

YOUBET COM INC  
Form 425  
November 12, 2009

**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): November 11, 2009

**CHURCHILL DOWNS INCORPORATED**

(Exact Name of Registrant as Specified in Its Charter)

**Kentucky**  
(State or Other Jurisdiction

of Incorporation)

**001-33998**  
(Commission

File Number)

**700 Central Avenue, Louisville, Kentucky 40208**

**61-0156015**  
(IRS Employer

Identification No.)

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(Address of Principal Executive Offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (502) 636-4400**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

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))

**Item 8.01. Other Events**

On November 11, 2009, Churchill Downs Incorporated (the Company ) issued a joint press release with Youbet.com, Inc. ( Youbet ) announcing the execution of an Agreement and Plan of Merger, dated as of November 11, 2009, by and among the Company, Tomahawk Merger LLC, a wholly-owned subsidiary of the Company, Tomahawk Merger Corp., a wholly-owned subsidiary of the Company, and Youbet. A copy of the joint press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

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

*(d) Exhibits*

99.1 Joint press release, dated November 11, 2009, of Churchill Downs Incorporated and Youbet.com, Inc.

**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.

**CHURCHILL DOWNS INCORPORATED**

November 11, 2009

By: */s/* WILLIAM E. MUDD  
Name: **William E. Mudd**  
Title: **Executive Vice President and Chief Financial Officer**

**EXHIBIT INDEX**

99.1 Joint press release, dated November 11, 2009, of Churchill Downs Incorporated and Yobet.com, Inc.