



# FORM 8-K

**Seneca Gaming Corp – N/A**

**Filed: May 24, 2005 (period: May 23, 2005)**

Report of unscheduled material events or corporate changes. e.g acquisition bankruptcy  
resignation

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# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 23, 2005 (May 23, 2005)

### SENECA GAMING CORPORATION

(Exact Name of Registrant as Specified in Charter)

**Not Applicable**  
(State or Other Jurisdiction of  
Incorporation)

**333-117633**  
(Commission File Number)

**54-2122988**  
(IRS Employer Identification  
No.)

**310 Fourth Street**  
**Niagara Falls, NY (Seneca Nation Territory)**  
(Address of Principal  
Executive Offices)

**14303**  
(Zip Code)

Registrant's telephone number, including area code: **(716) 299-1100**

**Not Applicable**  
(Former name or 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))
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**Item 8.01 Other Events.**

On May 23, 2005, Seneca Gaming Corporation (SGC) announced that it completed an offering of an aggregate principal amount of \$200 million of additional 7¼% senior notes due 2012, Series B, pursuant to an exemption from registration under the Securities Act of 1933. The issuance will be treated as a single class with the existing aggregate principal amount of \$300 million of 7¼% senior notes due 2012 that were issued in May 2004. The new senior notes have substantially identical terms to the previously issued senior notes, except for certain tax attributes and prior to November 1, 2005 the amount of interest accrued thereon.

The net proceeds of the offering were used to pay the amount owed by Seneca Niagara Falls Gaming Corporation (SNFGC) to Freemantle Limited (Freemantle) pursuant to a termination agreement entered into by the parties on May 9, 2005 to terminate the \$80 million loan that Freemantle provided in November 2002 for the construction and development of Seneca Niagara Casino. The balance of the net proceeds will be used to fund certain costs associated with the expansion of SGC's operations, and for general corporate purposes.

The press release SGC issued announcing such completed offering is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

The following exhibit is furnished as a part of this Current Report on Form 8-K:

(a) Exhibits

99.1 Press Release issued by Seneca Gaming Corporation, dated May 23, 2005.

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.

SENECA GAMING CORPORATION  
(Registrant)

Date: May 23, 2005

/s/ Barry W. Brandon  
Name: Barry W. Brandon  
Title: Senior Vice President and General  
Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1*	Press Release issued by Seneca Gaming Corporation, dated May 23, 2005.

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\*Filed herewith

FOR IMMEDIATE RELEASE

**Seneca Gaming Corporation  
Completes Senior Notes Offering**

**NIAGARA FALLS, NY**– Seneca Gaming Corporation (SGC) today announced that it has completed an offering of an aggregate principal amount of \$200 million of additional 7¼% senior notes due 2012 pursuant to an exemption from registration under the Securities Act of 1933. The issuance will be treated as a single class with the existing aggregate principal amount of \$300 million of 7¼% senior notes due 2012 that were issued in May 2004. The new senior notes have substantially identical terms to, and form a single series with, the previously issued senior notes, except for certain tax attributes and prior to November 1, 2005 the amount of interest accrued thereon.

The net proceeds of the offering were used to pay the amount owed by Seneca Niagara Falls Gaming Corporation (SNFGC) to Freemantle Limited (Freemantle) pursuant to a termination agreement entered into by the parties on May 9, 2005 to terminate the \$80 million loan that Freemantle provided in November 2002 for the construction and development of Seneca Niagara Casino. The balance of the net proceeds will be used to fund certain costs associated with the expansion of SGC's operations, and for general corporate purposes.

Barry E. Snyder Sr., President of the Seneca Nation of Indians (Nation) and Chairman of SGC stated: "We are extremely pleased to have replaced a higher interest rate loan with a loan at an interest rate that reflects our profitable Class III gaming operations and allows us to continue to develop the premier Class III gaming operation in Western New York."

SGC is a wholly owned, tribally chartered corporation of the Nation that operates all of the Nation's Class III gaming operations in Western New York. SGC, through its wholly owned subsidiaries, SNGFC and Seneca Territory Gaming Corporation (STGC), operates two casinos in Niagara Falls, New York (Seneca Niagara Casino) and Salamanca, New York (Seneca Allegany Casino), respectively.

Contact: Joseph A. D'Amato, Senior Vice President Finance and Administration for additional information at 716-299-1073.

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