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AMERISTAR CASINOS INC
Form S-2
November 13, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON NOVEMBER 13, 2001

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-2
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AMERISTAR CASINOS, INC.
(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

7999
(Primary Standard Industrial
Classification Code Number)

88-03
(I.R.S.
Identifica

3773 HOWARD HUGHES PARKWAY
SUITE 490 SOUTH
LAS VEGAS, NEVADA 89109
(702) 567-7000
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive offices)

CRAIG H. NEILSEN
PRESIDENT, CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
3773 HOWARD HUGHES PARKWAY
SUITE 490 SOUTH
LAS VEGAS, NEVADA 89109
(702) 567-7000
(Name, address, including zip code, and telephone number, including area code,
of agent for service of process)

WITH COPIES TO:

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80 PINE STREET
NEW YORK, NEW YORK 10005
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as
practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on

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a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)
Common Stock, \$.01 par value per share.....	6,900,000	\$17.985	\$124,096,500

(1) Includes over-allotment amount.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, based on the average of the high and low prices for the common stock of Ameristar Casinos, Inc. on November 6, 2001.

 THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES AND EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

 THE INFORMATION IN THIS PROSPECTUS IS NOT COMPLETE AND MAY BE CHANGED. A REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD NOR MAY OFFERS BE ACCEPTED UNTIL THE REGISTRATION STATEMENT BECOMES EFFECTIVE. THIS

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PROSPECTUS IS NOT AN OFFER TO SELL THESE SECURITIES AND IS NOT SOLICITING AN OFFER TO BUY THESE SECURITIES IN ANY STATE WHERE THE OFFER OR SALE IS NOT PERMITTED.

SUBJECT TO COMPLETION
PRELIMINARY PROSPECTUS, DATED NOVEMBER 13, 2001

PROSPECTUS

6,000,000 SHARES

[AMERISTAR LOGO]

COMMON STOCK

We are offering 4,000,000 shares of our common stock and the selling stockholder is offering 2,000,000 shares of our common stock. We will not receive any proceeds from the shares of common stock sold by the selling stockholder.

Our common stock is traded on the Nasdaq National Market under the symbol "ASCA". The last reported sale price for our common stock on the Nasdaq National Market on November 12, 2001 was \$19.01 per share.

FOR A DISCUSSION OF RISKS THAT SHOULD BE CONSIDERED BY INVESTORS IN DECIDING WHETHER TO BUY OUR COMMON STOCK SEE "RISK FACTORS" BEGINNING ON PAGE 8.

	PER SHARE	TOTAL
	-----	-----
Public offering price.....	\$	\$
Underwriting discounts.....	\$	\$
Proceeds, before expenses, to Ameristar Casinos, Inc.....	\$	\$
Proceeds, before expenses, to selling stockholder.....	\$	\$

We have granted the underwriters a 30-day option from the date of this prospectus to purchase from us up to an additional 900,000 shares of common stock at the public offering price, less the underwriting discount, to cover any over-allotments.

None of the Securities and Exchange Commission, the Missouri Gaming Commission, the Iowa Racing and Gaming Commission, the Mississippi Gaming Commission, the Nevada Gaming Commission, the Nevada State Gaming Control Board nor any state securities commission or other gaming authority, has passed upon the adequacy or accuracy of this prospectus or the investment merits of the shares offered hereby. Any representation to the contrary is a criminal offense.

The underwriters are severally underwriting the shares being offered. The underwriters expect to deliver the shares on _____, 2001.

Joint Book-Running Managers
BEAR, STEARNS & CO. INC. MERRILL LYNCH & CO.

CIBC WORLD MARKETS

The date of this prospectus is _____, 2001.

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[INSIDE FRONT AND BACK COVERS OF PROSPECTUS]

[Photographs of Ameristar Kansas City Property]

[Photographs of Ameristar St. Charles Property
and artist's renderings of new casino and entertainment facility]

[Photographs of Ameristar Council Bluffs Property]

[Photographs of Ameristar Vicksburg Property]

[Photographs of Cactus Petes Property]

[Photographs of The Horseshu Property]

You should rely only on the information contained or incorporated by reference in this prospectus. Neither we nor any underwriter has authorized any person to provide you with any information or represent anything not contained in this prospectus, and if given or made, any such information or representation should not be relied upon. This prospectus is not an offer to sell nor is it seeking an offer to buy these securities in any jurisdiction where such offer or sale is not permitted. The information contained in this prospectus is correct only as of the date of this prospectus, regardless of the time of the delivery of this prospectus or any sale of these securities.

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PROSPECTUS SUMMARY

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This is only a summary of the prospectus. You should read the entire prospectus, including "Risk Factors" and our consolidated financial statements and related notes, as well as the documents incorporated by reference in this prospectus, before making an investment decision. Unless the context indicates otherwise, all references to "Ameristar," "we," "our," "ours" and "us" refer to Ameristar Casinos, Inc. and its consolidated subsidiaries. Except as otherwise noted, all information in this prospectus assumes that the underwriters' over-allotment option is not exercised.

AMERISTAR CASINOS, INC.

We are a leading multi-jurisdictional developer, owner and operator of casinos and related hotel and entertainment facilities in local markets. We own six properties in five markets located in Missouri, Iowa, Mississippi and Nevada catering to customers primarily residing within a 100-mile radius of our properties. Our properties enjoy leading positions in markets with significant barriers to entry, and we believe all of our properties are high-quality assets. We intend to grow our revenues, cash flow and earnings through internal growth initiatives, including the expansion of our existing properties, targeted marketing programs, and the strategic acquisition or development of properties in attractive local gaming markets.

Consistent with this growth strategy, we began to transform our company in late 2000 through a series of strategic transactions and capital improvement programs. In December 2000, we acquired gaming and entertainment properties in Kansas City and St. Charles, Missouri for \$488.9 million. Separately, in January 2001 we sold The Reserve Hotel and Casino located in suburban Las Vegas for \$71.8 million. Recent capital improvement programs include major renovation and enhancement projects at our Council Bluffs and Vicksburg properties completed during the first and second quarters of 2001, respectively, and the consolidation of contiguous but separate casinos into a single casino at our Kansas City property completed in August 2001. Ongoing capital improvement programs include the construction of a new casino and entertainment complex at our St. Charles property and the construction of a parking garage and the reconfiguration of the casino floor at our Kansas City property.

The implementation of our strategy has contributed substantially to our recent growth. For the nine months ended September 30, 2001, our revenues and EBITDA (as defined below) were \$466.7 million and \$116.5 million, respectively, representing increases of approximately 89% and 150%, respectively, over the same period in 2000.

We expect further growth from the completion of our ongoing capital improvement projects, the most significant of which is the new complex at St. Charles. This project will significantly expand the size and scope of our operations in the growing St. Louis market, which experienced an 11% increase in gaming revenues during the first nine months of 2001 compared to the first nine months of 2000. The former owner of our St. Charles property invested approximately \$169 million in a new casino and entertainment complex before suspending construction in 1997. We have partially redesigned the project, and in May 2001 we commenced a \$160 million capital spending plan on the construction of the new casino and entertainment complex. Upon its expected completion in mid-2002, we believe Ameristar St. Charles will be the premier gaming facility in the St. Louis area and will be well-positioned to take advantage of growth in this market.

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Except as otherwise indicated, the following table presents summary data concerning each of our properties as of November 9, 2001.

LOCATION	FACILITY TYPE	YEAR OPENED	CASINO SQUARE FOOTAGE	SLOT MACHINES	TABLE GAMES	HOTEL ROOMS	PA SP
Kansas City, Missouri.....	Dockside	1997	115,000	2,940	105	184	4
St. Charles, Missouri.....	Dockside	1994	45,000	1,865	39	--	4
Council Bluffs, Iowa.....	Riverboat	1996	38,500	1,510	46	444 (1)	3
Vicksburg, Mississippi.....	Dockside	1994	42,000	1,248	41	150	1
Jackpot, Nevada(2).....	Land-based	1956	28,500	1,019	30	420	1
			-----	-----	---	-----	---
Total.....			269,000	8,582	261	1,198	14
			=====	=====	===	=====	==

-
- (1) Includes 284 rooms owned and operated by affiliates of Kinseth Hospitality Corporation located on land owned by us and leased to affiliates of Kinseth.
 - (2) Includes the operations of Cactus Petes Resort Casino and The Horseshu Hotel & Casino.
 - (3) Represents total property-level EBITDA before corporate overhead of \$15.6 million. The results of operations for the nine months ended September 30, 2001 are not necessarily indicative of results for the full year.

Our properties include:

AMERISTAR KANSAS CITY. Ameristar Kansas City is a fully integrated gaming, dining, lodging and entertainment complex located seven miles from downtown Kansas City, adjacent to Interstate 435. In 2000, Ameristar Kansas City was named the top tourist attraction in Missouri by Ingram's magazine. Due to recent favorable regulatory changes in Missouri, in August 2001 we consolidated two contiguous but separate casinos into a single casino at minimal cost with the objectives of increasing revenues, improving operating efficiencies and generating higher customer satisfaction. In connection with the consolidation, we are reconfiguring the casino floor, which we expect to complete in December 2001. We also have commenced construction on a 2,660-space parking garage which we expect to complete in July 2002 at a cost of approximately \$20 million.

AMERISTAR ST. CHARLES. Ameristar St. Charles is located on the Missouri River in the St. Louis metropolitan area, adjacent to Interstate 70. The new complex, currently under construction, will include an approximately 115,000 square-foot casino with 3,000 slot machines and 104 table games, at least three restaurants, including a 510-seat buffet, a gift shop and an arcade. We believe our new casino and entertainment complex at Ameristar St. Charles will be the premier property in the St. Louis area and will be well-positioned to benefit from growth in this market.

AMERISTAR COUNCIL BLUFFS. Ameristar Council Bluffs is located in Iowa across the Missouri River from Omaha, Nebraska, adjacent to Interstate 29.

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Ameristar Council Bluffs is the only riverboat casino property in the United States with a Four Diamond rating from the AAA. In the first quarter of 2001, we completed an approximately \$7 million renovation and enhancement project at the property, including renovating two casino floors, installing new generation slot machines and remodeling and adding other amenities.

AMERISTAR VICKSBURG. Ameristar Vicksburg is located in Vicksburg, Mississippi, one quarter mile north of Interstate 20, primarily serving the Jackson, Mississippi market. In July 2001 we completed an approximately \$10 million capital improvement project at the property, including renovating and expanding the casino, installing new generation slot machines and renovating the property's entertainment venue.

JACKPOT PROPERTIES. Our Jackpot properties, Cactus Petes Resort Casino and The Horseshu Hotel & Casino, are both located in Jackpot, Nevada at the Idaho border. The Jackpot properties have been operating since 1956 and serve customers from Idaho, Oregon, Washington, Montana, northern California and southwestern Canada. Cactus Petes and Horseshu have Four Diamond and Three Diamond ratings, respectively, from the AAA, and Cactus Petes has been named "Best Hotel/ Resort" in rural Nevada for the last two years by Nevada Magazine.

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OUR STRATEGY AND COMPETITIVE STRENGTHS

Our strategy is to pursue the growth and development of our existing properties and to selectively acquire or develop new properties in attractive, local gaming markets. In implementing our strategy, we emphasize a total entertainment experience through high-quality gaming, dining, lodging and other non-gaming amenities to complement and enhance our gaming operations. We seek to promote customer retention through targeted marketing and value-added loyalty programs and by delivering superior customer service. We use players clubs at each property to identify and retain preferred players and utilize a number of promotions designed primarily to increase the frequency of customer visits.

We believe the following strengths will enable us in the execution of our strategy:

- High Quality Properties. We believe the quality of our casino properties is demonstrated by such factors as size, design, ambiance and the breadth and superior nature of amenities offered. Several of our properties have won awards and been featured by recognized travel organizations and publications. We are committed to maintaining market leading properties by upholding the quality of our properties through capital spending programs designed to add amenities, continually update our gaming machines, expand capacity and upgrade our entertainment offerings.
- Well-Located Properties in Protected Markets. All of our properties are easily accessible from well-traveled roadways and are strategically located in gaming markets with significant barriers to entry, such as development restrictions and/or the unavailability of new licenses.
- Strong Presence in Attractive Gaming Markets. Our properties enjoy leading market positions. Our four Midwestern properties serve markets with populations ranging from 1.5 million to 3.7 million within a 100-mile radius. Furthermore, the markets in which our Midwestern properties are located have historically generated strong year-over-year growth in gaming revenues. For the three year reporting periods ended September 2001, aggregate gaming revenues for these markets grew at a

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compounded annual growth rate of 8.1%.

- Well-Positioned to Expand into New Jurisdictions. As an experienced multi-jurisdictional gaming operator, we believe we are well-positioned to enter into and successfully compete in new markets that may be created by the expansion of legalized gaming. We have demonstrated our ability to enter into new jurisdictions as we have been granted new licenses by three gaming commissions over the last eight years.
- Experienced Management Team with Proven Track Record. Our executive and property level management teams are experienced industry veterans. Our executive management has an average tenure in the gaming industry of more than 20 years. Our management team has developed a track record of success in the operation, acquisition and development of hotels and casinos, as demonstrated over the last eight years by its development of three casino properties, acquisition and integration of two casino properties and completion of numerous expansion projects.

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THE OFFERING

Common stock offered by Ameristar.....	4,000,000 shares
Common stock offered by the selling stockholder.....	2,000,000 shares
Total common stock offered....	6,000,000 shares
Common stock to be outstanding after this offering.....	24,899,146 shares
Use of proceeds.....	We intend to use the proceeds from this offering to repay debt under our senior credit facilities. We will not receive any proceeds from the sale of the shares by the selling stockholder. See "Use of Proceeds."
Nasdaq National Market symbol.....	"ASCA"
Risk factors.....	See "Risk Factors" beginning on page 8 and other information included in this prospectus for a discussion of factors you should carefully consider before deciding to invest in shares of our common stock.

The table set forth above is based on 20,899,146 shares of our common stock outstanding as of November 9, 2001. This table excludes options to purchase 2,704,291 shares of our common stock held by participants in our 1999 Stock Incentive Plan and prior stock option plans as of November 9, 2001. Of this amount, 363,588 options were vested and exercisable as of November 9, 2001.

CORPORATE INFORMATION

We were incorporated in Nevada on August 30, 1993. Our executive offices are located at 3773 Howard Hughes Parkway, Suite 490 South, Las Vegas, Nevada 89109. Our telephone number is (702) 567-7000. Our website address is www.ameristarcasinos.com. Information contained in our web site does not constitute part of this prospectus.

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Ameristar Casinos(R), the Ameristar Casino and Ameristar Casino Hotel logos and Cactus Petes(R) are our registered trademarks and servicemarks. This prospectus also includes other trademarks of Ameristar and other companies.

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SUMMARY HISTORICAL AND PRO FORMA FINANCIAL DATA

We have derived the following summary historical financial data for the three year period ended December 31, 2000 from our audited consolidated financial statements. We have derived the summary historical financial data for the nine months ended September 30, 2000 and 2001 from our unaudited condensed consolidated financial statements, which include all adjustments, consisting of normal recurring adjustments, which are, in our opinion, necessary for a fair presentation of our results of operations for such periods. The results of operations for the nine months ended September 30, 2000 and 2001 are not necessarily indicative of the results for the full year. The summary historical and financial data below should be read in conjunction with "Selected Financial and Other Data," "Management's Discussion and Analysis of Financial Condition and Results of Operations" and the historical financial statements included in this prospectus.

The pro forma financial data for the year ended December 31, 2000 and the nine months ended September 30, 2001 give effect to (1) the acquisition of our Missouri properties on December 20, 2000 and the related financing transactions and (2) the sale of The Reserve Hotel and Casino on January 29, 2001, assuming these transactions occurred on January 1, 2000. We derived this information from our historical financial statements as well as the historical financial statements of Station Casinos, Inc. Missouri Operations. You should read this summary unaudited pro forma financial and other data in conjunction with "Unaudited Pro Forma Condensed Financial Statements," which includes the detailed adjustments and assumptions used to prepare this summary information, as well as the historical financial statements included in this prospectus.

While this pro forma information is based on adjustments we deem appropriate and which are factually supported based on currently available data, the pro forma information may not be indicative of what actual results would have been, nor does this information purport to present our financial results for future periods. As used in this prospectus, the terms "EBITDA" and "pro forma EBITDA" have the meanings set forth below in footnotes 2 and 3, respectively.

	ACTUAL RESULTS FOR THE YEARS ENDED DECEMBER 31,			ACTUAL RESULTS FOR THE NINE MONTHS ENDED SEPTEMBER 30,		PRO F RESULTS YEAR E DECEMBE
	1998	1999	2000	2000	2001	200
	(IN THOUSANDS, EXCEPT PER SHARE AMOUNTS)					
STATEMENT OF OPERATIONS DATA:						
Net revenues.....	\$259,331	\$293,315	\$334,135	\$246,343	\$466,689	\$582,
Impairment loss(1).....	--	--	57,153	57,153	--	
Income (loss) from operations.....	3,338	25,545	(22,631)	(3		