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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): September 24, 2021

**Gaming and Leisure Properties, Inc.**

(Exact name of registrant as specified in its charter)

**Pennsylvania**

(State or Other Jurisdiction of  
Incorporation or Organization)

**001-36124**

(Commission File Number)

**46-2116489**

(IRS Employer Identification No.)

**845 Berkshire Blvd., Suite 200**

**Wyomissing, PA 19610**

(Address of principal executive offices)

**610-401-2900**

(Registrant's telephone number, including area code)

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 (see General Instruction A.2 below):

- 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, par value \$.01 per share	GLPI	Nasdaq

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 24, 2021, the Board of Directors (the “Board”) of Gaming and Leisure Properties, Inc. (the “Company”) appointed Ms. JoAnne Epps as a new independent member of the Board, effective immediately. The appointment of Ms. Epps to the Board brings the total number of directors to eight, seven of which are independent members. Ms. Epps will hold the directorship until the Company’s next annual meeting of shareholders or until her successor is duly elected and qualified or until her earlier death, disqualification, resignation or removal.

A member of the faculty of Temple University’s Beasley School of Law in Philadelphia, Pennsylvania since 1985, Ms. Epps currently serves as Senior Advisor to the President of Temple University. Prior to her current role, Ms. Epps served as Executive Vice President & Provost of Temple University from 2016 to 2021. She has been a member of the faculty at Temple University’s Beasley School of Law since 1985 and a full professor since 1994, teaching litigation basics to first-year law students and studying criminal procedure, evidence, and trial advocacy. She previously served as Dean of the Temple University Beasley School of Law from 2008 to 2016 and as Associate Dean for Academic Affairs from 1989 to 2008. During her time at Temple, Ms. Epps has been named four times to The National Jurist’s list of the 25 most influential people in legal education. Prior to beginning her academic career, Ms. Epps served as an Assistant U.S. Attorney for the Eastern District of Pennsylvania from 1980 to 1985 and as a Deputy City Attorney for the City of Los Angeles from 1976 to 1980. Ms. Epps has been admitted to the Bar of the United States Supreme Court as well as in California, the District of Columbia, and the Commonwealth of Pennsylvania.

Ms. Epps serves on the Board of Trustees at PREIT (NYSE: PEI), a publicly traded real estate investment trust that owns and manages shopping malls. As a Trustee, she is a member of both the Nominating & Governance and Audit Committees. In addition, she is an active member of the American Bar Association, the American Law Institute, the Barristers’ Association of Philadelphia, the National Bar Association, the Society of American Law Teachers, The Forum of Executive Women , and the Pennsylvania Women’s Forum.

Ms. Epps holds a B.A. degree from Trinity College and a J.D. from the Yale Law School.

The Board determined that Ms. Epps is an “independent director” within the meaning of the Nasdaq Global Select Market. There are no arrangements or understandings between Ms. Epps and any other person pursuant to which she was appointed. There are also no family relationships between Ms. Epps and any director or executive officer of the Company, and Ms. Epps does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with Ms. Epps’s appointment to the Board, the Compensation Committee of the Board recommended and the Board approved that the Company pay to Ms. Epps \$28,750 in cash, restricted stock or a combination of cash and restricted stock, at the option of Ms. Epps, and also \$43,750 in restricted stock, in each case, with such restricted stock vesting on December 31, 2021, which amounts represent the Company’s 2021 compensation package for directors on a pro-rated basis, in accordance with the terms of the Company’s form of Board restricted stock award agreement under the Company’s Second Amended and Restated 2013 Long-Term Incentive Compensation Plan.

**Item 7.01 Regulation FD Disclosure.**

A copy of the press release, dated September 28, 2021, announcing the appointment of Ms. Epps as the new independent director of the Company, is furnished as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated herein by reference.

The press release is being furnished pursuant to Item 7.01, and the information contained therein shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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

(d) Exhibits

**Exhibit No. Description**

99.1 [Press Release, dated September 28, 2021](#)

**SIGNATURES**

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.

Dated: September 29, 2021 GAMING AND LEISURE PROPERTIES, INC.

By: /s/ Peter M. Carlino  
Name: Peter M. Carlino  
Title: Chairman of the Board and Chief Executive Officer



## **Gaming and Leisure Properties, Inc. Appoints JoAnne A. Epps to Board of Directors**

WYOMISSING, Pa., September 28, 2021 -- Gaming and Leisure Properties, Inc. (NASDAQ: GLPI) (the "Company"), announced today that JoAnne A. Epps has been appointed to the Board of Directors as a new independent director. Ms. Epps brings the total number of directors to eight, seven of whom are considered independent according to the listing standards of the Nasdaq Stock Exchange.

Ms. Epps is Senior Advisor to the President of Temple University in Philadelphia, Pennsylvania. From 2016 to 2021, Ms. Epps served as Temple's Executive Vice President & Provost. She has been a member of the faculty at Temple University's Beasley School of Law since 1985 and a full professor since 1994, teaching litigation basics to first-year law students and criminal procedure, evidence, and trial advocacy to advanced law students. She previously served as Dean of the School of Law from 2008 to 2016 and as Associate Dean for Academic Affairs from 1989 to 2008. During her time at Temple, Ms. Epps has been named four times to *The National Jurist's* list of the 25 most influential people in legal education. Prior to beginning her academic career, Ms. Epps served as Assistant U.S. Attorney for the Eastern District of Pennsylvania from 1980 to 1985 and as a Deputy City Attorney for the City of Los Angeles from 1976 to 1980. Ms. Epps has been admitted to the Bar of the United States Supreme Court as well as in California, the District of Columbia, and the Commonwealth of Pennsylvania.

Gaming and Leisure Properties Chairman and Chief Executive Officer, Peter M. Carlino, commented, "I am delighted to welcome JoAnne to our Board as we believe her experience as a trustee of a publicly traded real estate investment trust and legal acumen will serve our Company well as we continue to drive growth in shareholder value. Her expertise is a perfect complement to the existing strengths of the Board and will substantially expand the diverse set of viewpoints that ultimately help shape our mission."

Ms. Epps serves on the Board of Trustees at PREIT, a publicly traded real estate investment trust that owns and manages shopping malls. As a Trustee, she is a member of both the Nominating & Governance and Audit committees. In addition, she is an active member of the American Bar Association, the American Law Institute, the Barristers' Association of Philadelphia, the National Bar Association, the Society of American Law Teachers, and the Pennsylvania Women's Forum.

Ms. Epps holds a B.A. degree from Trinity College and a J.D. from the Yale Law School.

### **About Gaming and Leisure Properties**

GLPI is engaged in the business of acquiring, financing, and owning real estate property to be leased to gaming operators in triple-net lease arrangements, pursuant to which the tenant is responsible for all facility maintenance, insurance required in connection with the leased properties and the business conducted on the leased properties, taxes levied on or with respect to the leased properties and all utilities and other services necessary or appropriate for the leased properties and the business conducted on the leased properties.

### **Forward-Looking Statements**

This press release includes "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, including our expectations regarding Ms. Epps' contribution to the Board. Forward-looking statements can be identified by the use of forward-looking terminology such as "expects," "believes," "estimates," "intends," "may," "will," "should" or "anticipates" or the negative or other variation of these or similar words, or by discussions of future events, strategies or risks and uncertainties. Such forward looking statements are inherently subject to risks, uncertainties and assumptions about GLPI and its subsidiaries, including risks related to the following: the effect of pandemics such as COVID-19 on GLPI as a result of the impact of such pandemics on the business operations of GLPI's

tenants; the availability of and the ability to identify suitable and attractive acquisition and development opportunities and the ability to acquire and lease those properties on favorable terms; the ability to receive, or delays in obtaining, the regulatory approvals required to own and/or operate its properties, or other delays or impediments to completing acquisitions or projects; GLPI's ability to maintain its status as a REIT; our ability to access capital through debt and equity markets in amounts and at rates and costs acceptable to GLPI; the impact of our substantial indebtedness on our future operations; changes in the U.S. tax law and other state, federal or local laws, whether or not specific to REITs or to the gaming or lodging industries; and other factors described in GLPI's Annual Report on Form 10-K for the year ended December 31, 2020, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, each as filed with the Securities and Exchange Commission. All subsequent written and oral forward-looking statements attributable to GLPI or persons acting on GLPI's behalf are expressly qualified in their entirety by the cautionary statements included in this press release. GLPI undertakes no obligation to publicly update or revise any forward-looking statements contained or incorporated by reference herein, whether as a result of new information, future events or otherwise, except as required by law. In light of these risks, uncertainties and assumptions, the forward-looking events discussed in this press release may not occur as presented or at all.

**Contact:**

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