
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):

June 27, 2018

NEVADA GOLD & CASINOS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

1-15517
(Commission File Number)

88-0142032
(I.R.S. Employer
Identification No.)

133 E. Warm Springs Road
Suite 102
Las Vegas, Nevada
(Address of principal executive offices)

89119
(Zip Code)

(702) 685-1000
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 1.01. Entry Into Material Definitive Agreement

Nevada Gold & Casinos, Inc. (the “Company”) announced today that it has entered into a definitive agreement to sell its Club Fortune Casino in Henderson, Nevada to Truckee Gaming, LLC for \$14.6 million, subject to certain adjustments, including a working capital adjustment. The sale price is equal to approximately 8.5X EBITDA for Club Fortune for the trailing twelve months ended April 30, 2018.

The transaction, which received lender consent, is subject to customary closing conditions, including approvals of the Nevada Gaming Control Board and Commission, and is expected to close in late 2018.

Following the consummation of the Club Fortune sale, Nevada Gold intends to close its Las Vegas corporate office and move its corporate headquarters to its Washington Gold office in the Seattle, Washington area. The Company expects to reduce its corporate overhead by approximately \$1.2 million as a result.

The Board of Directors will continue to review strategic options, including the review of alternatives for the use of the cash proceeds from the sale of Club Fortune, which could involve, among other things, repayment of debt, the return of some or all of the cash to shareholders through a special dividend and/or self-tender offer.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits. The following exhibits are furnished as part of this current Report on Form 8-K:

[99.1 Press Release dated June 27, 2018](#)

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 who is duly authorized.

NEVADA GOLD & CASINOS, INC.

Date: June 27, 2018

By: /s/ Michael P. Shaunnessy
Michael P. Shaunnessy
President & Chief Executive Officer

INDEX TO EXHIBITS

Item	Exhibit
99.1	Press Release dated June 27, 2018



Nevada Gold & Casinos Announces Sale of Club Fortune

LAS VEGAS, June 27, 2018 -- Nevada Gold & Casinos, Inc. (NYSE MKT: UWN) (the "Company") announced today the signing of a definitive purchase agreement to sell its Club Fortune Casino in Henderson, Nevada to Truckee Gaming, LLC for \$14.6 million, subject to certain adjustments, including a working capital adjustment. The sale price is equal to approximately 8.5X EBITDA for Club Fortune for the trailing twelve months ended April 30, 2018.

The transaction, which received lender consent, is subject to customary closing conditions, including approvals of the Nevada Gaming Control Board and Commission, and is expected to close in late 2018.

Following the consummation of the Club Fortune sale, Nevada Gold intends to close its Las Vegas corporate office and move its corporate headquarters to its Washington Gold office in the Seattle, Washington area. The Company expects to reduce its corporate overhead by approximately \$1.2 million as a result.

William Sherlock, Chairman of Nevada Gold, stated: "This transaction is a part of our continuing program to maximize value for shareholders. We continue to review strategic options, including the review of alternatives for the use of the cash proceeds from the sale of Club Fortune, which could involve, among other things, repayment of debt, the return of some or all of the cash to shareholders through a special dividend and/or self-tender offer."

The Company cautions that there can be no assurance as to if and when the closing conditions to the sale of Club Fortune will be satisfied or if the Company's ongoing strategic review process will result in any other transaction or strategic alternative, or any assurance as to its outcome or timing. The Company has not set a timetable for completion of its review process and does not intend to disclose developments related to the process unless and until the Board approves a transaction or specific action, or otherwise determines that further disclosure is appropriate or required.

Forward-Looking Statements

This release contains forward-looking statements, which are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified by the use of terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "plan," "foresee," "believe" or "continue" and similar expressions, or as other statements that do not relate solely to historical facts. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict or quantify. Management believes these statements to be reasonable when made. However, actual outcomes and results may differ materially from what is expressed or forecasted in these forward-looking statements. As a result, these statements speak only as of the date hereof. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. In view of such uncertainties, investors should not place undue reliance on our forward-looking statements. Such forward-looking statements involve known and unknown risks, including, but not limited to, those identified in the Company's filings with the Securities and Exchange Commission, to which we refer you.

About Nevada Gold & Casinos

Nevada Gold & Casinos, Inc. (NYSE MKT: UWN) of Las Vegas, Nevada is a developer, owner, and operator of 9 gaming operations in Washington (wagoldcasinos.com), and a local casino in Henderson, Nevada (clubfortunecasino.com).

About Truckee Gaming, LLC

Truckee Gaming, LLC is a gaming company based in Reno, NV. It owns and operates locals-oriented casinos throughout Northern Nevada under the Gold Ranch and Pioneer Crossing brands.

Contacts:

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