

BOYD GAMING CORP  
Form 8-K  
May 25, 2010

**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): May 20, 2010

**Boyd Gaming Corporation**

(Exact Name of Registrant as Specified in its Charter)

Nevada  
(State of Other Jurisdiction)

001-12882  
(Commission)

88-0242733  
(I.R.S. Employer)

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(State of Incorporation)

(File Number)

(Identification Number)

**3883 Howard Hughes Parkway, Ninth Floor**

**Las Vegas, Nevada 89169**

(Address of Principal Executive Offices, Including Zip Code)

**(702) 792-7200**

(Registrant's Telephone Number, Including Area Code)

(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:

- 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 5.07. Submission of Matters to a Vote of Security Holders.**

At the 2010 Annual Meeting of Stockholders (the Annual Meeting ) of Boyd Gaming Corporation (the Company ), held on May 20, 2010, the following proposals were voted on by the Company s stockholders, as set forth below:

*Proposal 1. Election of Directors.*

| Name of Nominee       | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| Robert L. Boughner    | 66,135,308 | 3,581,111      | 10,684,503       |
| William R. Boyd       | 68,662,402 | 1,054,017      | 10,684,503       |
| William S. Boyd       | 68,789,537 | 926,882        | 10,684,503       |
| Thomas V. Girardi     | 68,989,987 | 726,432        | 10,684,503       |
| Marianne Boyd Johnson | 68,659,585 | 1,056,834      | 10,684,503       |
| Billy G. McCoy        | 68,946,974 | 769,445        | 10,684,503       |
| Frederick J. Schwab   | 69,071,580 | 644,839        | 10,684,503       |
| Keith E. Smith        | 69,078,469 | 637,950        | 10,684,503       |
| Christine J. Spadafor | 68,988,459 | 727,960        | 10,684,503       |
| Peter M. Thomas       | 69,077,148 | 639,271        | 10,684,503       |
| Veronica J. Wilson    | 69,074,552 | 641,867        | 10,684,503       |

*Proposal 2. Ratification of the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2010.*

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 79,800,870 | 372,759       | 227,293 | 0                |

The Company s stockholders elected each of the director nominees and ratified the appointment of Deloitte & Touche LLP as the Company s independent registered public accounting firm for the fiscal year ending December 31, 2010.

**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.

Date: May 25, 2010

**Boyd Gaming Corporation**

/s/ JOSH HIRSBERG

**Josh Hirsberg**

**Senior Vice President, Chief Financial Officer and Treasurer**