

GAYLORD ENTERTAINMENT CO /DE

Form 10-Q/A

March 26, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM 10-Q/A
(Amendment No. 1)**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2003

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number 1-13079

GAYLORD ENTERTAINMENT COMPANY

(Exact Name of Registrant as Specified in its Charter)

Delaware

73-0664379

(State or Other Jurisdiction of
Incorporation or Organization)

(I.R.S. Employer
Identification No.)

One Gaylord Drive
Nashville, Tennessee 37214
(Address of Principal Executive Offices)
(Zip Code)

(615) 316-6000

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Outstanding as of October 31, 2003

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Common Stock, \$.01 par value

33,882,489 shares

EXPLANATION OF AMENDMENT

Gaylord Entertainment Company, (the Company) is filing this Form 10-Q/A (Form 10-Q/A) as Amendment No. 1 to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2003 that was filed with the Securities and Exchange Commission on November 14, 2003 (Form 10-Q) for the purpose of revising Item 4 of Part I, (Controls and Procedures). No other information included in the original Form 10-Q is amended hereby.

PART I. FINANCIAL INFORMATION

ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures, as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934 (the Exchange Act) that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. The Company carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as of the end of the period covered by this report. Based on the evaluation of these disclosures controls and procedures, the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of September 30, 2003.

PART II OTHER INFORMATION

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

- (a) See Index to Exhibits following the Signatures page.
 - (b) Reports on Form 8-K
 - (i) A Current Report on Form 8-K, dated July 31, 2003, furnishing a press release under Item 12 announcing financial results for the quarter ended June 30, 2003.
 - (ii) A Current Report on Form 8-K, dated August 5, 2003, announcing the Company's Merger Agreement with ResortQuest International, Inc.
 - (iii) A Current Report on Form 8-K, dated September 18, 2003, reissuing the Company's consolidated financial statements as of December 31, 2002 and 2001 and for each of the three years in the period ended December 31, 2002 to include the reclassification of the 2002, 2001 and 2000 financial information related to the Company's radio operations as discontinued operations.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GAYLORD ENTERTAINMENT COMPANY

Date: March 26, 2004

By: /s/ Colin V. Reed

Colin V. Reed
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ David C. Kloeppe

David C. Kloeppe
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

By: /s/ Rod Connor

Rod Connor
Senior Vice President, Chief
Administrative Officer, and
Assistant Secretary
(Principal Accounting Officer)

INDEX TO EXHIBITS

- 31.1 Certification of Colin V. Reed pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002.
- 31.2 Certification of David C. KloeppeI pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of Sarbanes-Oxley Act of 2002.