

FULL HOUSE RESORTS INC  
Form SC 13D/A  
November 28, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Full House Resorts, Inc.  
(Name of Issuer)

Common Stock, par value \$0.0001 per share  
(Title of Class of Securities)

359678103  
(CUSIP Number)

David E. Rosewater

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

November 25, 2014  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAME OF REPORTING PERSON

Craig W. Thomas

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** PF CHECK BOX IF

DISCLOSURE OF LEGAL PROCEEDING

**5** IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY

**7**

SOLE VOTING POWER

EACH REPORTING PERSON WITH:

**8**

464,081 shares of Common Stock SHARED VOTING POWER

**9**

0 SOLE DISPOSITIVE POWER

**10**

464,081 shares of Common Stock

SHARED  
DISPOSITIVE  
POWER

0

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

464,081 shares of  
Common Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

13 REPRESENTED BY  
AMOUNT IN ROW (11)

2.5%  
TYPE OF REPORTING  
PERSON

14

IN

**1** NAME OF REPORTING PERSON

Bradley M. Tirpak  
CHECK THE

**2** APPROPRIATE  x  
BOX IF A

MEMBER OF (b) " A GROUP

**3** SEC USE ONLY  
**4** SOURCE OF FUNDS

PF  
CHECK BOX  
IF

**5** DISCLOSURE  
OF LEGAL  
PROCEEDING  
IS

REQUIRED  
PURSUANT  
TO ITEMS  
2(d) or 2(e)  
CITIZENSHIP OR  
PLACE OF  
**6** ORGANIZATION

United States

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY **7**

SOLE  
VOTING  
POWER

EACH  
REPORTING  
PERSON WITH:

463,982 shares  
of Common  
Stock

**8** SHARED  
VOTING  
POWER

0  
SOLE  
DISPOSITIVE  
POWER

**9**  
463,982 shares  
of Common  
Stock

**10**

SHARED  
DISPOSITIVE  
POWER

0

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

463,982 shares of  
Common Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN

ROW (11) ..

EXCLUDES

CERTAIN

SHARES

PERCENT OF CLASS

REPRESENTED BY

13 AMOUNT IN ROW (11)

2.5%

TYPE OF REPORTING

14 PERSON

IN

**1** NAME OF REPORTING PERSON

Daniel R. Lee

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** PF CHECK BOX IF

**5** DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

United States  
SOLE VOTING POWER  
**7** 233,369 shares of Common Stock

**8** SHARED VOTING POWER

**9** 0 SOLE DISPOSITIVE POWER

**10** 233,369 shares of Common Stock

SHARED  
DISPOSITIVE  
POWER

0

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

233,369 shares of  
Common Stock

12 CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

13 REPRESENTED BY  
AMOUNT IN ROW (11)

1.2%  
TYPE OF REPORTING  
PERSON

14

IN



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This Amendment No. 1 ("Amendment No. 1") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on October 9, 2014 (the "Original Schedule 13D" and together with this Amendment No. 1, the "Schedule 13D") with respect to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of Full House Resorts, Inc., a Delaware corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 4 and 5.

**Item 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D are hereby amended and supplemented by the addition of the following:

On November 25, 2014, the Reporting Persons delivered to the Issuer written requests to call a special meeting of the Issuer from stockholders representing more than 60% of the outstanding shares of Common Stock.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) and (b) of Item 5 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

(a) – (b) The aggregate number and percentage of shares of Common Stock to which this Schedule 13D relates is 1,161,432 shares of Common Stock, constituting approximately 6.2% of the Issuer's currently outstanding Common Stock. The aggregate number and percentage of shares of Common Stock reported herein are based upon the 18,876,681 shares of Common Stock outstanding as of November 5, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the Securities and Exchange Commission on November 6, 2014.

(i) Mr. Thomas:

- (a) As of the date hereof, Mr. Thomas may be deemed the beneficial owner of 464,081 shares of Common Stock. Percentage: Approximately 2.5% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 464,081 shares of Common Stock
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 464,081 shares of Common Stock
- 4. Shared power to dispose or direct the disposition: 0

(ii) Mr. Tirpak

- (a) As of the date hereof, Mr. Tirpak may be deemed the beneficial owner of 463,982 shares of Common Stock. Percentage: Approximately 2.5% as of the date hereof.
- (b): 1. Sole power to vote or direct vote: 463,982 shares of Common Stock
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 463,982 shares of Common Stock
- 4. Shared power to dispose or direct the disposition: 0



(iii) Mr. Lee:

- (a) As of the date hereof, Mr. Lee may be deemed the beneficial owner of 233,369 shares of Common Stock.  
Percentage: Approximately 1.2% as of the date hereof.
- (b) 1. Sole power to vote or direct vote: 233,369 shares of Common Stock
- 2. Shared power to vote or direct vote: 0
- 3. Sole power to dispose or direct the disposition: 233,369 shares of Common Stock
- 4. Shared power to dispose or direct the disposition: 0

The Reporting Persons may be deemed to have formed a "group," within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Collectively, the group (and each member thereof) may be deemed to have beneficial ownership of a combined 1,161,432 shares of Common Stock, constituting approximately 6.2% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of any shares of Common Stock beneficially owned by any other Reporting Person.

**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: November 28, 2014

**Craig W. Thomas**

/s/ Craig W. Thomas  
Name: Craig W. Thomas

**BRADLEY M. TIRPAK**

/s/ Bradley M. Tirpak  
Name: Bradley M. Tirpak

**DANIEL R. LEE**

/s/ Daniel R. Lee  
Name: Daniel R. Lee