear how your current presentation complies with the requirements of paragraph 8.06 of the AICPA Guide for Prospective Financial Information. Specifically, we are unclear how your presentation of "gaming, food and beverage revenues, net of promotional allowances" and "TRSs operating expenses" as single line items in the unaudited forecasted consolidated income statement is consistent with the format that would be presented in the historical financial statements. Please revise your presentation to provide separate disclosure of each significant revenue and expense line item related to your operating casinos in accordance with Rule 5-03 of Regulation S-X or explain to us why no revision is necessary.

Response: The disclosure on page 78 of Amendment No. 3 has been revised in response to the Staff's comment.

2. **We note your disclosure that your forecasted results include 2.5 months of rental income from two facilities currently under construction. We further note your disclosure that your forecasted results include a full year of rental income related to a casino which may be forced to close as early as July 2014. Please revise your disclosure to quantify the amount of rental revenue included for each of these casinos.**

Response: The disclosure on page 80 of Amendment No. 3 has been revised in response to the Staff's comment.

Note 2 — Forecasted Adjustments

Footnote (B), page 83

3. **We note your disclosure that you have assumed net revenues and operating expenses at certain casinos will decrease as a result of items such as increased competition and reductions in gaming taxes. Please revise your disclosure to quantify the assumptions used in preparing your forecast.**

Response: The disclosure on pages 84 and 85 of Amendment No. 3 has been revised in response to the Staff's comment.

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Note 3-Pro Forma Adjustments

Footnote (I), page 85

4. **We note your response to our prior comment 9. Please revise your disclosure to clearly state, if true, that the purpose of this adjustment is to reflect proceeds from the issuance of debt that will be remitted to Penn. In your revised disclosure please indicate that this transaction will occur immediately prior to the spin off transaction. Finally, please revise your disclosure on page 76 to include a more detailed discussion of how the company intends to account for the spin off transactions.**

Response: The disclosure on pages 77 and 86 of Amendment No. 3 has been revised in response to the Staff's comment.

Footnote (O), page 85

5. **Please tell us how this adjustment is factually supportable.**

Response: The Company advises the staff that the \$25 million of transaction costs primarily represents the Company's best estimate of real estate transfer taxes and, to a lesser extent, legal and professional fees that are directly attributable to the Spin-Off. Because these amounts are based on estimates, the Company has concluded they are not factually supportable and as such has removed this adjustment from the Pro Forma Balance Sheet.

Note 6 — Significant changes in Financial Position, page 87

6. **We note your disclosure that you have forecasted that GLPI will pay dividends at \$210.9 million during the twelve months ended October 31, 2014. Please tell us, and revise your dividend policy to include a detailed explanation of your rational basis for this forecasted dividend.**

Response: The disclosure on pages 56 and 88 of Amendment No. 3 has been revised in response to the Staff's comment.

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Discussion of Historical Operations of GLPI's TRSs, page 94

Financial Results, page 94

7. **In your amended filing please update your financial results to include a discussion of the interim information included in your financial statements.**

Response: The disclosure on page 95 of Amendment No. 3 has been revised in response to the Staff's comment.

* * *

If you have any questions, please do not hesitate to contact the undersigned at (212) 403-1362 or Daniel A. Neff at (212) 403-1218.

We thank the Staff in advance for its assistance.

Very truly yours,

/s/ Scott W. Golenbock
Scott W. Golenbock

Enclosures

cc: William J. Clifford, Chief Financial Officer (Gaming and Leisure Properties, Inc.)

