BOYD GAMING CORP
Form DEF 14A
March 13, 2018
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SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material pursuant to § 240.14a-12.

BOYD GAMING CORPORATION

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials.

Check box, if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

1) Amount Previously Paid:

2) Form, Schedule or Registration Statement No.:

3) Filing Party:

4) Date Filed:

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Notice of Annual Meeting of Stockholders

To be held on April 12, 2018

To the Stockholders of Boyd Gaming Corporation:

You are invited to attend our 2018 Annual Meeting of Stockholders (Annual Meeting), which will be held at the Aliante Casino+Hotel+Spa, 7300 Aliante Parkway, North Las Vegas, Nevada 89084 on April 12, 2018 at 11:00 a.m., local time, for the following purposes:

1. To elect eleven members to our board of directors to serve until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified.

2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

3. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

The foregoing items of business, including the nominees for directors, are more fully described in the proxy statement which is attached to and made part of this notice.

Our board of directors has fixed the close of business on March 2, 2018 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting and any adjournments or postponements thereof.

All stockholders are cordially invited to attend the Annual Meeting in person. Whether or not you expect to attend the Annual Meeting in person, we urge you to vote as promptly as possible by following the instructions included in this proxy statement in order to ensure your representation and the presence of a quorum at the Annual Meeting. If you send in your proxy card or vote by telephone or the Internet, you may still decide to attend the Annual Meeting and vote your shares in person. Your proxy is revocable in accordance with the procedures set forth in this proxy statement.

By Order of the Board of Directors

William S. Boyd
Executive Chairman of the Board of Directors

Las Vegas, Nevada

March 13, 2018

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BOYD GAMING CORPORATION

3883 Howard Hughes Parkway, Ninth Floor

Las Vegas, Nevada 89169

PROXY STATEMENT

INTRODUCTION

Our board of directors is soliciting proxies for our 2018 Annual Meeting of Stockholders. This proxy statement contains important information for you to consider when deciding how to vote on the matters brought before the Annual Meeting. Please read it carefully.

In this proxy statement:

we, us and the Company mean Boyd Gaming Corporation, a Nevada corporation, unless otherwise indicated; and

Annual Meeting means our 2018 Annual Meeting of Stockholders to be held on April 12, 2018 at 11:00 a.m., local time, at the Aliante Casino+Hotel+Spa, 7300 Aliante Parkway, North Las Vegas, Nevada 89084 and any adjournment or postponement thereof.

A copy of our 2017 Annual Report to Stockholders, this proxy statement and accompanying proxy card are being mailed to our stockholders beginning on or about March 13, 2018. Our executive offices are located at 3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169.

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QUESTIONS AND ANSWERS

What is the purpose of the Annual Meeting?

You are invited to attend the Annual Meeting to consider and vote on the following proposals:

1. To elect eleven members to our board of directors to serve until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified.

2. To ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

3. To transact such other business as may properly come before the Annual Meeting and any adjournments or postponements thereof.

Who is entitled to vote at the Annual Meeting?

The close of business on March 2, 2018 has been fixed as the record date (record date) for determining the holders of shares of our common stock entitled to notice of and to vote at the Annual Meeting. Only stockholders of record at the close of business on that date are entitled to attend and vote at the Annual Meeting. The only class of stock that is currently outstanding and that can be voted at the Annual Meeting is our common stock. Each outstanding share of common stock is entitled to one vote on each matter that comes before the Annual Meeting.

At the close of business on the record date, there were 112,651,948 shares of our common stock outstanding. Those shares represented by properly submitted proxies that are not duly revoked will be voted at the Annual Meeting.

How do I vote?

You may vote by ballot in person at the Annual Meeting. Alternatively, if your shares are registered directly in your name, you may submit a proxy and vote by using any of the following methods:

By Internet You may use the Internet to vote at any time until noon (Central Daylight Time) on April 11, 2018 by going to www.proxypush.com/byd. When voting by Internet, please have the control number from the box in the upper right corner of your printed proxy card and the last four digits of your Social Security Number or Tax Identification Number available, and follow the simple instructions contained on the website to obtain your records and create an electronic ballot.

By Telephone You may use any touch-tone telephone to vote at any time until noon (Central Daylight Time) on April 11, 2018 by calling 1-866-883-3382. When voting by telephone, please have the control number from the box in the upper right corner of your printed proxy card and the last four digits of your Social Security Number or Tax Identification Number available, and follow the simple voice-guided instructions.

By Mail You may vote by completing, signing and dating the proxy card and returning it in the provided postage-paid envelope. Please mail your completed proxy card to Boyd Gaming Corporation, c/o Shareowner Services SM, P.O. Box 64873, St. Paul, MN 55164-0873.

To determine how you may revoke or change your vote submitted by the telephone, Internet and mail methods described above, please refer to the section entitled ***Can I change my vote after I submit my proxy?***

If your shares are not registered directly in your name (*e.g.*, you hold your shares in a stock brokerage account or through a bank or other holder of record), you may vote by following the instructions provided by the record holder (*i.e.*, your broker, bank or other holder of record) regarding how to vote your proxy.

How does the board of directors recommend I vote on the proposals?

The board of directors unanimously recommends that you vote:

Proposal 1	**FOR** the election of each of the eleven nominees to our board of directors.
Proposal 2	**FOR** the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018.

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Who will vote my shares if I specify how my shares are to be voted?

William S. Boyd and William R. Boyd are both directors and officers of the Company and were named by our board of directors as proxy holders. They will vote all proxies, or record an abstention or withholding, in accordance with the directions on the proxy card. For a discussion regarding how the proxy holders will vote proxies if no direction is given, please refer to the section entitled ***What if I do not specify how my shares are to be voted?***

What if I do not specify how my shares are to be voted?

If you are a stockholder of record and you execute and return your proxy card but you do not provide instruction with respect to any or all proposals to be acted upon at the Annual Meeting, your proxy will be voted FOR the election of each of the director nominees named in this proxy statement; FOR Proposal 2; and as the proxy holders deem advisable on other matters that may properly come before the Annual Meeting.

If you are a beneficial owner of our common stock and you do not provide instructions to your broker on how to vote your shares, your broker may vote your shares in its discretion only on Proposal 2; your broker may not vote your shares with respect to Proposal 1. For a discussion regarding the difference between stockholders of record and beneficial owners, please refer to the section entitled ***What is the difference between holding shares as a stockholder of record and as a beneficial owner?***

Currently, no matter is expected to be considered at the Annual Meeting other than the proposals set forth in the accompanying Notice of Annual Meeting of Stockholders (Notice of Annual Meeting). However, if any other matters are properly brought before the Annual Meeting for action, it is intended that the shares of our common stock represented by proxies will be voted by the persons named as proxy holders on the proxy card in accordance with their discretion on such matters.

Why did I receive a full set of the proxy materials instead of a Notice of Internet Availability of Proxy Materials?

This year, for our 2018 Annual Meeting, all stockholders are being delivered traditional paper copies of our proxy materials. In the past, we have, from time to time, utilized SEC rules that allow companies to furnish their proxy materials over the Internet, and accordingly, have sent to our stockholders a Notice of Internet Availability regarding Internet availability of proxy materials for those years annual meetings. In the future, we may again take advantage of the SEC rules, and in such years, will send to our stockholders a Notice of Internet Availability for those years annual meetings.

How can I receive a full set of the proxy materials by e-mail?

Stockholders may request to receive proxy materials electronically by e-mail by submitting a request to us at www.boydgaming.com/proxymaterials; by mail to **Boyd Gaming Corporation, 3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169, Attn: David Strow, Vice President Corporate Communications;** via toll-free telephone: **800-695-2455, Attn: David Strow, Vice President Corporate Communications**; or via e-mail: davidstrow@boydgaming.com.

Do I need an admission ticket to attend the Annual Meeting?

No. However, all stockholders will need to present a valid government-issued photo identification (*e.g.*, a driver s license or passport) at the door to be admitted to the Annual Meeting. If you hold your shares in a stock brokerage account or in the name of a bank or other holder of record and you plan to attend the Annual Meeting, you will also

need to obtain and present a copy of your brokerage account statement (which you can obtain from your broker) reflecting your ownership of our common stock as of the close of business on March 2, 2018, the record date for the Annual Meeting.

No cameras, recording equipment or other electronic devices will be permitted at the Annual Meeting.

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What is the difference between holding shares as a stockholder of record and as a beneficial owner?

If your shares are registered directly in your name with our transfer agent, EQ Shareowner Services (formerly known as Wells Fargo Shareowner Services), you are considered, with respect to those shares, the stockholder of record. In such case, the Notice of Annual Meeting, this proxy statement and our 2017 Annual Report to Stockholders have been sent directly to you.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in street name. In such case, the Notice of Annual Meeting, this proxy statement and our 2017 Annual Report to Stockholders should have been forwarded (or otherwise made available) to you by your broker, bank or other holder of record who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares by following their instructions for voting.

Can I change my vote after I submit my proxy?

Yes. You may revoke your proxy at any time before it is voted at the Annual Meeting by:

- properly submitting a subsequent proxy in one of the manners authorized and described in this proxy statement (such as via the Internet, by telephone or by mail pursuant to the voting procedures described above under the section entitled ***How do I vote?***); or
- giving written notice of revocation to our Corporate Secretary prior to or at the Annual Meeting; or
- attending the Annual Meeting and voting in person.

Your attendance at the Annual Meeting will not have the effect of revoking your properly submitted proxy unless you follow one of the revocation procedures referenced above. Any written notice revoking a proxy should be sent to our Corporate Secretary (Attention: Brian A. Larson, Executive Vice President, Secretary and General Counsel) at 3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169 and must be received before voting is closed at the Annual Meeting.

If you are a beneficial owner of our common stock, follow the instructions provided by the record holder (*e.g.*, your bank or broker) regarding how to change or revoke your proxy.

What are broker non-votes ?

Broker non-votes are shares as to which a broker or nominee does not vote, or has indicated that it does not have discretionary authority to vote. Under the rules of the New York Stock Exchange (NYSE), certain matters submitted to a vote of stockholders are considered by the NYSE to be routine items upon which brokerage firms may vote in their discretion on behalf of their customers if such customers have not furnished voting instructions within a specified period of time prior to the Annual Meeting. For those matters which the NYSE determines to be non-routine, brokerage firms that have not received instructions from their customers do not have discretion to vote. Consistent with applicable NYSE rules, with respect to the proposals set forth in this proxy statement, only Proposal 2 is considered a routine matter. Proposal 1 is considered a non-routine matter, and therefore broker non-votes may exist

in connection with Proposal 1. Neither our Amended and Restated Articles of Incorporation, our Amended and Restated Bylaws, nor Nevada corporate statutes specifically address the treatment of broker non-votes and abstentions.

What is a quorum, and how is it determined?

For business to be properly conducted and the vote of stockholders to be valid at the Annual Meeting, a quorum must be present. The presence, in person or by proxy, of the holders of a majority of shares of our common stock issued and outstanding as of the record date is necessary to constitute a quorum at the Annual Meeting. Shares represented at the Annual Meeting in person or by proxy but not voted will nevertheless be counted for purposes of determining the presence of a quorum. Accordingly, abstentions and broker non-votes will be treated as shares that are present and entitled to vote for purposes of determining the presence of a quorum. If we do not have a quorum, we will be forced to reconvene the Annual Meeting at a later date.

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How many votes are required to approve the proposals?

Assuming a quorum is present, the required votes to approve each proposal are as follows:

Proposal 1 a plurality of the votes cast is required for the election of directors. This means that the eleven director nominees receiving the greatest number of FOR votes will be elected to the board of directors. You may vote FOR or WITHHELD with respect to the election of directors. Only votes FOR are counted in determining whether a plurality has been cast in favor of a director. Withheld votes and broker non-votes are not counted for purposes of the election of directors.

Proposal 2 the number of affirmative votes cast in favor of Proposal 2 must exceed the number of votes cast against it for approval of the ratification of Deloitte & Touche LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2018. Broker non-votes and abstentions are not counted for purposes of Proposal 2.

Who will count the votes?

Votes cast by proxy or in person will be tabulated by the Inspector of Elections for the Annual Meeting, EQ Shareowner Services. The Inspector of Elections will also determine whether or not a quorum is present.

Where can I find voting results of the meeting?

We will publish final detailed voting results on a Current Report on Form 8-K that we will file with the SEC within four business days after the Annual Meeting.

Who pays for the cost of this proxy solicitation?

This proxy solicitation by our board of directors will be conducted by mail, and we will bear all attendant costs. These costs will include the expense of preparing and mailing proxy solicitation materials for the Annual Meeting and reimbursements paid to brokerage firms and others for their expenses incurred in forwarding such materials to beneficial owners of our common stock. We may conduct further solicitation personally, telephonically, via the Internet or e-mail, or by facsimile or mail through our officers, directors and employees, none of whom will receive additional compensation for assisting with the solicitation.

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OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our common stock as of the record date for our Annual Meeting, March 2, 2018, by:

- each person who is a director;
- each of our executive officers named in the Summary Compensation Table contained herein;
- all directors and our current executive officers as a group; and
- each person who is known by us to beneficially own more than 5% of our common stock.

Unless otherwise indicated, each individual listed below has sole investment power and sole voting power with respect to the shares of our common stock owned by that person. Percentage ownership is based on an aggregate of 112,651,948 shares of our common stock outstanding on the record date, March 2, 2018. Except as noted below, the mailing address of all persons on the list set forth in the table below is 3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169.

Name	Number of Shares Owned and Nature of Beneficial Ownership(1)	Percent of Class
Directors		
William S. Boyd	19,714,890(2)	17.47%
Marianne Boyd Johnson	7,824,821(3)	6.94%
William R. Boyd	2,234,683(4)	1.98%
Keith E. Smith	1,817,818(5)	1.60%
Robert L. Boughner	231,285(6)	*
Peter M. Thomas	117,153(7)	*
Veronica J. Wilson	113,220(8)	*
Christine J. Spadafor	102,572(9)	*
Richard E. Flaherty	70,326(10)	*
John R. Bailey	36,443(11)	*
Paul W. Whetsell	31,943(12)	*
Other Named Executive Officers		
Josh Hirsberg	427,484(13)	*
Brian A. Larson	188,562(14)	*
Stephen S. Thompson	156,210(15)	*
All directors and executive officers as a group (16 persons)	33,173,628(16)	28.88%

5% or Greater Stockholders

William S. Boyd	19,714,890(2)	17.47%
Marianne Boyd Johnson	7,824,821(3)	6.94%
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	10,265,815(17)	9.11%
The Vanguard Group. 100 Vanguard Blvd. Malvern, PA 19355	7,368,104(18)	6.54%
PAR Capital Management, Inc. One International Place, Suite 2401 Boston, MA 02110	6,824,101(19)	6.06%

* Indicates less than 1% of class.

(1) Includes shares of common stock underlying certain Career Restricted Stock Units and certain Restricted Stock Units held by our outside directors that were fully vested upon grant, but excludes shares underlying Restricted Stock Units and Performance Shares that do not independently vest or become exercisable within 60 days of March 2, 2018. These excluded Restricted Stock Units are reported as beneficially owned by certain of our executive officers in their Section 16 reports pursuant to applicable provisions of Section 16 of the Securities Exchange Act of 1934, as amended, and positions taken by the SEC.

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(2) Includes 19,341,229 shares of our common stock held by the William S. Boyd Gaming Properties Trust (WSBGPT), of which Mr. Boyd is trustee, settlor and beneficiary; and 153,117 shares owned by Mr. Boyd s spouse. Includes 3,000,000 shares of our common stock held by WSBGPT that are pledged or held in a margin account. Also includes 59,406 shares issuable pursuant to options exercisable within 60 days of March 2, 2018; and 161,138 vested Career Restricted Stock Units granted under our Career Share Program, each representing a contingent right to receive one share of our common stock. Mr. Boyd disclaims beneficial ownership of the shares owned by his spouse.

(3) Includes 1,995,778 shares of our common stock held by the Marianne E. Boyd Gaming Properties Trust (MBGPT), of which Ms. Johnson is trustee, settlor and beneficiary; 39,439 shares held by the Aysia Lynn Boyd Education Trust, of which Ms. Johnson is a trustee; 39,439 shares held by the Taylor Joseph Boyd Education Trust, of which Ms. Johnson is a trustee; 38,149 shares held by the William Samuel Boyd Education Trust, of which Ms. Johnson is a trustee; 39,439 shares held by the T Mir Kathleen Boyd Education Trust, of which Ms. Johnson is a trustee; 37,949 shares held by the Josef William Boyd Education Trust, of which Ms. Johnson is a trustee; 24,041 shares held by the Justin Boyd Education Trust, of which Ms. Johnson is a trustee; 91,324 shares held by the Johnson Children s Trust, dated June 24, 1996, Bruno Mark, trustee and 5,182,040 shares held by the BG-00 Limited Partnership, of which MBGPT is the general partner. Includes 2,280,074 shares of our common stock held in the aggregate by MBGPT and the BG-00 Limited Partnership, of which MBGPT is the general partner, that are pledged or held in a margin account. Also includes 106,639 shares issuable pursuant to options exercisable within 60 days of March 2, 2018; and 38,726 vested Career Restricted Stock Units granted under our Career Share Program, each representing a contingent right to receive one share of common stock. Ms. Johnson disclaims beneficial ownership of the shares held by the above referenced Education Trusts, the Johnson Children s Trust and the above referenced Limited Partnership, except to the extent of her pecuniary interests in a trust or other entity that owns such shares.

(4) Includes 2,130,280 shares of our common stock held by the William R. Boyd Gaming Properties Trust, of which Mr. Boyd is trustee, settlor and beneficiary; and 40,038 shares held by the Sean W. Johnson Education Trust, of which Mr. Boyd is trustee. Also includes 25,617 shares of our common stock issuable pursuant to options exercisable within 60 days of March 2, 2018; and 35,034 vested Career Restricted Stock Units granted under our Career Share Program, each representing a contingent right to receive one share of common stock. Mr. Boyd disclaims beneficial ownership of the shares held by the Sean W. Johnson Education Trust.

(5) Includes 325 shares of our common stock owned by Mr. Smith s wife. Also includes 752,847 shares issuable pursuant to options exercisable within 60 days of March 2, 2018; and 174,414 vested Career Restricted Stock Units granted under our Career Share Program, each representing a contingent right to receive one share of common stock.

(6) Includes 104,811 shares of our common stock held by the Robert L. Boughner Investment Trust, of which Mr. Boughner is trustee. Also includes 46,941 shares issuable pursuant to options exercisable within 60 days of March 2, 2018; and 6,782 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of service on the board of directors.

(7) Includes 13,000 shares of our common stock held by the Peter M. and Nancy Thomas Revocable Trust, of which Mr. Thomas is trustee. Includes 104,153 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of service on the board of directors.

(8) Includes 9,067 shares of our common stock held by the I.R.A. FBO Veronica Wilson, Pershing LLC, as custodian. Also, includes 104,153 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of service on the board of directors.

(9) Includes 8,200 shares of our common stock held by the SpadaforClay Group Inc. Defined Benefit Pension Plan, dated January 1, 2005, of which Ms. Spadafor is trustee; and 1,500 shares of our common stock held by the 2012 Trust UAD 6/1/12, of which Ms. Spadafor is trustee. Also includes 92,872 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of service on the board of directors.

(10) Includes 9,000 shares of our common stock held by the Flaherty Family Trust, Richard E. and Ricci J. Flaherty, co-trustees. Includes 1,000 shares of our common stock held in the Richard E. Flaherty SEP. Also includes 60,326 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of service on the board of directors.

(11) Includes 12,000 shares held by the JRB-TAT Bailey Family Trust, of which Mr. Bailey is co-trustee. Also includes 24,443 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of service on the board of directors.

(12) Includes 24,443 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of service on the board of directors.

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(13) Includes 20,500 shares of our common stock owned by Mr. Hirsberg s wife. Also includes 178,792 shares of our common stock issuable pursuant to options exercisable within 60 days of March 2, 2018; and 28,833 vested Career Restricted Stock Units granted under our Career Share Program, each representing a contingent right to receive one share of common stock.

(14) Includes 26,601 shares issuable pursuant to options exercisable within 60 days of March 2, 2018; and 69,485 vested Career Restricted Stock Units granted under our Career Shares Program, each representing a contingent right to receive one share of our common stock.

(15) Includes 47,125 shares of our common stock held by the Stephen S. and Debra L. Thompson Trust. Includes 13,988 shares issuable pursuant to options exercisable within 60 days of March 2, 2018; and 50,153 vested Career Restricted Stock Units granted under our Career Shares Program, each representing a contingent right to receive one share of our common stock.

(16) Includes 1,214,819 shares of our common stock issuable pursuant to options exercisable within 60 days of March 2, 2018. Also includes 5,280,074 shares of our common stock which are pledged or held in a margin account. Also includes 577,444 vested Career Restricted Stock Units granted under our Career Share Program, each representing a contingent right to receive one share of our common stock; and 417,172 Restricted Stock Units that were fully vested upon grant and will be paid in shares of our common stock (on a 1-for-1 basis) upon cessation of the holder s service on the board of directors.

(17) Based solely on information contained in Schedule 13G, Amendment No. 4, filed with the SEC on January 29, 2018 by BlackRock, Inc. (BlackRock). The Schedule 13G provides that (i) BlackRock is a parent holding company or control person, and (ii) BlackRock, through its subsidiaries identified therein, has sole voting power with respect to 10,098,586 shares and sole dispositive power over 10,265,815 shares.

18) Based solely on information contained in Schedule 13G, Amendment No. 2, filed with the SEC on February 7, 2018 by The Vanguard Group (Vanguard). Vanguard has sole voting power over 154,925 shares, shared voting power over 12,365 shares, sole dispositive power over 7,208,014 shares, and shared dispositive power over 160,090 shares.

(19) Based solely on information contained in Schedule 13G, Amendment No. 4, filed with the SEC on February 14, 2018 by PAR Investment Partners, L.P., PAR Group, L.P. and PAR Capital Management, Inc. (collectively referred to as PAR). PAR has sole dispositive and voting power over 6,824,101 shares.

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CORPORATE GOVERNANCE

Corporate Governance Highlights

Our board of directors continually reviews our practices and ensures that they evolve to appropriately balance the interests of our stockholders. Set forth below are examples of practices that demonstrate this commitment to our stockholders.

Director Independence	We have an independent Presiding Director. All committee members are independent. Independent directors regularly meet in executive sessions.
Director and Committee Practices	Our board committees conduct annual self-evaluations. All of our Audit Committee members are audit committee financial experts. None of our directors currently sit on more than two public company boards, and our Corporate Governance Guidelines limit the overall number of public company boards that our director may serve to four. We have in place director stock ownership guidelines.
Stockholder Rights	Annual, non-staggered director elections. Our Amended and Restated Bylaws allow stockholders to nominate director candidates pursuant to proxy access and advance notice provisions. No poison pill provision.
Compensation	Our Compensation Recoupment Policy provides for repayment to the Company of the value of cash, equity, or equity-linked incentive compensation in the event of certain acts of misconduct. See the Compensation Discussion and Analysis section of this proxy statement for a discussion of our compensation practices.

Director Independence

We are committed to having sound corporate governance principles and maintaining our integrity in the marketplace. Our Corporate Governance Guidelines and our Code of Business Conduct and Ethics are available on our website at *www.boydgaming.com*. We will also provide a paper copy of this information to stockholders upon written request to our Corporate Secretary (Attention: Brian A. Larson, Executive Vice President, Secretary and General Counsel) at 3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169. Our Code of Business Conduct and Ethics applies to each of our directors, officers and employees.

Our board of directors has determined that each of John R. Bailey, Richard E. Flaherty, Christine J. Spadafor, Peter M. Thomas, Paul W. Whetsell and Veronica J. Wilson is independent, as defined in Section 303A of the NYSE Listed Company Manual and within the meaning of our director independence standards (detailed below).

To be considered independent, a director must be determined, by resolution of our board of directors as a whole, after due deliberation, to have no material relationship with the Company other than as a director. In each case, our board of

directors shall broadly consider all relevant facts and circumstances and shall apply the following standards:

1. a director who is an employee, or whose immediate family member is an executive officer, of the Company or any of its subsidiaries is not independent until three years after the end of such employment relationship;

2. a director who receives, or whose immediate family member receives, more than $120,000 per year in direct compensation from the Company or any of its subsidiaries, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service), is not independent until three years after he or she ceases to receive more than $120,000 per year in such compensation;

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3. a director who is affiliated with or employed by, or whose immediate family member is affiliated with or employed in a professional capacity by, a present or former internal or external auditor of the Company or any of its subsidiaries is not independent until three years after the end of the affiliation or the employment or auditing relationship;

4. a director who is employed, or whose immediate family member is employed, as an executive officer of another company where any of the Company s or any of its subsidiaries present executives serve on that company s compensation committee is not independent until three years after the end of such service or the employment relationship;

5. a director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company (which does not include chartable entities) that makes payments to, or receives payments from, the Company or any of its subsidiaries for property or services in an amount which, in any single fiscal year, exceeds the greater of $1.0 million or 2% of such other company s consolidated gross revenues, is not independent until three years after falling below such threshold; and

6. any director that has a material relationship with the Company shall not be independent. Any relationship not required to be disclosed pursuant to Item 404 of Regulation S-K of the Securities Exchange Act of 1934, as amended (Exchange Act), shall be presumptively not material. For relationships not covered by the preceding sentence, the determination of whether the relationship is material or not, and therefore whether the director would be independent or not, shall be made by the board of directors. We would explain in the next proxy statement the basis for any board determination that a relationship is immaterial despite the fact that it does not meet the categorical standards of immateriality set forth above.

In making its independence determination regarding Mr. Thomas, the board of directors considered, among other things, the transactions between the Company and Switch, Ltd. (Switch), a company in which Mr. Thomas has a passive interest. The Switch transactions involve the purchase by the Company of colocation and communications-related products and services from Switch. Mr. Thomas owns, either directly or indirectly, less than a 6.0% economic equity interest as a passive investor in Switch. Mr. Thomas family members own collectively, either directly or indirectly, less than a 20.0% economic equity interest in Switch. We paid Switch, in the aggregate, a total of approximately $1,900,000 in fiscal year 2017, and expect to pay Switch approximately the same amount in fiscal year 2018. Our transactions with Switch represented less than 0.6% of Switch s consolidated revenue for 2017 and are expected to represent less than 0.6% of Switch s consolidated revenue in 2018. Mr. Thomas does not actively engage in the management of Switch. Mr. Thomas sibling, is a member of the board of directors of Switch, Inc., the manager of Switch. Mr. Thomas sibling is not and never has been an employee of Switch and none of the employees or contractors of Switch report to him.

In determining that Mr. Thomas is independent, our board of directors considered the following facts and circumstances (without giving one factor any more significance than another), among others: (i) the transactions with Switch were negotiated on an arm s-length basis, and are ordinary course, commercial transactions; (ii) Mr. Thomas limited ownership interest in Switch; (iii) the passive nature of Mr. Thomas ownership and involvement in Switch, including that he is neither an officer nor an employee of Switch, he is a non-managing member of Switch, and he does not have an active role in providing services to Switch; (iv) the immaterial dollar amounts that we, or our subsidiaries paid (or are expected to pay in fiscal year 2018) to Switch and the competitive rates at which such amounts were paid; (v) Mr. Thomas personal net worth; and (vi) the nature and scope of the relationship of Mr. Thomas sibling with Switch.

Selection of Directors

Stockholder Nominations

Our stockholders may nominate director candidates pursuant to proxy access or advance notice provisions of our Amended and Restated Bylaws, as discussed below in the section entitled ***Stockholder Proposals; Other Matters***. For any director candidates nominated pursuant to the advance notice provision in our Amended and Restated Bylaws, following verification of the stockholder status of persons proposing candidates, the policy of our Corporate Governance and Nominating Committee is to consider properly submitted stockholder nominations for candidates for membership on the board of directors as described below under ***Identifying and Evaluating Nominees for Directors***. In evaluating such nominations, the Corporate Governance and Nominating Committee

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will address the membership criteria set forth under ***Director Qualifications***. Any director candidates nominated pursuant to our proxy access provision must meet the eligibility, procedural, disclosure and other requirements set forth in the Amended and Restated Bylaws.

Director Qualifications

Our Corporate Governance Guidelines contain membership criteria that apply to nominees for a position on our board of directors (with the exception of director candidates nominated pursuant to our proxy access provision, who must meet the requirements set forth in the Amended and Restated Bylaws). Under these criteria, members of our board of directors should possess certain core competencies, some of which may include broad experience in business, finance or administration, familiarity with national and international business matters, and familiarity with the gaming industry. In addition to having one or more of these core competencies, members of our board of directors are identified and considered on the basis of knowledge, experience, integrity, diversity, leadership, reputation, and ability to understand our business.

Specifically, in concluding that each of our eleven directors who are standing for re-election should continue to serve on our board of directors, the Corporate Governance and Nominating Committee also considered the following individual attributes, in addition to the general overall considerations mentioned above:

(i) the significant career-long contributions and leadership of our Executive Chairman with respect to the Company and the gaming industry, which spans more than 45 years, in addition to his background in the legal profession; (ii) the in depth and strategic operations, management and financial knowledge of the gaming industry that Mr. Smith, our President and Chief Executive Officer, possesses from his over 30 years in the gaming industry, including over 25 years with the Company, as well as his service as a member of the board of directors of a publicly traded company and his past service on the board of the Los Angeles Branch of the Federal Reserve Bank of San Francisco; (iii) the over 30 years of gaming, operations and complex development related experience that Mr. Boughner has with the Company as well as his service as a member of the board of directors of a publicly traded company; (iv) the significant ground up operations and management experience with the Company, including more than 25 years as a member of our board of directors, which Ms. Johnson contributes coupled with her service on other boards and community organizations; (v) nearly 40 years of experience in the gaming industry with the Company, including various administrative and operational roles, as well as over 25 years of service on our board of directors, that Mr. William R. Boyd provides; (vi) the broad business and management experiences across other industries, including a sound foundation for understanding and applying strategic approaches to operational issues, both domestically and internationally, of Ms. Spadafor; (vii) the extensive senior operations management and financial accounting and controllership expertise within the gaming industry of Ms. Wilson; (viii) the extensive experience in the banking and finance industry of Mr. Thomas, including his past service on the board of the Los Angeles Branch of the Federal Reserve Bank of San Francisco, and his service on other public company boards; (ix) the distinguished career in financial accounting academia from Dr. Flaherty s more than 30 years of service as a university faculty member, including his 10 years of administrative leadership experience from serving as dean of two different business schools; (x) the professional experiences of Mr. Bailey from his more than 30 years in the practice of law, including his past service on regulatory boards and his prior service within the gaming industry on the board of directors of a publicly traded company; and (xi) the significant and strategic expertise of Mr. Whetsell from more than 35 years of senior management responsibilities within the hospitality industry, his active involvement in lodging and hospitality associations and his service on other public company boards.

Identifying and Evaluating Nominees for Directors

Our Corporate Governance and Nominating Committee utilizes a variety of methods for identifying and evaluating nominees for director. Our Corporate Governance and Nominating Committee has the duty of regularly assessing the composition of our board of directors, including size of our board of directors, diversity, age, skills and experience in the context of the needs of our board of directors. In addition, our Corporate Governance and Nominating Committee also has the duty of identifying individuals qualified to become members of the board of directors. Candidates may come to the attention of the Corporate Governance and Nominating Committee through current members of our board of directors, professional search firms, stockholders or other persons. These candidates will be evaluated by our Corporate Governance and Nominating Committee and may be considered at any point during the year. As discussed below in the section entitled ***Stockholder Proposals; Other Matters***. our stockholders

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may nominate director candidates pursuant to proxy access or advance notice provisions of our Amended and Restated Bylaws. For any director candidates nominated pursuant to the advance notice provision in our Amended and Restated Bylaws, following verification of the stockholder status of persons proposing candidates, recommendations will be aggregated and considered by our Corporate Governance and Nominating Committee. If any materials are provided by a stockholder in connection with the nomination of a director candidate, such materials will be forwarded to our Corporate Governance and Nominating Committee. Stockholder nominees that comply with our nomination procedures will receive the same consideration that our Corporate Governance and Nominating Committee nominees receive. Any director candidates nominated pursuant to our proxy access provision must meet the eligibility, procedural, disclosure and other requirements set forth in the Amended and Restated Bylaws.

We have previously reviewed, and our Corporate Governance and Nominating Committee may in the future review, materials provided by professional search firms or other parties to identify, evaluate and recruit potential director nominees who are not proposed by a stockholder. In addition, we may retain a professional search firm to make initial contact with potential candidates to assess, among other things, their availability, fit and major strengths.

The Corporate Governance and Nominating Committee considers diversity as one of many factors in the identification and evaluation of potential director nominees. The overriding principle guiding our director nomination process is a desire to ensure that our board of directors as a whole collectively serves the interests of our stockholders. We believe that having diverse skills, experiences and perspectives represented on the board provides the most value to the Company and its stockholders. When the Corporate Governance and Nominating Committee evaluates diversity of director nominees, it may consider the following elements, among others, without assigning specific weights to any particular element:

- Gender and ethnicity;
- Financial and accounting acumen;
- Personal and professional integrity;
- Business or management experience; and
- Leadership and strategic planning experience.

The Corporate Governance and Nominating Committee annually performs an assessment of the composition of the board of directors regarding age, skills and experience and the effectiveness of its efforts to consider diversity in its director nomination process. The Corporate Governance and Nominating Committee believes its director nomination process, including its policy of considering diversity in that process, has led to a board of directors with diverse backgrounds and experiences that collectively serves the interests of our stockholders well.

Board Leadership and Presiding Director

We have a separate Chief Executive Officer and Chairman of the Board of Directors. William S. Boyd serves as our Executive Chairman of the Board of Directors, and Keith E. Smith serves as our President and Chief Executive

Officer. Mr. Smith also serves as a director, an arrangement that the Company believes is effective to ensure that relevant information is made available directly from management to the board of directors. We believe that this separation of responsibilities provides an appropriate delegation of duties and responsibilities. Our Executive Chairman concentrates on strategy and direction of the board of directors and the Company, as well as engaging in customer and team member relations. Mr. Boyd s long history with the Company and the critical role that he has played in the development of the Company s business make him particularly well suited to act as a link between the board of directors and the rest of management. While in the role of our President and Chief Executive Officer, Mr. Smith focuses on the management and coordination of the operational performance and efforts of the Company in alignment with the strategic guidance and direction offered from the board of directors.

Another important component of the board of directors leadership structure is the role of our Presiding Director. The Presiding Director is a non-management director designated by the independent directors to chair the board of directors non-management director sessions, which are expected to occur at least three times per year. The Presiding Director s other responsibilities include advising the Executive Chairman and the chairmen of the committees with respect to agendas and informational needs and to advise with respect to the selection of chairmen of committees. The Presiding Director serves for a one-year term. Our independent directors have designated Peter Thomas as our current Presiding Director.

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Stockholder Communication with Directors

Our stockholders and other interested parties may communicate with our board of directors and the Presiding Director by writing to:

Boyd Gaming Corporation

3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169

Attn: Brian A. Larson, Executive Vice President, Secretary and General Counsel

Communications will be reviewed by our General Counsel and if they are relevant to, and consistent with, our operations and policies, they will be forwarded to our board of directors or the Presiding Director, as applicable.

Board Committees

Our board of directors has an Audit Committee, a Compensation and Stock Option Committee and a Corporate Governance and Nominating Committee. Our board of directors has adopted a written charter for each of these committees, which are available on our website at *www.boydgaming.com.*

Audit Committee. The functions of the Audit Committee include reviewing and supervising our financial controls, appointing our independent registered public accounting firm, reviewing our books and accounts, meeting with our officers regarding our financial controls, acting upon recommendations of our auditors and taking such further actions as the Audit Committee deems necessary to complete an audit of our books and accounts. Each of the members of the Audit Committee, Dr. Flaherty, Ms. Spadafor, Mr. Thomas and Ms. Wilson, is considered independent, as defined in Section 303A of the NYSE Listed Company Manual and Rule 10A-3(b)(1) of the Exchange Act, and the board of directors has determined that all of the members of the Audit Committee are considered audit committee financial experts as that term is defined in Item 407(d)(5) of Regulation S-K of the Exchange Act. The Audit Committee was established in accordance with Section 3(a)(58)(A) of the Exchange Act.

Compensation and Stock Option Committee. The functions of the Compensation and Stock Option Committee (Compensation Committee) include reviewing with management cash and other compensation policies for employees, making recommendations to the board of directors regarding compensation matters, determining compensation for the Chief Executive Officer and providing oversight of our compensation philosophy as described under Executive Officer and Director Compensation Compensation Discussion and Analysis. In addition, the Compensation Committee administers the Company s stock plans and, within the terms of the respective stock plan, determines the terms and conditions of issuances thereunder. Each of the members of the Compensation Committee, Mr. Thomas, Mr. Whetsell and Ms. Wilson, is considered independent as defined in Section 303A of the NYSE Listed Company Manual and Rule 10C-1(b)(1) of the Exchange Act.

Our Compensation Committee, independent of management, determines the compensation of our Chief Executive Officer, Keith E. Smith. Mr. Smith is a Named Executive Officer and a member of our eight (8) member management committee (Management Committee). For the other Named Executive Officers and members of our Management Committee, the Chief Executive Officer makes compensation recommendations to our Compensation Committee for its consideration and approval as described under ***Executive Officer and Director Compensation Compensation Discussion and Analysis***. The Compensation Committee believes that input from both our Chief Executive Officer and from independent compensation consultants retained from time to time provides useful information and points of view to assist it in making decisions on compensation. Additionally, pursuant to its charter, the Compensation

Committee may, from time to time, form and delegate authority to subcommittees when appropriate, although no such subcommittees were formed or utilized during 2017.

The Compensation Committee has the sole authority, in its discretion, to retain and terminate any consultant that it uses to assist it in evaluating various elements of our compensation programs and making compensation determinations, including for our Chief Executive Officer, Named Executive Officers or any other compensation matters. The Compensation Committee has the sole authority to approve that consultant s fees and other retention terms, but only after taking into consideration all factors relevant to the consultant s independence from management, including those specified in Section 303A of the NYSE Listed Company Manual. The Compensation Committee also has the authority to obtain advice and assistance from such other advisors that it deems necessary or appropriate. The

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Compensation Committee continued its engagement of Exequity, LLP (Exequity) in fiscal year 2017 to provide compensation related analysis and consulting services. Pursuant to our request, Exequity provided analysis in fiscal year 2017 on certain of our executive compensation related programs and policies as a part of an executive compensation review, all as further discussed below in our Compensation Discussion and Analysis. A representative of Exequity has participated in past meetings of the Compensation Committee, including during 2017, and may do so again in the future, from time to time, as requested by the Compensation Committee. Additionally, for 2017, the Compensation Committee reviewed whether the work of Exequity as a compensation consultant raised any conflict of interest or independence issues, taking into consideration all relevant factors, including those set forth in Rule 10C-1(b)(4)(i) through (vi) under the Exchange Act. The Compensation Committee ultimately determined, based on its review of such factors, that the work of Exequity has not created any conflict of interest.

Corporate Governance and Nominating Committee. The Corporate Governance and Nominating Committee s functions include assisting the board of directors in identifying qualified individuals to become members of the board of directors, determining the composition and compensation of the board of directors and its committees, conducting annual reviews of each director s independence and making recommendations to the board of directors based on its findings, recommending to the board of directors the director nominees for election at the annual meeting of stockholders, establishing and monitoring a process of assessing the board of directors effectiveness, and developing and recommending to the board of directors and implementing a set of corporate governance principals and procedures applicable to the Company. Each of the members of the Corporate Governance and Nominating Committee, Ms. Spadafor, Mr. Bailey, Dr. Flaherty and Mr. Thomas, is considered independent as defined in Section 303A of the NYSE Listed Company Manual.

Risk Management

The board of directors is actively involved in the ongoing oversight and review of material risks and resultant considerations and potential impacts that exist within our Company. These risks may include, among others, risks associated with the Company s financial condition, liquidity, operating performance and various regulatory impacts and compliance. The board of directors oversight is primarily managed and coordinated through the board committees, such as the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee. Senior management of the Company is responsible for advising and responding to the board of directors and its committees on management s assessment of potential material risks facing the Company. The entire board of directors is responsible for reviewing and overseeing the Company s internal risk management processes and policies to help ensure that the Company s corporate strategy is functioning as directed and that necessary steps are taken to foster a culture of risk awareness and risk-adjusted decision making throughout the Company.

As it relates to risk oversight, the Audit Committee, the Compensation Committee and the Corporate Governance and Nominating Committee each play an important role. As provided in the charter for the Audit Committee, the Audit Committee is required to review with management the Company s major financial and other risk exposures and the steps management has taken to monitor and control such exposures. The Audit Committee is also responsible for, among other things, assisting the board of directors in fulfilling their oversight responsibility of the integrity of the Company s financial statements and accounting and financial reporting processes by reviewing the financial information provided to stockholders and others, and the system of internal controls which management and the board of directors have established. As further discussed below, the Compensation Committee, among other things, periodically reviews with management the Company s compensation policies and attempts to ensure that the Company s compensation policies reinforce business strategies and objectives for enhanced stockholder value without creating risks that may have a material adverse effect on the Company. The Corporate Governance and Nominating Committee, among other things, is responsible for developing and recommending to the board of directors, as well as implementing and monitoring compliance with, a code of business conduct for directors, officers and employees and a

set of corporate governance principals.

Various management-led committees, such as the Management Committee, are responsible for coordinating with the committees of the board of directors with respect to oversight and management of specific risks. For example, our Corporate Compliance Committee, which is responsible for overseeing risk associated with the Company s gaming and regulatory requirements, updates and reports on its significant deliberations and findings to the Corporate Governance and Nominating Committee. In turn, each board committee is responsible for providing reports and updates to the entire board of directors on any significant risks reviewed within the scope of its responsibility.

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Risk Considerations in Our Compensation Programs

Our Compensation Committee, together with management, periodically reviews the compensation policies and practices for employees across the Company, including our Named Executive Officers and members of our Management Committee, and considers how they relate to material risks facing the Company. In this review, the Compensation Committee and our management, together with input and recommendations from independent compensation consultants, consider the different types of incentive compensation arrangements used across the Company in light of such risks. We also consider whether the design of these arrangements, together with other policies and practices of the Company, operate to mitigate the potential for excessive risk-taking.

Based upon this review, our management concluded, and the Compensation Committee concurred, that based on a combination of factors, our compensation policies and practices do not incentivize excessive risk-taking that could have a material adverse effect on the Company. The following are among the factors considered in reaching this conclusion:

- our compensation plans and programs generally provide potential rewards based on a balanced combination of both the short-term and long-term goals of the Company, thereby mitigating the potential for rewarding short-term results that appear in isolation to be favorable;

- none of our business units carry a disproportionate portion of our risk profile or vary significantly from the Company s overall risk and reward structure;

- the manner in which we structure our compensation, including our belief that the mix of compensation that we provide helps us to mitigate risk by providing compensation that depends in part on the long-term success of the Company;

- we have stock ownership guidelines for our directors and senior officers, including the members of our Management Committee, which we believe focuses our leadership on long-term stock price appreciation and sustainability; and

- all of the equity awards granted to employees under the Company s equity-based plans are subject to multi-year time vesting, which requires an employee to commit to a longer period of employment for such awards to be valuable, and certain of our equity awards are contingent upon the Company s performance measured over multiple years.

Compensation Recoupment Policy

Effective January 1, 2014, we adopted a Compensation Recoupment Policy pursuant to which we may, under certain circumstances, clawback the value of cash, equity or equity-linked incentive compensation tied to performance metrics and paid to our Named Executive Officers and other key executives of the Company. If it is determined that a covered executive officer s misconduct led to or contributed to financial reporting that requires restatement, we may require such executive officer to reimburse us for incentive compensation received by the executive officer to the extent such compensation is in excess of that which would have been paid to the executive officer had it been based

upon the financial statements as restated. Recoupment applies to payments made in periods following the January 1, 2014 effectiveness of the policy and within three years of the date when the applicable restatement is disclosed.

The Compensation Recoupment Policy permits the Compensation Committee to determine, in its discretion, if it will seek to recover applicable compensation. We believe that our Compensation Recoupment Policy is sufficiently broad to reduce the potential risk that an executive officer would intentionally misstate results in order to benefit under an incentive program and provides a right of recovery in the event that an executive officer took actions that, in hindsight, should not have been rewarded.

Compensation and Stock Option Committee Interlocks and Insider Participation

During 2017, the members of our Compensation and Stock Option Committee included Mr. Thomas, Ms. Wilson and Mr. Whetsell. None of the Company s executive officers serves as a director or member of the compensation committee (or other board committee performing equivalent functions) of another entity that has one or more executive officers serving as a director of the Company or on the Company s Compensation and Stock Option Committee.

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EXECUTIVE OFFICER AND DIRECTOR COMPENSATION

Compensation Discussion and Analysis

Overview

We compensate our Named Executive Officers primarily through base salary and short and long-term incentive compensation. Our executive compensation practices are designed generally to (i) be competitive with comparable employers in our industry, (ii) closely align compensation with shareholder interests and our achievement of clear corporate performance expectations, including annual objectives and long-term goals, (iii) recognize individual initiative and achievements, and (iv) assist us in attracting and retaining qualified executives.

Our Named Executive Officers for fiscal year 2017 are as follows:

William S. Boyd, our Executive Chairman of the Board of Directors;

Keith E. Smith, our President and Chief Executive Officer;

Josh Hirsberg, our Executive Vice President, Treasurer and Chief Financial Officer;

Brian A. Larson, our Executive Vice President, Secretary and General Counsel; and

Stephen S. Thompson, our Executive Vice President, Operations.

Executive Summary

The Compensation Committee generally continued its philosophy of taking a measured, conservative approach to our compensation programs in fiscal year 2017. Highlighted below are some of the key actions and decisions with respect to our executive compensation programs for fiscal year 2017, as approved by our Compensation Committee following input, analyses and recommendations from management and our independent compensation consultant, Exequity.

2016 Executive Compensation Review. During the fourth quarter of 2016, we engaged Exequity to perform a compensation study to aid the Compensation Committee in its continued evaluation of compensation levels for our Named Executive Officers, as discussed further below (the 2016 Executive Compensation Review). In consultation with Exequity, the Compensation Committee undertook a detailed review of each of the elements of the compensation packages of our Named Executive Officers (other than for our Executive Chairman and founder, Mr. Boyd, whose unique position with our Company we do not believe is readily comparable within a peer group context) to evaluate and update, as appropriate, the overall competitiveness and effectiveness of our executive compensation programs. Based on the results of the 2016 Executive Compensation Review, for 2017, the Compensation Committee approved base salary increases for certain of our Named Executive Officers and, to heighten focus on achievement of established target performance, narrowed target award

ranges under the short-term bonus plan, as described further below. After giving effect to these and prior compensation program adjustments, the results of the 2016 Executive Compensation Review supported that the overall target compensation packages of the reviewed Named Executive Officers continued to generally compare at or near the 50th percentile of our peer group, other than the compensation package for Mr. Thompson.

Base Salary. The Compensation Committee determined it was appropriate to increase the base salaries of each of Messrs. Hirsberg, Larson and Thompson by $15,000 for 2017. Messrs. Boyd and Smith s base salaries remained unchanged from their 2016 levels.

Short-Term Bonus Plan. For 2017, the Compensation Committee approved short-term cash bonus awards payable based on the achievement of specific, objective performance criteria measured relative to the Company s operating budget, as approved by the board of directors. In fiscal year 2017, our actual corporate performance achieved approximately 97.5% of our target operating budget, as discussed further below. Accordingly, the Compensation Committee approved the payment of short-term bonuses to our Named Executive Officers in accordance with the plan, which provides for payment at target for achievement of a performance level between 97.5% and 102.5% of our target operating budget, resulting in short-term bonus payments to our Named Executive Officers at 100% of each of their respective target award amounts.

Equity Compensation. In the fourth quarter of 2017, the Compensation Committee approved long-term incentive equity compensation for our Named Executive Officers. The Compensation Committee granted

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our Named Executive Officers equity awards that allocated roughly forty percent (40%) of the intended value in the form of restricted stock units (RSUs) and sixty percent (60%) as performance-based restricted stock units (Performance Shares). This equity allocation mix for our Named Executive Officers represents a change from past practice, as in 2017 the Compensation Committee discontinued our historical practice of granting awards of stock options, which had represented approximately twenty (20%) of our Named Executive Officers intended award value, and increased the intended award value allocation to the Performance Share component of long-term incentive equity compensation by the same amount. The Compensation Committee also approved the following new target valuations for the equity compensation awards: for Mr. Smith $4,500,000; for Mr. Boyd $1,400,000; for Mr. Hirsberg $1,020,000; for Mr. Larson $900,000; and for Mr. Thompson $600,000. The Compensation Committee believes these target award values are consistent with its ongoing philosophical goal of having our Named Executive Officers total compensation approach the 50th percentile of our selected peer group of companies, as assessed in the 2017 Executive Compensation Review and discussed further below.

Risk Considerations. As a part of its review in 2017 of our compensation practices and policies, the Compensation Committee evaluated risks associated with our compensation programs. As described above under the section *Risk Considerations in Our Compensation Programs*, the Compensation Committee undertook an annual evaluation of our compensation risk and concluded that our compensation policies and practices for fiscal year 2017 do not create risks that are reasonably likely to have a material adverse effect on the Company.

2017 Executive Compensation Review. In 2017, Exequity was again engaged to perform a comprehensive compensation study to assist the Compensation Committee in its evaluation of our executive compensation program and relative competitive pay practice profile (the 2017 Executive Compensation Review). During the fourth quarter of 2017, in consultation with Exequity, following a detailed review of each of the elements of our executive compensation program and the 2017 Executive Compensation Review, and in an effort to remain competitive in our executive compensation program and to recognize the achievements and leadership by our executive team during recent years (including the integration of acquired resort casino properties and the significant progress and continued execution on our strategic plan and key initiatives), the Compensation Committee evaluated, and, as appropriate, updated our executive compensation program. These changes for 2018 included increases in base salary and short-term target bonus award opportunities for Messrs. Hirsberg, Larson and Thompson, updated target parameters for our long-term equity incentive award opportunities for all of our Named Executive Officers and overall adjustments to the potential payout scales of our short-term bonus program for all of our Named Executive Officers, as well as the modifications to the composition of our grant of equity awards in our long-term incentive program discussed above.

Objectives of Our Compensation Program

Our compensation program is designed to reward an executive officer s current contribution to the Company, the officer s impact and involvement in our future performance, as well as align the interests of our Management Committee with those of our stockholders by offering equity incentive awards that reflect our future performance and the achievement of strategic objectives. Our Management Committee, which plays an active and critical role in the leadership and strategy for the development, operations and growth of our Company, was comprised of certain members of our senior management team in 2017, including each of our Named Executive Officers.

The compensation of our Named Executive Officers is set at levels that are intended to be competitive with other leading companies in the gaming and hospitality industries, which generally fall into three categories: (i) core gaming

companies; (ii) gaming technology/equipment companies; and (iii) resort hotel operators. For 2017, the Compensation Committee generally compared the compensation levels of our Named Executive Officers with the compensation level of executives at the following entities in these industries, among which our revenue falls in the second quartile and our market capitalization, net income and number of employees closely approximates the median: Caesars Entertainment Corp.; Churchill Downs, Inc.; Eldorado Resorts, Inc.; Isle of Capri Casinos, Inc.; Las Vegas Sands Corp.; MGM Resorts International; Penn National Gaming, Inc.; Pinnacle Entertainment, Inc.; Wynn Resorts, Ltd.; Hyatt Hotels Corp.; Marriott Vacations Worldwide; Scientific Games Corporation; Starwood Hotels & Resorts, Inc.; Vail Resorts, Inc.; and Wyndham Worldwide Corp. This same peer group was utilized in the 2017 Executive Compensation Review, except that Extended Stay America, Inc.; Hilton Grand Vacations, Inc. and Six Flags Entertainment Corp. were added and each of Isle of Capri Casinos, Inc. and Starwood Hotels & Resorts were removed due to their having been acquired.

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The Compensation Committee has sought to ensure that each of our Named Executive Officer s compensation is generally competitive with similarly situated executives at other companies within the applicable comparative group (other than for our Executive Chairman and founder, Mr. Boyd, whose unique position with our Company we do not believe is readily comparable within a peer group context). The Compensation Committee also considers market surveys and trends as part of the various factors it reviews in setting executive compensation. This practice allows for comparison both to direct gaming companies as well as to the broader leisure and hospitality sectors, and offers the Compensation Committee multiple vantage points from which to evaluate compensation. While the Compensation Committee reviews the compensation levels of executives at comparable companies and targets our executive management s compensation toward the 50th percentile of the Company s peer group, the Compensation Committee does not benchmark the compensation packages of our Named Executive Officers, which are not tied to a relative ranking of compensation against that peer group or other companies.

Process

Our compensation process generally consists of establishing a total compensation target for each executive officer and then allocating that compensation among base salary and short-term and long-term incentive compensation. At the senior-most corporate levels, we designed incentive compensation to primarily reward company-wide performance. In establishing compensation, our Compensation Committee, among other things:

- reviews with management our cash and other compensation policies for all of our employees;
- reviews the performance of our Named Executive Officers and all components of their compensation;
- evaluates the effectiveness of our overall executive compensation program on a periodic basis; and
- administers our stock and bonus plans and, within the terms of the respective plan, determines the terms and conditions of the award grants made thereunder.

In addition, our Compensation Committee annually reviews and approves our corporate goals and objectives relative to our Chief Executive Officer s compensation, evaluates his compensation in light of such goals and objectives, and has the sole authority to set the Chief Executive Officer s compensation based on this evaluation. For 2017, the Compensation Committee, independent of management, determined the compensation arrangements for our Chief Executive Officer, Keith E. Smith. The Compensation Committee also approved the compensation arrangements of the other Named Executive Officers after reviewing the recommendations of our Chief Executive Officer. In addition to its annual review of our compensation levels, our Compensation Committee may, from time to time, review our compensation practices and programs, and generally has the authority, subject to any existing contractual or other rights of participants, to modify or terminate those practices and programs.

We have historically engaged independent compensation consultants to assist the Compensation Committee in its review and evaluation of our executive compensation programs, including by providing analysis on competitive compensation practices for each component of our executive compensation program. In 2017, Exequity was engaged to provide the 2017 Executive Compensation Review, consistent with prior years, and to assist the Compensation Committee in its review and evaluation of our executive compensation programs generally.

Consideration of Say-on-Pay

The Company s most recent advisory vote on executive compensation was held last year at our 2017 Annual Meeting. Approximately 98.5% of the votes cast on the advisory vote on executive compensation proposal were in favor of our Named Executive Officer compensation as disclosed in the proxy statement for our 2017 Annual Meeting, and, as a result, our Named Executive Officer compensation was approved by our stockholders on an advisory basis. The board of directors and the Compensation Committee reviewed these final vote results and determined that, given the level of support, no changes to our executive compensation philosophy, policies and decisions were necessary based solely on the vote results. Nevertheless, as discussed in this Compensation Discussion and Analysis, the Compensation Committee has made some important changes to various components of our executive compensation over the past year, which demonstrate our ongoing commitment to ensure our executive compensation remains aligned with the interests of our stockholders and current market practices. The Company s next advisory vote on executive compensation will be held at our 2020 Annual Meeting of Stockholders.

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Primary Components of Our Executive Compensation Program

There are three primary components of our executive compensation program:

- base salary;
- short-term (annual) cash bonus; and
- long-term equity incentive compensation.

Base Salary. We provide our Named Executive Officers with a base salary that we believe is competitive and that corresponds to their status and accomplishments, both professionally and within our industry. Salaries are reviewed annually and are adjusted as necessary to recognize individual performance, promotions, scope of responsibilities, competitive compensation levels and other subjective factors.

Our Compensation Committee, independent of management, determines the compensation of our Chief Executive Officer, including his base salary. Our Chief Executive Officer customarily makes recommendations regarding compensation for the other Named Executive Officers and the members of our Management Committee to our Compensation Committee for their review and approval. Where appropriate, the Compensation Committee and our Chief Executive Officer have historically considered the following factors in establishing or recommending, as applicable, the compensation for our Named Executive Officers:

- the Named Executive Officer s qualifications, experience, scope of responsibilities, tenure and anticipated future performance;
- the Named Executive Officer s role within the Company, including, where applicable, the role on various corporate committees, such as the Management Committee, the Corporate Compliance Committee and the Diversity Committee;
- the overall performance of the Named Executive Officer;
- the overall performance of the Company;
- competitive pay practices at other select companies within the gaming and hospitality industries, as identified by our peer group discussed above; and
- compensation analyses performed for us by our independent compensation consultant.

For 2017, the Compensation Committee determined, based on input from Exequity and the 2016 Executive Compensation Review, that a base salary adjustment was appropriate for certain of our Named Executive Officers and other members of our senior management team. Accordingly, 2017 base salaries of Messrs. Hirsberg, Larson and Thompson were each increased by $15,000, bringing their base salaries to $600,000, $550,000 and $540,000, respectively. The 2017 base salaries of Messrs. Boyd and Smith remained unchanged from their 2016 levels, at $1,065,000 and $1,325,000, respectively.

For 2018, following its review and consideration of the 2017 Executive Compensation Review, the Compensation Committee determined that increases in base salaries were again appropriate for Messrs. Hirsberg, Larson and Thompson. As such, the Compensation Committee approved the following increases to their 2017 base salaries: for Mr. Hirsberg, in the amount of $20,000, bringing his 2018 base salary to $620,000; for Mr. Larson, in the amount of $15,000, bringing his base salary to $565,000; and for Mr. Thompson, in the amount of $20,000, bringing his base salary to $560,000. The 2018 base salaries of Messrs. Boyd and Smith will remain unchanged at $1,065,000 and $1,325,000, respectively. The 2017 and 2018 base salary adjustments reflect the Compensation Committee s recognition of the achievements, leadership and changes in roles and responsibilities of our Named Executive Officers and the accomplishments of the Company during recent years, and illustrate our efforts to remain competitive in our compensation packages.

Short-Term Bonus. Our Named Executive Officers are eligible to receive annual bonuses under our 2000 Executive Management Incentive Plan (2000 MIP). Bonus awards under our 2000 MIP are set as a percentage of base salary, with the specific target percentage determined by the participant s position, level and scope of responsibility within the Company so that highly compensated executives receive a relatively larger percentage of their total compensation in the form of bonuses and other incentive based vehicles.

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Actual 2017 Short-Term Bonuses

For 2017, the Compensation Committee continued the compensation practice of awarding cash bonuses based upon the achievement of a specific, predetermined objective performance target, as it has over the last several years. The performance target was our 2017 operating budget, measured based on adjusted consolidated EBITDA (earnings before interest, taxes, depreciation and amortization), as approved by the board of directors. For 2017, the approved operating budget was adjusted consolidated company EBITDA of $611,100,000.[1]

For 2017, the Compensation Committee retained the previous short-term bonus target award potential, as a percentage of base salary, for each of our Named Executive Officers. As such, for each of our Named Executive Officers, the short-term bonus potential awarded for 2017, as a percentage of base salary, was as follows:

Executive	2017 Threshold Bonus	2017 Target Bonus	2017 Maximum Bonus
William S. Boyd	47.50%	95%	190%
Keith E. Smith	75.00%	150%	300%
Josh Hirsberg	37.50%	75%	150%
Brian A. Larson	37.50%	75%	150%
Stephen S. Thompson	30.00%	60%	120%

The actual award payout levels are increased or decreased based on the actual achievement relative to our 2017 approved operating budget. No short-term bonus awards are earned for a performance level of less than 80% of the approved operating budget. Minimum (or threshold) award payouts are earned at a performance level of 80% of the approved budget, resulting in a payout award potential of 50% of the Named Executive Officer s target bonus amount. For 2017, target award payouts were earned at a performance level between 97.5% and 102.5% of budget (compared to 95% and 105% of budget for the prior year). Maximum payouts are earned at a performance level of at least 130% of budget, resulting in a payout award potential of 200% of the Named Executive Officer s target bonus amount.

Our actual 2017 performance resulted in the achievement of approximately 97.5% of the approved operating budget, which equates to the target performance level. As a result, the Compensation Committee approved short-term bonus payments for 2017 representing 100% of each Named Executive Officer s target bonus award amount. The precise amount of each Named Executive Officer s bonus is set forth below in the Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

Approved 2018 Short-Term Bonuses

For 2018, the Compensation Committee continued its practice of utilizing the achievement of predetermined, objective performance targets for short-term bonus awards and set the target as performance against our 2018 operating budget, as approved by our board of directors, measured based on an adjusted consolidated EBITDA. However, in evaluating the analyses and findings of the 2017 Executive Compensation Review, including the competitive practices of our peer group, the Compensation Committee approved certain changes to our short-term bonus program for the 2018 award cycle to further align our program with relative performance goals more typical within the peer group.

The changes to the 2018 bonus program included a narrowing of the overall program s performance payout parameters, with a required threshold level performance now being set at 85% of the 2018 approved operating budget (previously 80%) and a maximum payout level being achieved at 115% (previously 130%), and elimination of the

performance band for achievement of a potential target bonus payout, with target awards now only being earned upon achievement of 100% of the target performance level (instead of the previous range of 97.5% - 102.5%). In addition, for 2018, the Compensation Committee approved a 15% increase, as a percentage of base salary, to the short-term bonus target awards for Messrs. Hirsberg and Larson, and a 20% increase to the short-term bonus target

[1] Note: EBITDA is a non-GAAP financial measure. For supplemental financial data and corresponding reconciliation of EBITDA to U.S. generally accepted accounting principles (GAAP), please see Note 13 to our financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017. Adjusted consolidated company EBITDA for the 2017 approved operating budget included 100% of EBITDA, after corporate expense, with respect to our wholly owned properties.

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award for Mr. Thompson. As a result of these modifications, the approved short-term bonus payout parameters for our Named Executive Officers for 2018, as a percentage of their base salaries, are as follows:

Executive	2018 Threshold Bonus	2018 Target Bonus	2018 Maximum Bonus
William S. Boyd	47.50%	95%	190%
Keith E. Smith	75.00%	150%	300%
Josh Hirsberg	45.00%	90%	180%
Brian A. Larson	45.00%	90%	180%
Stephen S. Thompson	40.00%	80%	160%

The actual award payout levels will be increased or decreased based on the actual achievement relative to our 2018 approved operating budget. No short-term bonus awards will be earned for a performance level of less than 85% of the approved operating budget. Minimum (or threshold) award payouts are earned at a performance level of 85% of the approved budget, resulting in a payout award potential of 50% of the Named Executive Officer s target bonus amount. Target award payouts are earned at a performance level equal to 100% of our approved 2018 operating budget. Maximum payouts are earned at a performance level of at least 115% of budget, resulting in a payout award potential of 200% of the Named Executive Officer s target bonus amount.

Long-Term Equity Compensation. We believe that the long-term compensation component should serve both as an incentive for achieving longer term company performance goals and as a retention tool for our executives. We also believe that stock price appreciation and stock ownership in the Company are valuable incentives to our executives and that the grant of equity awards to them serve to align their interests with the interests of our stockholders by encouraging them to manage the Company in its best long-term interests. Accordingly, in 2017, as we have done each year since 2008, all of the long-term compensation awards granted to our Named Executive Officers were in the form of equity awards.

The Compensation Committee has the authority to determine, on a discretionary basis, whether to grant equity awards to the members of our Management Committee, including each of our Named Executive Officers, as well as the amount, the type and the terms of such awards, based on the Named Executive Officer s position within the Company. Over recent years, until 2017, these equity awards consisted of grants under our stock incentive plans in the form of stock options, RSUs and Performance Shares. Based on the analysis presented in the 2017 Executive Compensation Review, including findings that, among other factors, the use of stock option awards had become less prevalent by the companies in our peer group, and a desire to enhance the element of our long-term compensation program that rewards multi-year performance, the Compensation Committee eliminated the stock option component of the equity awards mix and approved a revised equity award structure comprised of grants in the form of 40% RSUs and 60% Performance Shares for 2018. RSUs promote the retention of our executives with a multi-year vesting schedule. Performance Shares provide reward opportunities for achieving sustained, multi-year performance goals as set by our Compensation Committee, and are also intended to promote retention and incentivize long-term strategic performance by balancing some of the risks of stock price volatility with long-term internal drivers of value. Each of these awards is ultimately denominated in shares of our common stock and is earned over three years, thus providing a strong incentive to grow stockholder value.

2017 RSU and Performance Share Awards

All equity awards granted as long-term compensation to our Named Executive Officers in 2017 were granted pursuant to the 2012 Stock Incentive Plan (Stock Incentive Plan), which was re-approved by our stockholders last year at our

2017 Annual Meeting.

The RSUs granted in 2017, other than those granted under the Career Shares Program, feature three-year cliff vesting. The Performance Shares granted in 2017 provide for three-year cliff vesting and are subject to achievement of the three performance metrics. Additionally, based on analysis in the 2017 Executive Compensation Review, the Compensation Committee approved a change to the performance metrics in the 2017 grant of Performance Shares by incorporating a total shareholder return (TSR) modifier, discussed further below, that is intended to further align the achievement of our performance goals with the interests of our shareholders. For 2017, each performance metric works and is measured independently of the others and includes a minimum (or threshold) performance level, a target

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performance level and a maximum performance level opportunity. The scale to be applied to each metric is a sliding scale and generally works as follows:

Metric Performance Achievement	Performance Shares Payout (as Percentage of Target Award)
Below Minimum	-0-
Minimum	50%
Target	100%
Maximum (and above)	200%

The three performance metrics associated with the Performance Shares granted to our Named Executive Officers in 2017 are (i) net revenue growth, (ii) EBITDA growth rate and (iii) customer service score, with each of these performance metrics representing one-third ($^1/_3$) of the shares potentially payable on settlement of the Performance Share award. Measured achievement is first calculated based on performance during the three full fiscal years following the date of grant. Each such performance metric may then be modified based on the Company s 3-year stock performance compared to the S&P s Leisure Index performance over that same time frame, with the TSR modifier increasing or decreasing each metric as follows:

TSR Performance Achievement	Modification of Metric Measured Performance
> 75% Percentile	+25%
25% - 75% Percentile	No Change
< 25% Percentile	-25%

The achievement level of each Performance Share metric, as may be adjusted by the TSR modifier, will determine the final payout of shares under the award at the end of the measurement period. For the maximum payout of 200% to be earned, all three metrics must be satisfied at a maximum performance level, after giving effect to application of the TSR modifier adjustment, if any. In contrast, if none of the three performance metrics achieves the minimum performance level after applying the TSR adjustment, then no shares will be awarded. TSR-adjusted achievement between the payout points shown in the table above will be interpolated on a linear basis. Other than the TSR modifier component, the 2017 Performance Shares feature the same performance metrics and value allocations as utilized with our prior grants of Performance Shares in recent years, although the specific target performance levels for the Performance Shares granted in 2017 have been updated to reflect the Company s current budget and future outlook for the three-year measurement period commencing on January 1, 2018 and running through December 31, 2020.

The Compensation Committee set specific targets for the three Performance Share metrics, as well as the minimum levels required to receive any share payout and the levels that would earn a maximum payout. The Compensation Committee determined the minimum, target and maximum levels of net revenue growth and EBITDA growth after considering comparable historical and current budgeted revenue and operating income. In setting the customer service score metric, the Compensation Committee considered historical performance, as well as the Company s goals and expectations with respect to the next three years. The Compensation Committee has determined that the performance metrics were all sufficiently challenging to incentivize performance. The minimum performance levels generally require average performance and are expected to be achieved. The target performance levels are intended to be reasonably achievable and require a higher or above average performance and the maximum performance levels require extraordinary performance.

Following the Compensation Committee s review of our executive compensation in the fourth quarter of 2017, including consideration of the competitive pay practices data analyzed in the 2017 Executive Compensation Review, the Compensation Committee approved the following new long term incentive value targets for the equity compensation awards to our Named Executive Officers for 2017: for Mr. Smith $4,500,000; for Mr. Boyd $1,400,000; for Mr. Hirsberg $1,020,000; for Mr. Larson $900,000; and for Mr. Thompson $600,000. The number of shares of common stock underlying each component of the award was based on a share price of $25.92 per share, which price was derived from the 20-day moving average of the Company s stock price. The Compensation Committee believes that these current equity compensation target award values are appropriate to ensure that our Named Executive Officers are adequately compensated, are generally in line with current market practices and remain consistent with our overall pay philosophy of targeting the 50th percentile of our peer group.

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The number of RSUs and Performance Shares awarded to each Named Executive Officer in 2017 is set forth below in the Grants of Plan-Based Awards Table. These figures represent grant date values calculated in accordance with SEC requirements, which likely differ from the ultimate value upon vesting, if and when it occurs, as a result of fluctuations in our stock price and, in the case of Performance Shares, the extent we achieve, if at all, our multi-year performance goals.

Our Compensation Committee grants equity awards pursuant to its policy of making such grants, if at all, on the fifth business day following our release of earnings for the third quarter of each year, except in the case of our non-employee directors, new hires or other special situations. In addition, our Compensation Committee adopted a policy in 2006 regarding our Career Shares Program, which is discussed below, that provides for the annual grant of RSUs under our Stock Incentive Plan on January 2 of each year or, if January 2 is not a business day, then the next business day. During 2017, the equity compensation awards granted by the Compensation Committee were consistent with these policies.

Our Compensation Committee continues to review our long-term compensation policy, in connection with the assessment of our overall compensation program, to determine whether other modifications to the policy are warranted. However, it is anticipated that the Compensation Committee will continue the practice of granting equity awards to our Named Executive Officers in 2018 as long-term compensation.

2014 Performance Shares Vesting

In 2014, the Compensation Committee approved the award of Performance Shares to each of our Named Executive Officers. The three performance metrics associated with the Performance Shares granted in 2014 were (i) net revenue growth, (ii) EBITDA growth and (iii) customer service score, with each metric representing one-third of the total Performance Share award. Performance under these awards was measured over a three-year period commencing on January 1, 2015 and continuing through December 31, 2017. As detailed below, the Compensation Committee determined that the Performance Shares were earned at approximately 157% of the target award level, in the aggregate, based on the achievement of the performance levels for each of the three metrics detailed below.

Net Revenue Growth: The first metric, net revenue growth, is generally defined as the compound annual growth rate (or CAGR) of total revenue for all of the Company s wholly-owned properties excluding (i) promotional expenses and (ii) certain other non-operations derived income or losses. Net revenue growth utilizes the final audited results for 2014 as the applicable baseline. For purposes of the 2014 Performance Shares, the applicable performance and payout scale were as follows:

	3 Year CAGR	Payout
Threshold	.50%	50%
Target	1.00%	100%
Maximum	2.00%	200%

Note: Performance achievement between minimum (or threshold) and target and between target and maximum is prorated on a straight line basis. For every one (1) basis point below target, payout to our Named Executive Officers is reduced by one (1) percentage point. For every one (1) basis point above target, payout will be increased one (1) percentage point. Performance below threshold will result in no payout. Performance above maximum will payout at maximum payout.

Our actual performance over the measurement period was a CAGR of 3.36% which exceeded the maximum performance level. As a result, the Compensation Committee approved a payout of 200% of each of our Named Executive Officers target award opportunity attributable to this criterion.

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EBITDA Growth: The second performance metric EBITDA growth is defined as the CAGR of EBITDA for all of the Company s wholly-owned properties less certain corporate expenses. EBITDA growth utilizes the final audited results for 2014 as the applicable baseline. For purposes of the 2014 Performance Shares, the applicable performance and payout scale were as follows:

	3 Year CAGR	Payout
Threshold	1.50%	50%
Target	3.00%	100%
Maximum	6.00%	200%

Note: Performance achievement between minimum (or threshold) and target and between target and maximum is prorated on a straight line basis. As such, for every two and one half (2.5) basis points below target, payout to our Named Executive Officers will be reduced by one (1) percentage point to a minimum of 50%. For every two and one half (2.5) basis points above target, payout will be increased one (1) percentage point. Performance below threshold will result in no payout. Performance above maximum will payout at maximum payout (200%).

For our EBITDA Growth metric, our actual performance over the measurement period was a CAGR of EBITDA of 8.42%, which exceeded the target performance level. As a result, the Compensation Committee approved a payout of 200% of each of our Named Executive Officers target award opportunity attributable to this criterion.

Customer Service Score: The third performance metric Customer Service Score is determined based on the simple blended three-year average score across the following customer categories: (i) overall satisfaction; (ii) intent to return; and (iii) intent to recommend. The customer survey was conducted by an independent third-party, utilizing a 6-point scale. For purposes of the 2014 Performance Shares, the performance and payout scale were as follows:

	3 Year Avg. Score	Payout
Threshold	5.33	50%
Target	5.38	100%
Maximum	5.42	200%

Note: Performance achievement between minimum (or threshold) and target and between target and maximum is prorated on a straight line basis. For every one-hundredth of a point (0.01) below target, payout to our Named Executive Officers is reduced by ten (10) percentage points. For every one-hundredth of a point (0.01) above target, payout will be increased twenty-five (25) percentage points. For all goals, Performance below threshold will result in no payout. Performance above maximum will payout at maximum payout. Additionally, if our third-party vendor and/or scale system changes during the performance period, all scores would be adjusted to such new scale or system.

For our Customer Service Score metric, our actual performance over the measurement period was 5.35, which exceeded our threshold performance level. As a result, the Compensation Committee approved a payout of 70% of each of our Named Executive Officers target award opportunity attributable to this criterion.

Performance Share vesting for each of our Named Executive Officers, based on the Compensation Committee s determination of the Company s achievement of the specific performance metrics for the three-year period ended

December 31, 2017, is reflected below in the Option Exercises and Stock Vested Table.

Career Shares Program

Our Career Shares Program is a stock incentive award program for certain executive officers to provide for additional capital accumulation opportunities for retirement and to reward long-service executives. Our Career Shares Program was adopted by the Compensation Committee on December 7, 2006 and amended on October 25, 2010. The Career Shares Program provides for the grant of RSUs (Career RSUs) under our Stock Incentive Plan to members of our senior management, including each of our Named Executive Officers. Each Career RSU is analogous to one share of restricted common stock, except that Career RSUs do not have voting rights and do not entitle the holder to receive dividends.

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Under the Career Shares Program, a fixed percentage of each participant s base salary is credited to his or her career shares account annually. Each January 2, or, if January 2 is not a business day, then the next business day, Career RSUs are awarded to members of our Management Committee in an amount that equals 15% of such individual s base salary, and to certain other members of our senior management in an amount that equals 10% of their individual base salaries, in each case, subject to adjustment by the Compensation Committee. Career RSUs granted pursuant to our Career Shares Program are awarded for service provided for the immediately preceding calendar year. The basis for the value of the awards is the base salary of the participant in effect on December 31 of the immediately preceding year and the closing stock price of our common stock on January 2 or, if January 2 is not a business day, then the next business day. Consistent with this policy and the Career Shares Program, on January 3, 2017 Career RSUs were granted to all of our currently serving Named Executive Officers, as well as to the other members of the Management Committee and our senior management team.

Upon becoming eligible to receive a grant of Career RSUs, participants generally will have their initial award prorated based on the number of full months served in a career shares eligible position during the preceding year. For example, if someone becomes eligible on July 15 they would receive 5/12 of the product of their year-end salary and their Career RSUs percentage on the next grant date, since they had served for five full months during the preceding year. If a participant becomes career shares eligible during the last quarter of the year, however, no Career RSUs will be awarded on the next grant date.

Payouts are made at retirement, at which time participants receive one share of our common stock for each vested Career RSU held in their respective career share account, less any applicable taxes. To receive any payout under the Career Shares Program, as amended, participants must be at least 55 years old and must have been continually employed by the Company for a minimum of 10 years. Retirement after 10 years of service will entitle a participant to fifty percent (50%) of his or her career shares account. This increases to seventy-five percent (75%) after 15 years and one hundred percent (100%) following 20 years of employment. The Compensation Committee may credit participants with additional years of service in its discretion. During 2017, the Compensation Committee did not utilize this discretion. Additionally, with respect to specified employees as defined in Internal Revenue Code section 409A, any payment of a Career RSU generally must be delayed for at least six months following the date of retirement.

In the event of a participant s death or permanent disability, or following a change in control, the participant will be deemed to have attained age 55 and the Career RSUs will immediately vest and convert into shares of our common stock based on the participant s years of continuous service through the date of death, termination resulting from permanent disability or the change in control, as applicable.

In addition, awards in a participant s career share account can be applied towards satisfying our stock ownership guidelines discussed below.

Other Bonus Payments

In 2017, a special bonus in the amount of $250,000 was approved by the Compensation Committee and paid to Mr. Boyd in recognition of the loss of a benefit that Mr. Boyd previously received under certain split-dollar life insurance arrangements, which were terminated by us in 2003. Mr. Boyd has received this special bonus payment each year since 2003 and we expect that the Compensation Committee will continue to extend the $250,000 special bonus to Mr. Boyd in 2018.

Our Policy on Perquisites

We provide our Named Executive Officers with perquisites that we believe are reasonable, competitive and consistent with our overall executive compensation program. We believe that our perquisites help us to hire and retain qualified executives.

Certain executive officers, as designated by the Chief Executive Officer and pursuant to our internal policies, may use our corporate aircraft for personal travel on a limited basis. Such executive officers are imputed with income in an amount equivalent to the Standard Industry Fare Level rate, as defined in the Internal Revenue Code of 1986, as amended (Internal Revenue Code), for such use and are required to advance to us an amount sufficient to cover certain out-of-pocket costs directly attributed to such use. These out-of-pocket costs include crew lodging expenses, on-board catering, landing fees, trip-related hangar/parking costs and other variable costs.

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The aggregate incremental cost for use of our corporate aircraft during 2017 that is attributable to any Named Executive Officer, net of amounts advanced to us by the applicable executive as discussed above, is reflected in the Summary Compensation Table. We determine the aggregate incremental cost based on estimated fuel expenses and maintenance expenses per flight hour. Since our aircraft are used primarily for business travel, we do not include the fixed costs that do not change based on usage, such as pilots salaries and the purchase costs of the corporate aircraft.

We provide Mr. Boyd with use of a corporate car that is owned by the Company, and reflect the aggregate incremental cost attributable to such use during 2017 in the Summary Compensation Table (2017). We determine the aggregate incremental cost for use of the corporate car by calculating the assumed annual lease value of the car, consistent with applicable Treasury regulations, multiplied by the percentage of use that is estimated to be attributable to Mr. Boyd s personal use.

In addition, we provide a country club membership for Mr. Boyd, which is used for both business and personal purposes. The amount of all unreimbursed costs related to this membership for 2017 is reported as other compensation for Mr. Boyd in the Summary Compensation Table.

Our employee and non-employee directors, along with certain members of our Management Committee, are eligible to participate in the Medical Expense Reimbursement Plan, which covers medical expenses incurred by plan participants and their spouses that are not covered by other medical plans. We also provide our Named Executive Officers with more life insurance coverage than is generally made available to our other employees. See the Summary Compensation Table for the amount of medical premiums or related reimbursements paid on behalf of participating Named Executive Officers during 2017 and for the amount of the applicable premiums paid for such additional life insurance coverage during 2017.

Our senior management members, including our Named Executive Officers, also are eligible to participate in our other benefit plans and programs on the same terms as other employees. These plans include our 401(k) plan and medical, vision and dental insurance. In addition, our senior management members and our non-employee directors are eligible to participate in our deferred compensation plan on the same terms as other eligible management-level employees.

Stock Ownership Guidelines

As we noted above, we believe that ownership in the Company by our executive management team, including our Named Executive Officers, is an important incentivizing tool that fosters the management of the Company in its long-term best interests for the benefit of all of our stockholders. Our Compensation Committee initially adopted stock ownership guidelines in 2006 for certain key executives, which were amended in October 2010, to now reflect our current stock ownership guidelines. The Compensation Committee believes that the guidelines, as they may be updated and revised from time to time, will continue to further the alignment between our executive team and stockholders. Pursuant to the current stock ownership guidelines, certain key executive officers, including our Named Executive Officers, are required to pursue ownership of an amount of our common stock based on a multiple of the participant s base salary, as set forth in the following table:

Executive Tier	Multiple of Base Salary
Executive Chairman of the Board of Directors	5x
Chief Executive Officer	5x

Chief Operating Officer	4x
All Other Members of Management Committee	3x
Certain Other Members of Senior Management	1x-2x

A participant s stock ownership level can include shares of our common stock represented by RSUs, including Career RSUs and Performance Shares (which are included at an assumed target performance level). The stock ownership guidelines also contain a mechanism to facilitate each participant s ongoing progress towards achievement of the established stock ownership levels. For any participant who does not then meet their established stock ownership level, the guidelines mandate that 50% of the net shares, after accounting for tax withholding and any option exercise payments, resulting from the sale of stock options or the vesting of RSUs or Performance Shares must be retained by the executive until that individual has met his or her stock ownership level established by the guidelines.

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Stock ownership guidelines are also applicable to the independent members of our board of directors, pursuant to certain amendments adopted by our Corporate Governance and Nominating Committee in 2011. The director stock ownership guidelines provide that each independent member of the board of directors will be required to hold stock in the Company at least equal to five (5) times the annual cash retainer received by such independent director. Each director shall have a three (3) year period, after joining the board of directors, in which to accumulate the required level of stock ownership. For purposes of the required stock ownership levels under the guidelines, any deferred shares or RSUs shall be included in such calculation; however, pursuant to the amendments to the guidelines adopted in 2011, the Corporate Governance and Nominating Committee also determined that at least twenty five percent (25%) of the ownership goal must be achieved through direct ownership of shares, with a three (3) year period to achieve such direct ownership beginning in January 2012, using a rolling average stock price. The director stock ownership guidelines, like those applicable to our executive officers, serve as an incentivizing tool for the independent members of the board of directors to strategically guide and manage the Company in its long-term best interests for the benefit of all of our stockholders.

As of the record date for our Annual Meeting, each of our Named Executive Officers and each member of the board of directors is in compliance with the applicable stock ownership guideline requirements.

Post-Termination Compensation

In 2006, our Compensation Committee adopted our Change-in-Control Severance Plan (CIC Plan) to provide severance benefits for certain executive officers, including our Named Executive Officers, upon termination of employment in connection with a change in control. In addition, our CIC Plan provides for the acceleration of vesting of equity awards for our Named Executive Officers, and certain other executives, upon the occurrence of certain events. We believe that it is important to protect key executives who helped build our Company and who will be important in continuing the Company s success through a change in control or similar event. Further, we believe that the interests of stockholders will be best served if the interests of our most senior management are aligned with them. Providing change in control benefits is intended to reduce the reluctance of senior management to pursue potential change of control transactions that may be in the overall best interests of our stockholders. We did not modify our CIC Plan in 2017. We do not have individual written severance agreements with Named Executive Officers; however, we retain the discretion to negotiate individual arrangements as deemed appropriate.

2000 MIP. Our 2000 MIP contains a continuous employment requirement. In addition, certain provisions of our 2000 MIP are triggered in the event of a change in control or if a long service employee retires. Generally, if a participant, other than a long service employee, terminates employment for any reason other than death or disability prior to the award payment date, he or she is not entitled to the payment of any award under the 2000 MIP for any outstanding plan period (regardless of whether it is a short-term or long-term incentive award). If the participant s termination is due to disability or death, he or she is entitled to the payment of an award for each plan period in which he or she is participating on the date of separation of service from the Company; provided, however, that the Compensation Committee may proportionately reduce or eliminate his or her actual award based on the date of separation of service from the Company and such other considerations as the Compensation Committee deems appropriate. For 2017, the only outstanding plan period under the 2000 MIP was for the short-term, annual incentive awards for 2017. There were no long-term cash incentive awards or award periods outstanding under the 2000 MIP during 2017.

If a long service participant terminates employment with us for any reason (including death or disability) prior to the award payment date, he or she is entitled to (i) the payment of an award for the plan period (in which the participant is participating on the date of termination) with the earliest date of commencement and (ii) the payment of an award for any other plan period (in which the participant is participating on the date of termination), reduced proportionally

based on the number of years of employment completed during the plan period with each partial year of employment counting as a full year. A long service participant generally means a participant who has reached age 55 and has completed 15 or more years of service with us or any of our subsidiaries (including acquired entities).

If a participant is terminated without cause within 24 months after a corporate transaction or a change in control (as defined in our Stock Incentive Plan and further discussed below), the participant is entitled to the payment of an award for each plan period (in which the participant is participating on the date of termination). The Compensation Committee believes that this double-trigger feature provides appropriate incentives and job security for management while protecting stockholder value in the event of a change in control.

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CIC Plan. Our Named Executive Officers are eligible to participate in our CIC Plan, which provides severance benefits upon certain qualifying terminations. A qualifying termination includes involuntary termination without cause, voluntary termination due to a relocation in excess of 50 miles or certain reductions in compensation, among other events, within 24 months immediately following a change in control. Generally, a change in control is deemed to occur upon (i) the direct or indirect acquisition by any person or related group of persons (other than an acquisition from or by the Company, by a Company-sponsored employee benefit plan or by a person who directly or indirectly controls, or is controlled by, or is under common control with, the Company or by members of the Boyd family) of beneficial ownership (within the meaning of Rule 13d-3 of the Exchange Act) of securities possessing more than 50% of the total combined voting power of the Company s outstanding securities, or (ii) a majority of the board of directors ceasing to be continuing directors at any time within a 36-month period due to contested elections.

CIC Plan benefits are determined based upon the relevant status of the participant as a Tier One Executive (our Chief Executive Officer and Executive Chairman of the Board of Directors), Tier Two Executive (members of our Management Committee, other than our Chief Executive Officer and Executive Chairman of the Board of Directors), or Tier Three Executive (certain other members of senior management, other than Management Committee members). Following the execution of a general release in a form generally acceptable to the Company that releases the Company and its affiliates from any and all claims the participant may have against them, among other things, the Company shall pay to the participant a lump-sum cash payment of:

- any unpaid amounts owed to the participant, such as any unpaid base salary, accrued vacation pay (to the extent applicable), or unreimbursed business expenses;
- a multiple of three, two and one for Tier One Executives, Tier Two Executives and Tier Three Executives, respectively, of the participant s:
  - annual salary in effect immediately prior to the occurrence of the change of control or, if greater, upon the occurrence of the qualifying termination; plus
  - then-current target short-term bonus opportunity in effect immediately prior to the change of control or, if greater, the average of the participant s actual short-term bonus for the three fiscal years immediately prior to the change in control or, if greater, the participant s target short-term bonus opportunity in effect upon the qualifying termination;
- an amount equal to the greater of:
  - the participant s then-current target short-term bonus opportunity established for the plan year in which the qualifying termination occurs; or
  - the participant s target bonus opportunity in effect prior to the occurrence of the change in control,

in each case, adjusted on a pro rata basis based on the number of days the participant was actually employed during such plan year; and

- the amount of monthly premiums that would have been paid by the Company on behalf of the participant under the Company s health insurance plan, or COBRA (for a period of 36 months, 24 months and 12 months for Tier One Executives, Tier Two Executives and Tier Three Executives, respectively), plus an additional amount such that the participant effectively receives such premiums on a tax-free basis.

In addition, under the CIC Plan, any outstanding equity-based long-term incentive awards granted, including but not limited to stock options, stock appreciation rights, restricted stock, RSUs and Performance Shares, will become immediately vested in full upon a qualifying termination (as discussed further below).

If the sum of the amounts to be received by the participant under the CIC Plan, plus all other payments or benefits that the participant has received or has the right to receive from the Company, would constitute a parachute payment under Section 280G of the Internal Revenue Code, that combined amount will be decreased by the smallest amount that will eliminate any such parachute payment. However, for Tier One Executives and Tier Two Executives only, if the decrease referred to in the preceding sentence is 10% or more of the combined amount, the combined amount will not be decreased, but rather will be increased by an amount sufficient to provide the participant, after taking into account all applicable federal, state and local taxes, a net amount equal to the excise tax imposed on the combined amount (as increased by any applicable tax gross-up) by Section 4999 of the Internal Revenue Code.

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Deferred Compensation Plan. Under the Boyd Gaming Corporation Deferred Compensation Plan effective as of January 1, 2005 (Deferred Compensation Plan), in which our Named Executive Officers are eligible to participate, Named Executive Officers may defer up to 25% of their base salary and up to 75% of their incentive compensation. We may make discretionary matching contributions or discretionary additions to a participant s account; however, during 2017, we did not exercise such discretion. Upon a change in control (as defined in the Deferred Compensation Plan), the benefits under the Deferred Compensation Plan are immediately payable in a lump sum, subject to certain conditions and limitations set forth in Internal Revenue Code Section 409A and its related Treasury regulations. In addition, upon termination of employment prior to the age of 55 or upon the participant s death, benefits under the Deferred Compensation Plan are payable in a lump sum. Otherwise, upon termination of employment (including upon retirement), the participant may elect to have benefits paid in a lump sum or in periodic payments over a period of 5, 10 or 15 years; however, with respect to specified employees as defined in Internal Revenue Code Section 409A, any payment that is triggered by termination of employment must be delayed for at least six months following the date of termination. Prior to the Deferred Compensation Plan, we maintained a separate, prior deferred compensation plan, but that plan has been closed to new contributions from participants since the effective date of the Deferred Compensation Plan.

Equity Incentive Plans. During 2017, the only equity incentive plan in which our Named Executive Officers participated was our Stock Incentive Plan. Generally, except as our Compensation Committee may otherwise determine or in connection with a long service employee as discussed below, stock options granted under our equity incentive plans provide that, in the event of termination, the grantee may exercise the portion of the option award that was vested at the date of termination for a period of three months following termination, provided that if the termination is due to disability or death, the exercise period is twelve months.

Pursuant to the terms of our Stock Incentive Plan, our Compensation Committee has the authority, in connection with an actual or anticipated change in control or corporate transaction, to provide for the full or partial accelerated vesting and exercisability of outstanding unvested awards.

Under our Stock Incentive Plan, a change in control means a change in ownership or control of the Company effected through:

- the direct or indirect acquisition of more than 50% of the total combined voting power of the Company s outstanding securities pursuant to a tender or exchange offer which the majority of the board of directors do not recommend; or
- a change in the composition of the board of directors over a period of up to 36 months such that a majority of the board members cease, by reason of one or more contested elections, to be comprised of continuing directors.

Pursuant to the terms of our Stock Incentive Plan, a corporate transaction means any of the following transactions:

- a merger or consolidation in which the Company is not the surviving entity;
- the sale, transfer or other disposition of all or substantially all of the assets of the Company;

the complete liquidation or dissolution of the Company;

any reverse merger in which the Company is the surviving entity but in which securities possessing more than 50% of the total combined voting power of the Company s outstanding securities are transferred to a person or persons different from those who held such securities immediately prior to such merger; or

an acquisition in a single or series of related transactions by any person or related group of persons of beneficial ownership of securities possessing more than 50% of the total combined voting power of the Company s outstanding securities, but excluding an acquisition by the Company, by a Company-sponsored employee benefit plan or by members of the Boyd family or any transaction that the Compensation Committee deems is not a corporate transaction.

Pursuant to the form of our restricted stock unit agreement (RSU Agreement) for the Stock Incentive Plan, vesting ceases upon termination of continuous service (defined as employment) for any reason, including death or disability, except as described below. Any unvested RSUs held by the grantee following such termination will be

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deemed reconveyed to us. Also under our RSU Agreement, in the event of a change in control or corporate transaction (each as defined in the RSU Agreement), any outstanding award will automatically become fully vested. Notwithstanding the foregoing, in the event of a grantee s Retirement (defined below), the grantee may be entitled to additional vesting with respect to RSUs. With respect to specified employees as defined in Internal Revenue Code Section 409A, any payout of an RSU that is considered deferred compensation and that is triggered by termination of employment generally must be delayed for at least six months following the date of termination. Retirement means separation from service (including as a result of death or disability), other than for Cause (as defined in the RSU Agreement), after reaching age 55 and having at least 10 years of service to the Company. Of our Named Executive Officers, William S. Boyd, Keith E. Smith, Brian A. Larson, and Stephen S. Thompson currently qualify as long service employees. However, these enhanced retirement provisions will not apply to RSUs that are granted within the six months preceding such employee s date of separation of service from the Company. In the event of a Retirement, the grantee will be entitled to accelerated vesting as follows:

Age of Employee and Length of Service at Time of Retirement	**Acceleration of Vesting for Unvested RSUs**
55 years of age and 10-14 years of service	RSUs otherwise scheduled to vest within the 12 months following the date of Retirement shall fully accelerate
55 years of age and 15-19 years of service	RSUs otherwise scheduled to vest within the 24 months following the date of Retirement shall fully accelerate
55 years of age and 20 or more years of service	RSUs otherwise scheduled to vest within the 36 months following the date of Retirement shall fully accelerate

Pursuant to the form of our performance share unit agreement (Performance Share Agreement) for the Stock Incentive Plan, vesting ceases upon termination of continuous service (defined as employment) for any reason, except as described below. Any unvested units held by the grantee following such termination will be deemed reconveyed to us. Also under our Performance Share Agreement, in the event of a change in control or corporate transaction (as defined in the Performance Share Agreement), any outstanding award will automatically become fully vested assuming achievement of the applicable performance metrics at target, provided that such change in control or corporate transaction effective date occurs prior to the applicable award determination date. Notwithstanding the foregoing, in the event of a grantee s Retirement, a portion or all of the shares may be issuable following the performance period (as shortened for a change in control or corporate transaction), based on deemed length of service during the performance period. In the event of a Retirement, the grantee shall be deemed to have provided service for the number of days within the performance period for which the grantee actually provided service, plus a credited number of days equal to 365 (after 10 years of service), 730 (after 15 years of service), and 1095 (after 20 years of service). The resulting

number of days will be divided by the number of days in the performance period (with the resulting ratio never exceeding one), and the ratio will be multiplied by the number of shares that would be issued based on actual performance, or in the event of a change in control or corporate transaction, target performance. Of our Named Executive Officers, William S. Boyd, Keith E. Smith, Brian A. Larson, and Stephen S. Thompson currently qualify as long service employees. However, these enhanced Retirement provisions will not apply to Performance Shares that are granted within the six months preceding such employee s date of separation of service from the Company.

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In 2006, the Compensation Committee initially adopted provisions that provided certain long service employees with automatic vesting acceleration and an extended exercise period with respect to stock options upon termination (other than for cause). In February 2013, the Compensation Committee approved an update to our long service employee vesting acceleration and extended exercise period schedule for stock option grants upon termination (other than for cause), the effect of which will be to update the length of service thresholds for accelerated vesting of stock options to match the schedule currently utilized with our RSU grants (as discussed above). As a result, options granted after February 2013, including certain partially vested options held by our Named Executive Officers, are subject to the long service employee vesting acceleration and extended exercise period schedule set forth in the table below.

Age of Employee and Length of Service at Time of Termination	**Acceleration of Vesting for Unvested Stock Options**	**Extended Exercise Period**
55 years of age and 10-14 years of service	Options otherwise scheduled to vest within the 12 months following the date of termination shall fully accelerate	Up to 12 months following termination
55 years of age and 15-19 years of service	Options otherwise scheduled to vest within the 24 months following the date of termination shall fully accelerate	Up to 24 months following termination
55 years of age and 20 or more years of service	Options otherwise scheduled to vest within the 36 months following the date of termination shall fully accelerate	Up to 36 months following termination

Other Benefits. From time to time, in recognition of the contribution of services provided to us, we may in our discretion offer additional compensation and benefits to our executive officers in connection with their retirement from the Company. During 2017, no such discretion was exercised with respect to our executive officers.

Succession Planning

Pursuant to the Company s Corporate Governance Guidelines, all of the independent members of our board of directors are involved in the succession planning of the Company. Our independent directors participate annually in a review of the Company s current succession plan. Historically, the Company has engaged, and we may engage in the future, independent consulting firms to assist and advise during this annual review, as well as on other matters related to succession planning.

Accounting and Tax Treatment

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for annual compensation over $1 million paid to certain executive officers. Prior to December 22, 2017, when the Tax Cuts and

Jobs Act of 2017 (TCJA) was signed into law, an exception to this deduction limitation applied to compensation that qualified as performance-based compensation under Section 162(m) and otherwise satisfied the requirements of the exemption under Section 162(m). Under the TCJA, the performance-based exception under Section 162(m) has been repealed, and the $1 million deduction limit generally applies to anyone serving as our chief executive officer or our chief financial officer at any time during a taxable year and our top three other highest compensated executive officers serving at fiscal year-end. The Compensation Committee will continue to monitor developments under the TCJA and Section 162(m).

Given our changing industry and business, as well as the competitive market for outstanding executives, the Compensation Committee believes that it is important to retain the flexibility to design compensation programs consistent with our overall executive compensation program, even if some executive compensation is not fully deductible. Accordingly, the Compensation Committee has from time to time approved elements of compensation for certain officers that are not fully deductible and reserves the right to do so in the future, when appropriate.

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Summary Compensation Table

The following table sets forth the compensation earned for services performed for us, or our subsidiaries, during the fiscal years ended December 31, 2015, 2016, and 2017 by each of our Named Executive Officers.

Name and Principal Position	Year	Salary ($)(1)	Bonus ($)(1)	Stock Awards ($)(3)(4)	Option Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)(1)(2)	All Other Compensation ($)(5)	Total ($)
William S. Boyd	2017	1,065,000	250,000(6)	1,722,857		1,011,750	197,489	4,247,096
Executive Chairman of	2016	1,065,000	250,000(6)	894,822	183,504	1,011,750	120,254	3,525,330
the Board of Directors	2015	1,040,000	250,000(6)	1,121,727	243,965	1,358,500	165,389	4,179,581
Keith E. Smith	2017	1,325,000		5,223,055		1,987,500	55,902	8,591,457
President and	2016	1,325,000		3,321,951	779,878	1,987,500	30,539	7,444,868
Chief Executive Officer	2015	1,275,000		3,578,046	853,877	2,629,688	47,060	8,383,671
Josh Hirsberg	2017	600,000		1,226,590		450,000	22,839	2,299,429
Executive Vice President, Treasurer	2016	585,000		1,063,129	183,504	438,750	18,673	2,289,056
and Chief Financial Officer	2015	535,000		849,231	195,174	551,719	18,433	2,149,557
Brian A. Larson	2017	550,000		1,085,194		412,500	22,839	2,070,533
Executive Vice President, Secretary	2016	535,000		967,394	155,976	401,250	21,649	2,081,269
and General Counsel	2015	500,000		749,326	170,774	515,625	21,217	1,956,942
Stephen S. Thompson	2017	540,000		748,703		324,000	4,652	1,617,355
Executive Vice President, Operations	2016	525,000		417,909	91,752	315,000	4,417	1,354,078

(1) Includes amounts deferred, to the extent of such individual s participation, pursuant to our 401(k) Profit Sharing Plan and Trust and our Deferred Compensation Plan.

(2) For the year ended December 31, 2017, the Compensation Committee approved the payment of a short-term bonus under the 2000 MIP. For a discussion regarding the 2017 bonus payments, see ***Compensation Discussion and Analysis Primary Components of our Compensation Program Short-Term Bonus***.

(3) Reflects the grant date fair value as determined in accordance with Accounting Standards Codification 718 (ASC 718) for the fiscal years ended December 31, 2015, 2016, and 2017 respectively, of awards to each of the Named Executive Officers granted in such years pursuant to our Stock Incentive Plan. The grant date fair value for awards is measured based on the fair market value of our common stock on the date of grant, calculated as the closing price for our common stock. Assumptions used in the calculation of these amounts are included in the notes to our audited financial statements under the caption *Stockholders Equity and Stock Incentive Plans,* for the fiscal years ended December 31, 2015, 2016, and 2017 included in our Annual Reports on Form 10-K filed with the SEC on, February 25, 2016, February 23, 2017, and February 26, 2018 respectively. However, as required, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

(4) Includes RSUs (including Career RSUs) and Performance Shares. Each Performance Share represents a contingent right to receive up to a maximum of two (2) shares of our common stock, subject to three-year cliff vesting and satisfaction of certain performance metrics. With respect to the Performances Shares, the amounts reported in the table assume that the performance metrics were all achieved at the target performance levels. If the performance

metrics were all achieved at maximum performance, the Grant Date Fair Value of the Performance Shares awarded to each of our Named Executive Officers in 2017 would be: to Mr. Boyd $1,875,718; to Mr. Smith, $6,029,186; to Mr. Hirsberg, $1,366,604; to Mr. Larson, $1,205,930; and to Mr. Thompson $803,954. Notwithstanding the foregoing, the RSUs and the Performance Shares are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Compensation***.

(5) The amounts shown as All Other Compensation include the following perquisites and personal benefits:

Name	401(k) Contributions(A)	Life Insurance Premiums	Medical Reimbursements(B)	Use of Corporate Aircraft and Corporate Car(C)	Other Benefits(D)
William S. Boyd	$ 4,050	$ 602	$ 31,510	$ 149,459	$ 11,868
Keith E. Smith	4,050	602	17,491	33,759	
Josh Hirsberg	4,050	602	18,187		
Brian A. Larson	4,050	602	18,187		
Stephen S. Thompson	4,050	602			

(A) Represents amounts we contributed pursuant to the 401(k) Profit Sharing Plan and Trust.

(B) Represents our Medical Expense Reimbursement Plan, which includes plan premiums, company sponsored health care plan premiums and amounts received as reimbursements under this plan.

(C) Represents the aggregate incremental cost to the Company for use of our corporate aircraft and, solely as it relates to Mr. Boyd, use of a corporate car. Of the total amounts reported for Mr. Boyd for 2017, $11,456 is attributable to the use of a corporate car.

(D) Represents country club membership fees for Mr. Boyd.

(6) Amounts in this column represent a special bonus in the amount of $250,000 that was approved by our Compensation Committee and paid to Mr. Boyd in recognition of the loss of a benefit that Mr. Boyd previously received under certain split-dollar life insurance arrangements that we terminated in December 2003.

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Grants of Plan-Based Awards Table

The following table sets forth information regarding each grant of an award made under our incentive plans to our Named Executive Officers during the fiscal year ended December 31, 2017.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares or Units	All Other Option Awards: Number of Securities Underlying Options	Exe or Pri Op Aw
Award Type	Grant Date	Date of Compensation Committee Action(5)	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($
term bonus(1)			505,875	1,011,750	2,023,500						
r RSUs(2)	01/03/17	12/07/06							7,827		
3)	11/02/17								21,605		
mance Shares(4)	11/02/17					16,204	32,407	64,814			
term bonus(1)			993,750	1,987,500	3,975,000						
r RSUs(2)	01/03/17	12/07/06							9,738		
3)	11/02/17								69,444		
mance Shares(4)	11/02/17					52,084	104,167	208,334			
term bonus(1)			225,000	450,000	900,000						
r RSUs(2)	01/03/17	12/07/06							4,299		
3)	11/02/17								15,741		
mance Shares(4)	11/02/17					11,806	23,611	47,222			
term bonus(1)			206,250	412,500	825,000						
r RSUs(2)	01/03/17	12/07/06							3,962		
3)	11/02/17								13,890		
mance Shares(4)	11/02/17					10,418	20,835	41,670			
term bonus(1)			162,000	324,000	648,000						
r RSUs(2)	01/03/17	12/07/06							3,858		
3)	11/02/17								9,260		
mance Shares(4)	11/02/17					6,945	13,890	27,780			

(1)

Represents short-term (or annual) bonus for fiscal year 2017 under the 2000 MIP. The award amount is based upon our performance relative to the operating budget measured by our EBITDA, as approved by the board of directors. Threshold represents achieving a performance level that is 80% of the target operating budget amount; Target represents achieving between 97.5% and 102.5% of the target operating budget amount; and Maximum represents achieving 130% or more of the of the target operating budget amount. See ***Compensation Discussion and Analysis Primary Components of our Compensation Program Short-Term Bonus***.

(2) Represents Career RSUs granted to the Named Executive Officers for no consideration pursuant to our Career Shares Program under our Stock Incentive Plan. Each Career RSU represents a contingent right to receive one share of our common stock. The vested Career RSUs will be paid out in shares of our common stock at the time of retirement based upon the grantee s attained age and years of continuous service at the time of retirement. To receive any payout under the Career Shares Program, grantees must be at least 55 years old and must have been continually employed by us for a minimum of 10 years. Retirement after 10 years of service will entitle a grantee to fifty percent (50%) of his or her Career RSUs. This increases to seventy-five percent (75%) after 15 years and one hundred percent (100%) following 20 years of employment. In the event of a grantee s death or permanent disability, or following a change in control of the Company, the grantee will be deemed to have attained age 55 and the Career RSUs will immediately vest and convert into shares of our common stock based on the grantee s years of continuous service through the date of death, termination resulting from permanent disability or the change in control, as applicable. See ***Compensation Discussion and Analysis Career Shares Program***.

(3) Represents RSUs granted under our Stock Incentive Plan. Each RSU represents a contingent right to receive one share of our common stock. The RSUs granted to the Named Executive Officers in 2017 vest in full upon the third anniversary of the grant date. The RSUs are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Incentive Plans***.

(4) Represents Performance Shares granted under our Stock Incentive Plan. Each Performance Share represents a contingent right to receive up to a maximum of two (2) shares of our common stock, subject to three-year cliff vesting and satisfaction of certain performance metrics. Notwithstanding the foregoing, these Performance Shares are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Compensation***.

(5) Our Compensation Committee has adopted a policy of providing for the automatic grant of Career RSUs on January 2 of each calendar year (or, if January 2 is not a business day, then the next business day) based on the base salary of the participant in effect on December 31 of the immediately preceding year and the closing stock price of our common stock on January 2 or, if January 2 is not a business day, then the next business day. For more information, see ***Compensation Discussion and Analysis Career Shares Program***.

(6) Represents the aggregate ASC 718 value of awards made in 2017. With respect to the Performances Shares, the amounts reported in the table assume that the performance metrics were all achieved at the target performance level.

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Outstanding Equity Awards at Fiscal Year-End Table

The following table sets forth information regarding unexercised stock options and unvested stock awards for each of our Named Executive Officers outstanding as of December 31, 2017.

	Option Awards				Stock Awards	
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares, Units or Other Rights That Have Not Vested (#)	Market or Payout Value of Shares, Units or Other Rights That Have Not Vested ($)(3)
William S. Boyd	33,473		11.57	12/10/2024	24,242(5)	849,682
	17,958	8,978(1)	19.98	10/29/2025	12,122(6)	424,859
	7,975	15,949(2)	17.75	11/08/2026	20,812(7)	729,461
					10,406(8)	364,730
					21,605(9)	757,255
					16,204(10)	567,933
Keith E. Smith	231,265		8.34	11/01/2020	84,849(5)	2,973,957
	154,353		6.70	12/07/2021	42,424(6)	1,486,961
	170,068		9.86	11/07/2023	88,189(7)	3,091,024
	100,418		11.57	12/10/2024	44,095(8)	1,545,512
	62,851	31,425(1)	19.98	10/29/2025	69,444(9)	2,434,012
	33,892	67,783(2)	17.75	11/08/2026	52,084(10)	1,825,527
Josh Hirsberg	25,000		33.31	01/02/2018	55,056(4)	1,929,713
	20,000		6.60	11/04/2018	19,394(5)	679,760
	20,000		7.55	11/03/2019	9,697(6)	339,880
	10,000		8.34	11/01/2020	35,187(7)	1,233,304
	25,510		6.70	12/07/2021	10,094(8)	353,777
	25,510		5.22	11/08/2022	15,741(9)	551,722
	32,000		9.86	11/07/2023	11,806(10)	413,783
	23,431		11.57	12/10/2024		
	14,366	7,183(1)	19.98	10/29/2025		
	7,975	15,949(2)	17.75	11/08/2026		
Brian A. Larson	7,252		11.57	12/10/2024	16,969(5)	594,763
	12,570	6,285(1)	19.98	10/29/2025	8,485(6)	297,382
	6,779	13,556(2)	17.75	11/08/2026	32,638(7)	1,143,962
					8,819(8)	309,106
					13,890(9)	486,845
					10,418(10)	365,133
Stephen S. Thompson	10,000		8.34	11/01/2020	13,650(5)	478,433

	3,988	7,974(2)	17.75	11/08/2026	2,275(6)	79,739
					10,406(7)	364,730
					5,203(8)	182,365
					9,260(9)	324,563
					6,945(10)	243,422

( ) See also ***Option Exercises and Stock Vested Table*** for a discussion of certain Performance Shares that vested based on performance for the three-year period ended December 31, 2017.

(1) These stock options were granted on October 29, 2015, and will vest and become exercisable as to 33 1/3% of the shares of our common stock underlying the option grant on the first day of each successive 12-month period, with the first installment vesting on October 29, 2016. Notwithstanding the foregoing, these stock options are subject to enhanced vesting and exercise period provisions for certain long service employees as discussed above in ***Compensation Discussion and Analysis Post-Termination Compensation Equity Incentive Plans***.

(2) These stock options were granted on November 8, 2016, and will vest and become exercisable as to 33 1/3% of the shares of our common stock underlying the option grant on the first day of each successive 12-month period, with the first installment vesting on November 8, 2017. Notwithstanding the foregoing, these stock options are subject to enhanced vesting and exercise period provisions for certain long service employees as discussed above in ***Compensation Discussion and Analysis Post-Termination Compensation Equity Incentive Plans***.

(3) Pursuant to applicable SEC rules, represents the closing market price of our common stock on December 29, 2017, $35.05, multiplied by the aggregate number of Career RSUs, RSUs or Performance Shares, as applicable, held by the Named Executive Officer on such date.

(4) Represents unvested Career RSUs granted to the Named Executive Officers for no consideration pursuant to our Career Shares Program under our Stock Incentive Plan. Each Career RSU represents a contingent right to receive one share of our common stock. The vested Career RSUs will be paid in shares of our common stock at the time of retirement based upon the grantee s attained age and years of continuous service at the time of retirement. The Named Executive Officers whose Career RSUs were fully vested as of December 31, 2017 were Mr. Boyd, Mr. Smith, Mr. Larson, and Mr. Thompson. The actual market value of our common stock, if any, ultimately received upon the grantee s

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termination of service in connection with such Career RSUs can only be determined upon the occurrence of such termination. See ***Compensation Discussion and Analysis Career Shares Program***.

(5) Represents RSUs granted under our Stock Incentive Plan on October 29, 2015. Each RSU represents a contingent right to receive one share of our common stock. The RSUs granted to the Named Executive Officers vest in full upon the third anniversary of the grant date. Notwithstanding the foregoing, these RSUs are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Incentive Plans***.

(6) Represents Performance Shares granted under our Stock Incentive Plan on October 29, 2015. Each Performance Share represents a contingent right to receive up to a maximum of two (2) shares of our common stock, subject to three-year cliff vesting and satisfaction of certain performance metrics. The amount reported is the threshold number of shares that may be issued pursuant to the award. Notwithstanding the foregoing, these Performance Shares are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Compensation***.

(7) Represents RSUs granted under our Stock Incentive Plan on November 8, 2016. Each RSU represents a contingent right to receive one share of our common stock. The RSUs granted to the Named Executive Officers vest in full upon the third anniversary of the grant date. Notwithstanding the foregoing, these RSUs are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Incentive Plans***.

(8) Represents Performance Shares granted under our Stock Incentive Plan on November 8, 2016. Each Performance Share represents a contingent right to receive up to a maximum of two (2) shares of our common stock, subject to three-year cliff vesting and satisfaction of certain performance metrics. The amount reported is the threshold number of shares that may be issued pursuant to the award. Notwithstanding the foregoing, these Performance Shares are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Compensation***.

(9) Represents RSUs granted under our Stock Incentive Plan on November 2, 2017. Each RSU represents a contingent right to receive one share of our common stock. The RSUs granted to the Named Executive Officers vest in full upon the third anniversary of the grant date. Notwithstanding the foregoing, these RSUs are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Incentive Plans***.

(10) Represents Performance Shares granted under our Stock Incentive Plan on November 2, 2017. Each Performance Share represents a contingent right to receive up to a maximum of two (2) shares of our common stock, subject to three-year cliff vesting and satisfaction of certain performance metrics. The amount reported is the threshold number of shares that may be issued pursuant to the award. Notwithstanding the foregoing, these Performance Shares are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. See ***Compensation Discussion and Analysis Equity Compensation***.

Option Exercises and Stock Vested Table

The following table sets forth information regarding the exercise of stock options and the vesting of stock awards for each of our Named Executive Officers during the fiscal year ended December 31, 2017.

	OPTION AWARDS		STOCK AWARDS	
Name	**Number of Shares Acquired on Exercise (#)**	**Value Realized on Exercise ($)**	**Number of Shares Acquired on Vesting (#)**	**Value Realized on Vesting ($)(1)(2)(3)**
William S. Boyd	76,531	1,172,523	93,852	3,086,449(4)

Keith E. Smith	71,780	1,371,330	267,813	8,978,857(4)
Josh Hirsberg			60,218	2,048,708
Brian A. Larson	27,260	365,205	59,848	1,982,600(4)
Stephen S. Thompson			23,052	715,022(4)

(1) Amounts in this column represent the number of Career RSUs and/or RSUs that vested during 2017 for the applicable Named Executive Officer, multiplied by the market price of the underlying shares of our common stock on the vesting date.

(2) On November 7, 2013, our Named Executive Officers were granted Performance Shares under our Stock Incentive Plan, with vesting based on the Compensation Committee s determination of the Company s achievement of specific performance metrics for the three-year period ended December 31, 2017. On February 26, 2018, the Compensation Committee determined that performance metrics for this period had been achieved at a level resulting in payout of approximately 157% of the target award. The value realized is calculated by multiplying $35.29, the closing market price on February 26, 2018, the determination date, by the total number of shares that vested for each Named Executive Officer. See ***Compensation Discussion and Analysis Equity Compensation, Performance Shares Vesting***.

(3) On December 10, 2017, RSUs granted to the Named Executive Officers under our Stock Incentive Plan on December 10, 2014 vested in full in accordance with the terms of their award agreements. Each RSU represents a contingent right to receive one share of our common stock. The value realized is calculated by multiplying the closing market price of our common stock on December 8, 2017, $32.03, the vesting date, by the total number of shares that vested.

(4) Includes Career RSUs that were granted to the Named Executive Officers on January 3, 2017 for no consideration pursuant to our Career Shares Program under our Stock Incentive Plan. Each Career RSU represents a contingent right to receive one share of our common stock. The vested Career RSUs will be paid out in shares of our common stock at the time of retirement based upon the grantee s attained age and years of continuous service at the time. Because Mr. Boyd, Mr. Smith, Mr. Larson, and Mr. Thompson were at least 55 years old and had been employed by us for at least 20 years as of the January 3, 2017 grant date, they were each immediately 100% vested in the Career RSUs granted. As a result, the value realized is the closing market price on January 3, 2017, $20.41, the grant (and vesting) date, multiplied by the number of units. However, consistent with the terms of the Career Shares Program as described above, the Career RSUs of Mr. Boyd, Mr. Smith, Mr. Larson, and Mr. Thompson will not convert into our common stock until the termination of each of their respective services with us. The value Mr. Boyd, Mr. Smith, Mr. Larson, and Mr. Thompson receive, if any, upon such conversion can only be determined at the time that each of their respective service with us terminates.

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Non-Qualified Deferred Compensation Table

Our Deferred Compensation Plan provides for the deferral of compensation on a basis that is not tax-qualified. Under our Deferred Compensation Plan, our Named Executive Officers may defer up to 25% of their base salary and up to 75% of their incentive compensation. We may make discretionary matching contributions or discretionary additions to a participant s account; however, during 2017, we did not exercise such discretion. For an explanation on a participant s potential distributions, see ***Compensation Discussion and Analysis Deferred Compensation Plan***. Our Deferred Compensation Plan is a self-directed investment program containing investment features and funds that are substantially similar to the Company s 401(k) program. The following table sets forth amounts deferred under our Deferred Compensation Plan, including our predecessor plan, for the year ended December 31, 2017:

Name	Executive Contributions in Last FY ($)	Aggregate Earnings (Losses) in Last FY ($)	Aggregate Balance at Last FYE ($)
William S. Boyd			
Keith E. Smith		110,536	602,534
Josh Hirsberg			
Brian A. Larson		2,197	408,588
Stephen S. Thompson		138,350	1,350,353

Potential Payments upon Termination or Change in Control

Under the terms of our 2000 MIP, CIC Plan and our equity incentive plans, including the individual award agreements under our equity incentive plans, payments may be made to our Named Executive Officers upon their termination of employment or a change in control of the Company. See ***Compensation Discussion and Analysis Post-Termination Compensation*** for an explanation of the specific circumstances that would trigger payments under each plan. The description of the plans is qualified by reference to the complete text of the plans, which have been filed with the SEC. We have not entered into any severance agreements with our currently serving Named Executive Officers.

The following table sets forth the estimated payments that would be made to each of our Named Executive Officers upon voluntary termination, involuntary termination not for cause, for cause, and as a qualifying termination in connection with a change in control, and death or permanent disability. The payments would be made pursuant to the plans identified in the preceding paragraph. The information set forth in the table assumes:

- The termination event occurred on December 29, 2017 (the last business day of our last completed fiscal year);
- The price per share of our common stock on the date of termination is $35.05 per share (the closing market price of our common stock on December 29, 2017, the last trading day in 2017);
- For purposes of the short-term/annual awards under the 2000 MIP, (i) the Named Executive Officers have earned their target awards and the plan administrator does not elect to eliminate or reduce the awards pursuant to authority to do so granted under the plan, and (ii) except as otherwise stated herein each Named Executive

Officer has earned and is paid their target bonus, as applicable, under the 2000 MIP;

All payments are made in a lump sum on the date of termination;

The vesting of all unvested stock options, RSUs, Performance Shares and Career RSUs held by the executives (treating as unvested those Performance Shares that vested and settled based on the Compensation Committee s subsequent determination of 2017 performance) is immediately accelerated in full upon a change of control pursuant to discretionary authority of the plan administrator granted pursuant to the particular plan (if not otherwise accelerated pursuant to the terms of the applicable award agreements, terms of the CIC Plan or pursuant to long service benefits);

The portion of in-the-money stock options and other equity awards that are subject to accelerated vesting in connection with the termination are immediately exercised and the shares received upon exercise (or upon settlement in the case of RSUs, Performance Shares and Career RSUs) are immediately resold at the assumed price per share of our common stock on the date of termination; and

Any vested Career RSUs held by the executives are immediately resold at the assumed price per share of our common stock on the date of termination.

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The actual amounts to be paid out can only be determined at the time of such executive s separation from the Company and may differ materially from the amounts set forth in the table below. The amounts set forth in the table below do not reflect the withholding of applicable state and federal taxes.

Name	Voluntary Termination ($)	Involuntary Termination Not For Cause ($)	Involuntary Termination For Cause ($)	Change in Control ($)	Death or Permanent Disability ($)
William S. Boyd					
CIC Plan				6,523,381	
Short-term/Annual Bonus (2000 MIP)	1,011,750	1,011,750	1,011,750	1,011,750(1)	1,011,750
Unvested and Accelerated Awards Under Equity Incentive Plans	10,228,266	10,228,266	5,485,500	12,121,386	10,228,266
Total	11,240,016	11,240,016	6,497,250	19,656,517	11,240,016
Keith E. Smith					
CIC Plan				19,803,312	
Short-term/Annual Bonus (2000 MIP)	1,987,500	1,987,500	1,987,500	1,987,500(1)	1,987,500
Unvested and Accelerated Awards Under Equity Incentive Plans	23,207,614	23,207,614	5,911,813	29,232,679	23,207,614
Total	25,195,114	25,195,114	7,899,313	51,083,492	25,195,114
Josh Hirsberg					
CIC Plan				5,447,989	
Short-term/Annual Bonus (2000 MIP)				450,000(2)	450,000
Unvested and Accelerated Awards Under Equity Incentive Plans				7,814,801	
Total				13,712,790	450,000
Brian A. Larson					
CIC Plan				2,025,264	
Short-term/Annual Bonus (2000 MIP)	412,500	412,500	412,500	412,500(1)	412,500
Unvested and Accelerated Awards Under Equity Incentive Plans	6,395,092	6,395,092	2,351,575	7,612,203	6,395,092
Total	6,807,592	6,807,592	2,764,075	10,049,967	6,807,592
Stephen S. Thompson					
CIC Plan				2,871,853	
Short-term/Annual Bonus (2000 MIP)	324,000	324,000	324,000	324,000(1)	324,000
	3,328,061	3,328,061	1,675,530	4,139,469	3,328,061

Unvested and Accelerated Awards Under Equity Incentive Plans					
Total	3,652,061	3,652,061	1,999,530	7,335,321	3,652,061

(1) Represents the amount payable under the 2000 MIP in the event of a change of control followed by the executive s termination with or without cause.

(2) Represents the amount payable under the 2000 MIP in the event of a change of control followed by the executive s termination without cause. In the event of the executive s termination with cause following a change of control, the amount payable would be $0.

Chief Executive Officer Pay Ratio

In 2017, the annual total compensation of Mr. Smith, our President and Chief Executive Officer, was $8,591,457, as reported in the Summary Compensation Table. Based on the methodology described below, we determined that the median employee in terms of total 2017 compensation of all Company employees (other than Mr. Smith) received an estimated $23,645 in annual total compensation for 2017. Therefore, the estimated ratio of 2017 total compensation of Mr. Smith to the median employee was 363 to 1. The pay ratio provided is a reasonable estimate calculated in a manner consistent with SEC rules.

To determine median employee compensation, we took the following steps:

We identified our employee population as of December 31, 2017, which consisted of approximately 20,000 full-time and part-time employees.

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With respect to employees other than Mr. Smith, we used a base salary for 2017, which consisted of base cash salary for salaried employees and cash compensation paid at the applicable hourly rate for non-salaried employees. Certain of our non-salaried employees also may receive tip income, which we excluded for purposes of determining the median employee. We then identified the median employee whose compensation we believe best reflects the Company s employees median 2017 compensation.

In accordance with SEC rules, we then determined the median employee s 2017 total compensation ($23,645) using the approach required by the SEC when calculating our named executive officers compensation, as reported in the Summary Compensation Table. The median employee s 2017 total compensation included all cash compensation and Company matching contributions to the employee s 401(k) account.

Director Compensation

Our director compensation program, which is applicable to our directors other than directors who are also our employees, has historically consisted of cash retainers, equity grants and eligibility for certain medical and health benefits. The cash retainer component of director compensation is established by the independent members of our board of directors, and includes an annual retainer applicable to all non-employee directors for service on our board of directors, in addition to retainers specifically established based on based on committee memberships, anticipated meeting frequency and committee chair or lead director positions held during the year, as summarized in the table below for 2017:

Annual retainer fees for service on the board of directors	$ 73,000
Additional annual retainer fees for service as Presiding Director	$ 25,000
Additional annual retainer fees for service as a member or chair of (with chair fees inclusive of fees for service as a member):	

	Member	Chair
Audit Committee	$ 14,000	$ 29,000
Compensation Committee	$ 8,000	$ 20,000
Corporate Governance and Nominating Committee	$ 4,500	$ 12,000

The equity compensation component of non-employee director compensation consists of an annual award of RSUs valued at approximately $145,000, which are granted on the date of each annual meeting of our shareholders, are fully vested on grant, and are to be paid in shares of our common stock upon cessation of service on the board of directors. RSUs granted under this program do not contain voting rights and are not entitled to dividends.

In late 2017, as a part of a periodic review of the elements of our outside director compensation programs and in consultation with Exequity, the Corporate Governance and Nominating Committee recommended and approved certain modifications to the Company s compensation program for our non-employee directors, which was last modified in 2013. These changes were primarily designed to ensure that the Company s outside director compensation program is competitive with and comparable to peer group compensation practices, generally targeting outside directors compensation toward the 50th percentile of the Company s selected peer group companies (see ***Compensation Discussion and Analysis Objectives of our Compensation Program***). These approved changes for 2018 include the following: (i) an increase in the value of annual RSU awards from $145,000 to $175,000; (ii) an increase in the annual director retainer fee from $73,000 to $75,000; (iii) increases in the annual retainer for all

members of the Corporate Governance Committee, including an increase in the aggregate committee compensation from $12,000 to $15,000 for the Committee Chair and an increase from $4,500 to $10,000 for the other members; and (iv) an increase from $8,000 to $10,000 in the annual retainer for members of the Compensation and Stock Option Committee other than the Committee Chair, whose aggregate committee compensation remains unchanged at $20,000. There were no changes made to the Audit Committee related annual retainer or to the additional annual fee to our Presiding Director.

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Director Compensation Table

The following table sets forth the compensation earned for services performed for us as a director by each member of our board of directors, other than any directors who are also our employees, during the fiscal year ended December 31, 2017.

Name(1)	Fees Earned or Paid in Cash ($)(2)	Stock Awards ($)(3)(4)	All Other Compensation ($)(5)	Total ($)
Peter M. Thomas	136,500	144,999	13,219	294,718
Richard E. Flaherty	106,500	144,999	21,024	272,523
Christine J. Spadafor	99,000	144,999	6,609	250,608
Veronica J. Wilson	95,000	144,999		239,999
Paul W. Whetsell	81,000	144,999	13,219	239,218
John R. Bailey	77,500	144,999	13,219	235,718
Robert L. Boughner	73,000	144,999	13,219	231,218

(1) Excluded from this table are Marianne Boyd Johnson and William R. Boyd each of whom serves as a member of our board of directors and also as our executive officers. Neither Ms. Johnson nor Mr. Boyd receives any compensation (including board or committee fees, stock options or otherwise) for serving as a member of our board of directors, but they are compensated for serving as executive officers. For more information, see ***Transactions with Related Persons***.

(2) Represents the amount of cash compensation earned in 2017 for service on our board of directors and committees of our board of directors, as applicable.

(3) These amounts reflect the grant date fair value, as determined in accordance with ASC 718, of awards pursuant to our Stock Incentive Plan. The grant date fair value for awards is measured based on the fair market value of our common stock on the date of grant, calculated as the closing price for our common stock. Assumptions used in the calculation of these amounts are included in Note 10, *Stockholders Equity and Stock Incentive Plans,* to our audited financial statements for the fiscal year ended December 31, 2017 included in our Annual Report on Form 10-K filed with the SEC on February 26, 2018. However, as required, the amounts shown exclude the impact of estimated forfeitures related to service-based vesting conditions.

(4) On April 13, 2017, the date of our 2017 Annual Meeting, in accordance with our director compensation program, we awarded each then serving non-employee director RSUs in the amount of 6,782 shares. As of December 31, 2017, our current non-employee directors had outstanding RSUs entitling them to the following number of shares of our common stock upon retirement from the board:

Name	Aggregate Number of Shares Underlying RSUs (#)
Peter M. Thomas	104,153
Veronica J. Wilson	104,153
Christine J. Spadafor	92,872
Richard E. Flaherty	60,326
John R. Bailey	24,443
Paul W. Whetsell	24,443

Robert L. Boughner	6,782

(5) Each of our non-employee directors is eligible to participate in our Medical Expense Reimbursement Plan, which covers medical expenses incurred by plan participants and their spouses that are not covered by other medical plans. The amounts in this column represent amounts paid in the form of plan premiums and/or received as reimbursement under this plan for the fiscal year ended December 31, 2017. Ms. Wilson did not participate in the Medical Expense Reimbursement Plan in fiscal year 2017.

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BOARD COMMITTEE REPORTS

Notwithstanding anything to the contrary set forth in any of our filings under the Securities Act of 1933 or the Exchange Act that might incorporate future filings, including this proxy statement, in whole or in part, the Compensation and Stock Option Committee Report and the Report of the Audit Committee shall not be deemed to be incorporated by reference into any such filings, except to the extent that the Company specifically incorporates such report by reference, and such incorporated report shall not otherwise be deemed filed.

Compensation and Stock Option Committee Report

We have reviewed and discussed with management the Compensation Discussion and Analysis. Based on our review and discussions, we recommended to the board of directors that the Compensation Discussion and Analysis be included in this proxy statement.

Peter M. Thomas, *Chairman*
Veronica J. Wilson
Paul W. Whetsell
Members, Compensation and Stock Option Committee

Report of the Audit Committee

To the Board of Directors:

We have reviewed and discussed with management the Company s audited financial statements as of and for the fiscal year ended December 31, 2017.

We have discussed with Deloitte & Touche LLP (Deloitte), the Company s independent registered public accounting firm, the matters required to be discussed by Auditing Standard No. 1301, as amended (*Communications with Audit Committees*), as adopted by the Public Company Accounting Oversight Board.

We have received and reviewed the written disclosures and the letter from Deloitte required by applicable requirements of the Public Company Accounting Oversight Board regarding Deloitte s communications with the Audit Committee concerning independence, and have discussed with Deloitte their independence.

Based on the reviews and discussions referred to above, we recommended to the board of directors that the audited financial statements be included in the Company s Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

During the course of 2017, the Audit Committee continued to oversee the Company s efforts related to its internal control over financial reporting and management s preparation for the evaluation in 2018. The Audit Committee was kept apprised of the progress of the 2017 evaluation and provided oversight and advice to management during the process. In connection with this oversight, the Audit Committee reviewed periodic updates provided by management, members of the Company s internal audit group, and Deloitte. At the conclusion of the process, management, as well as members of the Company s internal audit group, provided the Audit Committee with, and the Audit Committee reviewed, a report on the effectiveness of the Company s internal control over financial reporting. The Audit Committee also reviewed Management s Report on Internal Control Over Financial Reporting included in the Company s Annual Report on Form 10-K for the year ended December 31, 2017, as well as Deloitte s Report of

Independent Registered Public Accounting Firm included in the Company s Annual Report on Form 10-K related to its audit of the consolidated financial statements and the effectiveness of internal control over financial reporting.

Richard E. Flaherty, *Chairman*
Christine J. Spadafor
Peter M. Thomas
Veronica J. Wilson
Members, Audit Committee

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PROPOSALS REQUIRING YOUR VOTE

PROPOSAL 1 Election of Directors

General

The authorized number of directors is currently fixed at eleven, as set by the board of directors pursuant to our Amended and Restated Bylaws. Each of our directors is being nominated for re-election, to hold office until the next annual meeting of stockholders or until their respective successors are duly elected and qualified. Following the recommendation of our Corporate Governance and Nominating Committee, the board of directors has nominated the eleven persons listed below to serve as directors for a one-year term beginning at the Annual Meeting.

Vacancies on our board of directors and newly created directorships will generally be filled by vote of a majority of the directors then in office, and any directors so chosen will hold office until the next annual election of directors. The board of directors has no reason to believe that any of its nominees will be unable or unwilling to serve if elected to office and, to the knowledge of the board of directors, each of its nominees intends to serve the entire term for which election is sought. However, should any nominee of the board of directors become unable or unwilling to accept nomination or election as a director of the Company, the proxies solicited by management will be voted for such other person as our board of directors may determine.

In voting for a director, each stockholder is entitled to cast one vote for each outstanding share of our common stock that they hold. Stockholders are not entitled to cumulate their votes for members of the board of directors. The eleven nominees who receive the greatest number of FOR votes will be elected to the board of directors.

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THE BOARD OF DIRECTORS RECOMMENDS YOU VOTE FOR

THE ELECTION OF EACH OF THE FOLLOWING NOMINEES.

Director Nominees

The names of the director nominees, their ages as of the record date and certain other information about them are set forth below:

				Board Committee Membership		
Name	**Age**	**Position**	**Director Since**	**Audit Committee**	**Corporate Governance and Nominating Committee**	**Compensation and Stock Option Committee**
John R. Bailey	57	Director	2015			
Robert L. Boughner	65	Director and Retired Executive Vice President and Chief Business Development Officer	1996			
William R. Boyd	58	Vice President and Director	1992			
William S. Boyd	86	Executive Chairman of the Board of Directors	1988			
Richard E. Flaherty	73	Director	2011	***Chair***		
Marianne Boyd Johnson	59	Vice Chairman of the Board of Directors and Executive Vice President	1990			
Keith E. Smith	57	President, Chief Executive Officer and Director	2005			
Christine J. Spadafor	62	Director	2009		***Chair***	
Peter M. Thomas	68	Director	2004			***Chair***
Paul W. Whetsell	67	Director	2015			
Veronica J. Wilson	66	Director	2003			

John R. Bailey has served as a director of the Company since January 2015. Mr. Bailey is managing partner of Bailey Kennedy, a Las Vegas law firm. Mr. Bailey has more than 30 years of legal experience, with a particular focus on business practices, commercial corporate litigation, healthcare law and gaming law. Prior to founding his law firm in 2001, Mr. Bailey was an associate and shareholder with Lionel Sawyer & Collins, Nevada s largest law firm at that time. Mr. Bailey has served in board positions with a wide range of regulatory and community organizations over the last 15 years, including as Chairman of the Nevada State Athletic Commission, Chairman of the Nevada State Bar Moral Character and Fitness Committee, Chairman of the Governing Board of the Andre Agassi College Preparatory Academy, and a Director of the Council for a Better Nevada and the Las Vegas Global Economic Alliance. He also previously served on the Board of Directors of SHFL Entertainment, Inc., a publicly traded company.

Robert L. Boughner has served as a director of the Company since April 1996. Mr. Boughner has served as a Senior Partner with Global Market Advisors, a leading international consulting firm serving the hospitality and gaming industries, since September 2016. Prior to his current role, and having more than 25 years of senior management experience with the Company, Mr. Boughner had most recently served until his retirement in August 2016 as the Company s Executive Vice President and Chief Business Development Officer, a position he had held since December 2009. Additionally, Mr. Boughner s experience with the Company includes his service from January 2009 through November 2012 as the President and Chief Operating Officer of Marina District Development Company, LLC

(MDDC), then the limited liability company formed as part of a 50-50 joint venture with MGM Resorts International, which owned and operated the Borgata Hotel Casino and Spa and the Water Club in Atlantic City, New Jersey. He also served as President and Chief Executive Officer of our Echelon Place project from July 2005 through the sale of the project in March 2013. Mr. Boughner had held the position of Chief Executive Officer of MDDC from January 1999 through June 2006. Prior to his initial service with MDDC, Mr. Boughner had served as Chief Operating Officer and Senior Executive Vice President of the Company, from April 1990 and May 1998, respectively, through October 2001. He is active in civic and industry affairs. Mr. Boughner currently serves on the board of directors of Southwest Gas Holdings, Inc. (SWG), and serves as a member of the audit committee and nominating and corporate governance committee of SWG, and he has previously served for 20 years on the board of directors of the Bank of Nevada.

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William R. Boyd has been a Vice President of the Company since December 1990 and a director since September 1992. From June 1987 until December 1990, he was Director of Operations at the Fremont Hotel and Casino. From 1978 until 1987, he held various administrative and operations positions at the California Hotel and Casino and Sam s Town Hotel and Gambling Hall. Mr. Boyd serves on the board of directors of the Better Business Bureau of Southern Nevada. He also serves as chairman of the Company s corporate compliance committee and is a member of the Company s diversity council. Mr. Boyd is the son of William S. Boyd and the brother of Marianne Boyd Johnson, both of whom are directors and officers of the Company.

William S. Boyd has served as a director of the Company since its inception in June 1988 and as Chairman of the Board of Directors since August 1988. Mr. Boyd has served as the Executive Chairman of the Board of Directors of the Company since January 2008, and he previously held the position of Chief Executive Officer of the Company from August 1988 through December 2007. A co-founder of California Hotel and Casino, Mr. Boyd has been a director of that company since its inception in 1973, and he has held several offices with that company, including having served as its President. Prior to joining California Hotel and Casino, Mr. Boyd practiced law in Las Vegas for 15 years. Between 1970 and 1974, he also was Secretary, Treasurer and a member of the board of directors of the Union Plaza Hotel and Casino. Mr. Boyd has served as Vice Chairman of the board of directors of the American Gaming Association and the President Emeritus of the National Center for Responsible Gaming. Mr. Boyd is also a member of the board of directors of Western Alliance Bancorporation. Mr. Boyd is the father of Marianne Boyd Johnson and William R. Boyd, both of whom are directors and officers of the Company.

Richard E. Flaherty has served as a director of the Company since October 2011. From September 2008 until retiring in July 2010, Dr. Flaherty served as the Dean of the Eberhardt School of Business at the University of the Pacific, in Stockton, California. Prior to that, he had served as Dean of the College of Business and Professor of Accounting at the University of Nevada, Las Vegas (UNLV) for eight years, and before joining UNLV, Dr. Flaherty was on the faculty at Arizona State University for approximately twenty-one years. He was also previously on the faculties of the University of Illinois and Oklahoma State University, and served for almost two years as a research associate at the Financial Accounting Standards Board. He has published articles on financial accounting theory and practice in several journals and co-authored an intermediate accounting textbook through six editions.

Marianne Boyd Johnson has served as Vice Chairman of the Board of Directors since February 2001 and has been a director since September 1990. Ms. Johnson has served as Executive Vice President of the Company since January 2008. She also serves as chief diversity officer of the Company. Ms. Johnson previously held the position of Senior Vice President of the Company from December 2001 through December 2007; and prior to being elected Senior Vice President, she had served as Vice President of the Company since September 1997. From 1976 until September 1990, she held a variety of operations positions with the Company. Ms. Johnson also serves on the board of directors of Western Alliance Bancorporation. Ms. Johnson is the daughter of William S. Boyd and the sister of William R. Boyd, both of whom are directors and officers of the Company.

Keith E. Smith has been President and a director of the Company since April 2005, and he has served as Chief Executive Officer since January 2008. Mr. Smith served as the Chief Operating Officer of the Company from October 2001 through December 2007, and prior to being appointed President, Mr. Smith had served as the Company s Executive Vice President since May 1998. He joined the Company in September 1990. Mr. Smith served as a board member of the Los Angeles Branch of the Federal Reserve Bank of San Francisco from 2009 through 2014, including having been appointed to serve as its Chairman from January 2012 through December 2014. In 2005, Mr. Smith was appointed to the Board of the Nevada Resort Association and served as Chairman from December 2008 until December 2012. Mr. Smith is also a member of the board of directors of the American Gaming Association, having served as its Chairman in 2010 and 2011. He served as the Vice Chairman of the Las Vegas Convention and Visitors Authority from January 2006 to July 2011. Mr. Smith is currently a member of the board of directors of Sky West,

Inc. (Sky West), and serves on the Audit Committee and as Chair of the Compensation and Stock Option Committee of Sky West.

Christine J. Spadafor has served as a member of our board of directors since May 2009. Ms. Spadafor has served as Chief Executive Officer of SpadaforClay Group, Inc., a Harvard Square management consulting firm for strategy, operations, leadership, and board issues, since she founded the firm in 2004. She is also Managing Director of The Coltala Group, a diversified holding company. For nearly a decade, she was a partner/principal with three global management consulting firms, including The Boston Consulting Group. A graduate of Harvard Law School, Ms. Spadafor is a licensed attorney and in 2008, the American Bar Association recognized her as one of the nation s

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top 20 female attorneys with business expertise. She has served several non-profit organizations in board and executive leadership capacities. For nearly 10 years, Christine Spadafor was Chief Executive Officer of St. Jude s Ranch for Children, a non-profit organization that cares for abused and homeless children. Ms. Spadafor is a lecturer in the Visiting Executive Program at Tuck School of Business at Dartmouth, a lecturer at Harvard Kennedy School and is a frequent speaker at seminars and meetings addressing Women in Leadership topics, including an international conference sponsored by Harvard Medical School. In addition, she is a Distinguished Professor of Practice in the Master s degree program at the Greenspun College of Urban Affairs in the School of Public Policy and Leadership at the University of Nevada, Las Vegas.

Peter M. Thomas has served as a director of the Company since April 2004. Mr. Thomas served as a director of Coast Casinos from August 2002 until his election to the board of directors of the Company, and he served on the Rio Suite Hotel and Casino, Inc. board of directors from 1995 to 1999. Mr. Thomas is the Managing Director of Thomas & Mack Co. LLC, a commercial real estate development and management company. He also served as President and Chief Operating Officer of Bank of America, Nevada from 1992 to 1995 and, prior to the acquisition of Valley Capital Corporation by Bank of America, as the President and Chief Operating Officer of Valley Bank of Nevada from 1982 to 1992. Mr. Thomas was the Chairman of the Las Vegas Metropolitan Police Department s Committee on Fiscal Affairs and a committee member from 1994 through 2006. Mr. Thomas has been a member of the board of directors of City National Bank since April 2003 and was a board member of the Los Angeles Branch of the Federal Reserve Bank of San Francisco from January 2003 to December 2008.

Paul W. Whetsell has served as a director of the Company since January 2015. From April 2015 until July 2017, Mr. Whetsell served as the Vice Chairman of Loews Hotels Holding Corporation (Loews), and prior to that position with Loews, he had served as its President and CEO since January 2012. From 2006 through the present, Mr. Whetsell has been the President and Chief Executive Officer of Capstar Hotel Company. From August 1998 until May 2006, Mr. Whetsell served as the Chairman and CEO of Meristar Hospitality Corporation, and as the Chairman of Interstate Hotels and Resorts, Inc. (Interstate) from August 1998 until March 2009. From August 1998 until October 2003, he also served as the CEO of Interstate and its predecessor. He serves on the board of NVR, Inc., a publicly traded company, and the Cystic Fibrosis Foundation. He also serves on the board of Hilton Grand Vacations, Inc., a publicly traded company. Mr. Whetsell was a member of the American Hotel & Lodging Association s Industry Real Estate and Financing Advisory Council, and previously served on the Board of Governors of the National Association of Real Estate Investment Trusts (NAREIT).

Veronica J. Wilson has served as a director of the Company since October 2003. From October 2015 until October 2017, Ms. Wilson served in the role of Executive Director of Hero School Initiatives, a non-profit organization that serves the homeless. From November 2009 until June 2014, Ms. Wilson served as the Executive Director of the Blind Center of Nevada, an organization that assists people with visual impairments. From June 2014 until December 2014, she served as consultant for the Blind Center. Prior to her role as Executive Director, she had served as that organization s President and Chief Executive Officer since September 2000. In addition, from July 1993 through March 2002, Ms. Wilson had served as the Chief Executive Officer of JMJ Inc., the former operator of the Aladdin Hotel & Casino. Prior to serving as the Chief Executive Officer, Ms. Wilson served as JMJ Inc. s Chief Financial Officer from June 1992 to July 1993. From 1973 to 1992, Ms. Wilson held several accounting positions with Maxim Hotel & Casino. Ms. Wilson has served as a committee member on the Nevada State Rehabilitation Council, Chairman of the Aging and Disability Resource Center Advisory Board and a member of the Nevada Strategic Plan Accountability Committee. Ms. Wilson has over 30 years of experience in the gaming industry.

Meetings of the Board of Directors

The board of directors held a total of 10 meetings during 2017. The Audit Committee, Corporate Governance and Nominating Committee, and Compensation Committee held 12, 4 and 4 meetings during 2017, respectively. Each of our current directors attended at least 75% of the meetings of the board of directors and the committees of the board of directors on which the director served that were held during the applicable period of service. We encourage, but do not require, our directors to attend our annual stockholders meetings. Last year, all of the current members of the board of directors attended the 2017 Annual Meeting of Stockholders.

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PROPOSAL 2 Ratification of Independent Registered Public Accounting Firm

Deloitte and Touche, LLP (Deloitte) has served as the independent registered public accounting firm for the Company and California Hotel and Casino, our predecessor, since 1981, and has been appointed by the Audit Committee to continue as our independent registered public accounting firm for the year ending December 31, 2018.

In the event that the stockholders do not ratify the selection of Deloitte as our independent registered public accounting firm, the Audit Committee will review its selection of auditors and a change in its selection may or may not occur. Even if the appointment is ratified, the Audit Committee reserves the right, in its sole discretion, to select a different independent registered public accounting firm at any time during the fiscal year without resubmitting the matter to stockholders for ratification.

A Deloitte representative is expected to be present at the Annual Meeting and will have an opportunity to make a statement and respond to appropriate questions.

The Audit Committee considered whether Deloitte s provision of any professional services, other than its audits of our annual financial statements and the effectiveness of our internal controls over financial reporting, reviews of quarterly financial statements and other audit-related services, is compatible with maintaining the auditor s independence.

Audit and Non-Audit Fees

The following table sets forth the aggregate fees billed by Deloitte for the audits and other services provided to the Company for fiscal years 2017 and 2016.

	2017	2016
Audit Fees(1)	$ 2,735,000	$ 3,019,000
Audit-Related Fees(2)	265,000	332,000
Tax Fees(3)	345,000	180,000
All Other Fees		
Total	$ 3,345,000	$ 3,531,000

(1) Audit fees represent fees for professional services provided in connection with the audit of our consolidated financial statements, the review of our quarterly financial statements and the audit of the effectiveness of our internal controls over financial reporting, including professional services relating to our corporate transactions and debt offerings.

(2) Audit-related fees consist primarily of services provided in connection with our regulatory audits, consulting on technical accounting matters and certain other audit-related consultation services.

(3) Tax fees consist primarily of tax consultation and planning fees and tax compliance services, including services provided in connection with certain federal and state tax matters, cost segregation services, transaction support and Internal Revenue Service examination support services.

Audit Committee Pre-Approval of Audit and Non-Audit Services

The Audit Committee has adopted a policy for the pre-approval of all audit and permissible non-audit services provided by our independent registered public accounting firm. These services may include audit services, audit-related services, tax services and other services. Under the policy, pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is subject to a specific budget. In addition, the Audit Committee may also pre-approve particular services on a case-by-case basis. The Audit Committee has delegated its pre-approval authority to the Chairman of the Audit Committee. The Chairman is required to report any decisions to the Audit Committee at the next scheduled committee meeting. All services provided by Deloitte in fiscal year 2017 were in compliance with our policy relating to the pre-approval of services.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR RATIFICATION OF THE APPOINTMENT OF DELOITTE AS THE COMPANY S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

FOR THE FISCAL YEAR ENDING DECEMBER 31, 2018.

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EQUITY COMPENSATION PLAN INFORMATION

The following table provides additional information regarding our equity compensation plans in effect at December 31, 2017.

Plan Category	(a) Number of Shares to be Issued upon Exercise of Options, Warrants and Rights	(b) Weighted Average Exercise Price of Outstanding Options, Warrants and Rights	(c) Number of Shares Remaining Available for Future Issuance under Equity Compensation Plans (Excluding Shares Reflected in Column(a))
Equity compensation plans approved by stockholders	5,255,670(1)	$ 11.99(1)	4,346,799(3)
Equity compensation plans not approved by stockholders			
Total	5,255,670(1)	$ 11.99(2)	4,346,799(3)

(1) Includes options to purchase shares outstanding under our Stock Incentive Plan. Also includes RSUs and Performance Shares outstanding under our Stock Incentive Plan.

(2) Weighted Average Exercise Price does not include RSUs or Performance Shares outstanding under our Stock Incentive Plan, which are exercisable for zero consideration.

(3) Consists of shares available for future issuance under our Stock Incentive Plan, which may also be issued as RSUs and Performance Shares under our 2000 MIP. Each Performance Share represents a contingent right to receive up to a maximum of two (2) shares of our common stock, subject to three-year cliff vesting and satisfaction of certain performance metrics. With respect to our outstanding grants of Performance Shares, the amounts reported in the table above assume that the performance metrics will all be achieved at the target performance level, or one (1) share of our common stock for each Performance Share. If the performance metrics were all achieved at maximum performance, the Performance Shares awarded would be the maximum of two (2) shares of our common stock. Notwithstanding the foregoing, the RSUs and the Performance Shares are subject to forfeiture and other terms and conditions contained in the award agreement and the Stock Incentive Plan. Additionally, certain Performance Shares have vested as of the record date based on Company performance during the year ended December 31, 2017. See ***Compensation Discussion and Analysis Equity Compensation, Performance Share Vesting***.

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SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE;

TRANSACTIONS WITH RELATED PERSONS; POLICIES AND PROCEDURES REGARDING

TRANSACTIONS WITH RELATED PERSONS

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires the Company s directors, certain of the Company s officers, and persons who own more than 10% of a registered class of the Company s equity securities, to file an initial report of ownership on Form 3 and changes in ownership on Form 4 or 5 with the SEC. Such officers, directors and 10% stockholders are also required by the SEC rules to furnish the Company with copies of all Section 16(a) forms they file.

Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no Forms 5 were required for such persons, the Company believes that during 2017 all Section 16(a) filing requirements applicable to such officers, directors and 10% stockholders were satisfied, except that three Form 4s were filed late, one for each William S. Boyd, Marianne Boyd Johnson and William R. Boyd, reporting transactions, and attendant acquisitions or dispositions of shares, related to distributions of partnership interests arising from the dissolution of a limited partnership.

Transactions with Related Persons

Marianne Boyd Johnson, William R. Boyd and Samuel J. Boyd are the children of William S. Boyd, the Executive Chairman of our Board of Directors. Samuel J. Johnson, III is the step-son of Marianne Boyd Johnson, our Executive Vice President and Vice Chairman of the Company s board of directors. Marianne Boyd Johnson received a base salary and cash bonus in the amount of $481,250 for fiscal year 2017 and is receiving a base salary in the amount of $280,000 for fiscal year 2018. William R. Boyd, a Vice President and member of the Company s board of directors, received a base salary and cash bonus in the amount of $372,000 for fiscal year 2017 and is receiving a base salary in the amount of $253,000 for fiscal year 2018. Samuel J. Boyd, Executive Host at The Orleans Hotel and Casino in Las Vegas, Nevada, received a base salary and cash bonus in the amount of $120,083 for fiscal year 2017 and is receiving a base salary in the amount of $94,300 for fiscal year 2018. Samuel J. Johnson, III, Director of Business Improvement with the Company, received a base salary and cash bonus in the amount of $198,000 for fiscal year 2017 and is receiving a base salary in the amount of $171,000 for fiscal year 2018. Marianne Boyd Johnson, William R. Boyd, Samuel J. Boyd and Samuel J. Johnson, III are also eligible to earn cash bonuses in fiscal year 2018.

Policies and Procedures Regarding Transactions with Related Persons

We attempt to analyze all transactions in which the Company (or our subsidiaries) participates and in which a related person may have a direct or indirect material interest, both due to the potential for a conflict of interest and to determine whether disclosure of the transaction is required under applicable SEC rules and regulations. Related persons include any of our directors or executive officers, certain of our stockholders and their respective immediate family members. As it relates to our employees, officers and directors, pursuant to our Code of Business Conduct and Ethics, which is available on our website at www.boydgaming.com, a conflict of interest arises when personal interests interfere with the ability to act in the best interests of the Company. Pursuant to our Code of Business Conduct and Ethics, our employees are to disclose any potential conflicts of interest to the Chief Executive Officer or his designees, who will advise the employee as to whether or not the Company believes a conflict of interest exists. Employees are also to disclose potential conflicts of interest involving their respective spouses, siblings, parents, in-laws, children, and members of their households. Non-employee directors are also to discuss any concerns with the

Chairman of the Corporate Governance and Nominating Committee or our General Counsel.

Each year, we require our director nominees and executive officers to complete a questionnaire that is intended to, among other things, identify any transactions or potential transactions with us in which a director or an executive officer or one of their family members or associated entities has an interest that exceeds $120,000. We also require that directors and executive officers promptly notify us of any changes during the course of the year to the information provided in the annual questionnaire.

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Our Audit Committee, pursuant to its charter, has responsibility for reviewing and approving certain related person transactions, as provided in the charter. In addition, the board of directors annually determines the independence of directors based on a review by the directors and the Corporate Governance and Nominating Committee.

We believe that these policies and procedures collectively ensure that all related person transactions requiring disclosure under SEC rules are appropriately reviewed and approved or ratified.

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STOCKHOLDER PROPOSALS; OTHER MATTERS

Stockholder Proposals

Our stockholders may submit proposals on matters appropriate for stockholder action at subsequent annual stockholder meetings consistent with Rule 14a-8 promulgated under the Exchange Act. Proposals of stockholders intended to be presented at our 2019 Annual Meeting of Stockholders and included in the board of directors proxy statement and form of proxy for that meeting must be received no later than November 13, 2018 at the following address:

Boyd Gaming Corporation

3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169

Attn: Brian A. Larson, Executive Vice President, Secretary and General Counsel

Consistent with the Company s bylaws, notice of any proposal that a stockholder intends to present at the 2019 Annual Meeting of Stockholders, but does not intend to have included in the board of directors proxy statement and form of proxy for that meeting, must be given to our Corporate Secretary in writing not less than 45 days and not more than 75 days prior to the anniversary of the date on which we first mailed our proxy materials for this year s Annual Meeting of Stockholders (*i.e.*, not earlier than December 28, 2018 and not later than January 27, 2019), after which the notice is untimely. A stockholder s notice to our Corporate Secretary must set forth for each matter proposed to be brought before the annual meeting (a) a brief description of the matter the stockholder proposes to bring before the meeting and the reasons for conducting such business at the meeting, (b) the name and address of the stockholder proposing such business, (c) the number of shares of our common stock which are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business. If the date of the 2019 Annual Meeting of Stockholders is moved by more than 30 days from the anniversary of this year s annual meeting, the aforementioned deadlines for stockholder proposals will be adjusted consistent with Rule 14a-8 promulgated under the Exchange Act and the Company s bylaws.

Our Amended and Restated Bylaws allow stockholders to nominate director candidates pursuant to proxy access and advance notice provisions. Our Amended and Restated Bylaws provide a proxy access right to permit a stockholder, or a group of up to 20 stockholders, owning continuously for at least three years shares of our stock representing an aggregate of at least 3% of the voting power entitled to vote in the election of directors, to nominate and include in our proxy materials director nominees constituting up to 20% of the board of directors, provided that the stockholder(s) and the nominee(s) satisfy the requirements in our Amended and Restated Bylaws. In addition, any stockholder may make director nominations pursuant to the advance notice provisions of the Amended and Restated Bylaws that the stockholder intends to present at the 2019 Annual Meeting of Stockholders, but does not intend to have included in the board of directors proxy statement and form of proxy for that meeting.

Regardless of the method chosen by a stockholder to nominate a candidate for election to the board of directors, under our Amended and Restated Bylaws, compliant notice of director nominations must be received by us, Attention: Brian A. Larson, Executive Vice President, Secretary and General Counsel, at our principal offices, no later than 60 days prior to the date of the 2019 Annual Meeting of Stockholders, and such notice must meet the eligibility, procedural, disclosure and other requirements set forth in the Amended and Restated Bylaws.

Other Matters

The board of directors currently knows of no other business which will be presented at the Annual Meeting. If any other business is properly brought before the Annual Meeting, it is intended that proxies in the enclosed form will be voted in respect thereof as the proxy holders deem advisable.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on April 12, 2018.

This proxy statement, the accompanying form of proxy card and our Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the SEC, are available at http://www.boydgaming.com/proxymaterials. A copy of our Annual Report on Form 10-K for the year ended December 31, 2017 as filed with the SEC has been provided to our stockholders together with this proxy statement and will be provided to a stockholder, with exhibits, without charge upon written request to Boyd Gaming Corporation, 3883 Howard Hughes Parkway, Ninth Floor, Las Vegas, Nevada 89169, (702) 792-7200, Attn: David Strow, Vice President Corporate Communications.

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