

BOYD GAMING CORP  
 Form FWP  
 January 25, 2006

Filed Pursuant to Rule 433

Registration No. 333-130404

January 25, 2006

**Boyd Gaming Corporation**

**\$250,000,000 7.125% Senior Subordinated Notes due 2016**

Final Terms and Details of the Issue

<b>Issuer:</b>	Boyd Gaming Corporation, a Nevada corporation (BYD)										
<b>Principal Amount:</b>	\$250,000,000										
<b>Title of Securities:</b>	7.125% Senior Subordinated Notes due 2016										
<b>Final Maturity Date:</b>	February 1, 2016										
<b>Public Offering Price:</b>	99.500%, plus accrued interest, if any										
<b>Gross Proceeds:</b>	\$248,750,000										
<b>Underwriting Commissions:</b>	1.000% (\$2,500,000)										
<b>Net Proceeds to Issuer before expenses:</b>											
	98.500% (\$246,250,000), plus accrued interest, if any										
<b>Coupon:</b>	7.125%										
<b>Yield:</b>	7.196%										
<b>Interest Payment Dates:</b>	February 1 and August 1										
<b>Record Dates:</b>	January 15 and July 15										
<b>First Interest Payment Date:</b>	August 1, 2006										
<b>Equity Clawback:</b>	At any time prior to February 1, 2009 at a redemption price of 107.125%										
<b>Optional Redemption:</b>	Commencing on or after February 1, 2011, at the redemption prices (expressed as percentages of principal amount) set forth below plus accrued and unpaid interest:										
	<table> <thead> <tr> <th style="text-align: left;"><u>Year</u></th> <th style="text-align: left;"><u>Price</u></th> </tr> </thead> <tbody> <tr> <td>2011</td> <td>103.563%</td> </tr> <tr> <td>2012</td> <td>102.375%</td> </tr> <tr> <td>2013</td> <td>101.188%</td> </tr> <tr> <td>2014 and thereafter</td> <td>100.000%</td> </tr> </tbody> </table>	<u>Year</u>	<u>Price</u>	2011	103.563%	2012	102.375%	2013	101.188%	2014 and thereafter	100.000%
<u>Year</u>	<u>Price</u>										
2011	103.563%										
2012	102.375%										
2013	101.188%										
2014 and thereafter	100.000%										
<b>Make-Whole Redemption:</b>	At any time prior to February 1, 2011										
<b>Trade Date:</b>	January 25, 2006										
<b>Settlement Date:</b>	January 30, 2006										
<b>Form of Offering:</b>	SEC Registered (Registration Statement No. 333-130404)										

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**Book Runners:**

Banc of America Securities LLC and Deutsche Bank Securities

**Co-Lead Managers:** Lehman Brothers, Wachovia Securities, Bear, Stearns & Co. Inc., CIBC World Markets  
**Co-Managers:** Calyon Securities (USA), Commerzbank Corporates & Markets, JPMorgan and Wells Fargo Securities

<b>Allocation:</b>	<b>Aggregate Principal Amount of</b>
	<b>Notes to be Purchased</b>
Banc of America Securities LLC	\$77,500,000
Deutsche Bank Securities Inc.	77,500,000
Lehman Brothers Inc.	25,000,000
Wachovia Capital Markets, LLC	25,000,000
Bear, Stearns & Co. Inc.	12,500,000
CIBC World Markets Corp.	12,500,000
Calyon Securities (USA) Inc.	5,000,000
Commerzbank Capital Markets Corp.	5,000,000
J.P. Morgan Securities Inc.	5,000,000
Wells Fargo Securities, LLC	5,000,000
	\$250,000,000

**CUSIP:** 09689R AA 7  
**ISIN:** US09689RAA77  
**Listing:** None

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents that the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request by calling toll-free 1-800-294-1322 or you may e-mail a request to [dg.prospectus\\_distribution@bofasecurities.com](mailto:dg.prospectus_distribution@bofasecurities.com).