Gaming & Leisure Properties, Inc.

Form 4

Common

Common

Stock

Stock

11/01/2013

11/01/2013

November 05, 2013

November 0	05, 2013										
FORM 4 UNITED STATES SECURITIES AND EVCHANCE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								Expires: January 31, 2005 Estimated average burden hours per response 0.5			
(Print or Type	Responses)										
1. Name and A	2. Issuer Name and Ticker or Trading Symbol Gaming & Leisure Properties, Inc. [GLPI]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) C/O FORT GROUP LI THE AME	3. Date of Earliest Transaction (Month/Day/Year) 11/01/2013					_X Director Officer (give t below)		Owner er (specify			
	Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
NEW YORK, NY 10105 — Form filed by More than One Reporting Person										porting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative Se	curities	s Acqui	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)	4. Securities our Disposed (Instr. 3, 4 a	of (D)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	11/01/2013			J	21,195	A	<u>(1)</u>	21,195	D (1)		

J

J

157,822

8,624,000 A

A

(2)

(3)

157,822

8,624,000

I

I

FIG PNG

Holdings

LLC $\underline{^{(4)}}$ $\underline{^{(5)}}$

PFD LLC

(6)

FIF V

(7) (8)

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Date		Amour	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/Year) e		Underlying Securities (Instr. 3 and 4)		Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative					(Instr. 5)	
		Derivative				Securities	1					
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date	Expiration Date	Title N			
							Exercisable			of		
					Code V	(A) (D)				Shares		
					Couc v	(II) (D)				Dilaics		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

EDENS WESLEY R C/O FORTRESS INVESTMENT GROUP LLC 1345 AVENUE OF THE AMERICAS, 46TH FLOOR NEW YORK, NY 10105

X

Signatures

/s/ Wesley R. Edens

11/05/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Received by the reporting person on November 1, 2013 in a pro rata distribution from Penn National Gaming, Inc. ("PNG"). Pursuant to arrangements in place between FIG LLC ("FIG") and Mr. Edens, Mr. Edens is deemed to hold the shares on behalf of FIG. FIG may be deemed the indirect beneficial owner of the reported shares and Mr. Edens disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein by virtue of his indirect interest in FIG as described below.
- Received by FIG PNG Holdings LLC ("FIG PNG") on November 1, 2013 in a pro rata distribution from PNG. By virtue of his indirect (2) interest in FIG PNG as described below, Mr. Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by FIG PNG. See footnote 4 below.

Reporting Owners 2

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- On November 1, 2013, FIF V PFD LLC ("FIF V PFD") received 8,624,000 shares of common stock of Gaming and Leisure Properties,
 Inc. in a pro rata distribution based on the 8,624 shares of PNG Series C Preferred Stock owned by FIF V PFD. FIF V PFD is the sole holder of PNG Series C Preferred Stock. By virtue of his indirect interest in FIF V PFD as described below, Mr. Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by FIF V PFD. See footnote 5 below.
 - By virtue of his indirect interest in FIG PNG as described below, Mr. Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by FIG PNG. Mr. Edens disclaims beneficial ownership of all such shares except to the extent of his
- (4) pecuniary interest therein by virtue of his indirect interest in FIG PNG as described below. The inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise. (Continued in Footnote 5)
 - FIG PNG is owned by Fortress Investment Fund V (Fund A) L.P., Fortress Investment Fund V (Fund D) L.P., Fortress Investment Fund V (Fund E) L.P., Fortress Investment Fund V (Coinvestment Fund V) (Coinvestment Fund V) (Coinvestment Fund V) (Coinvestment Fund V) (Fund B) L.P., Fortress Investment Fund V) (Fund C) L.P., Fortress Investment Fund V) (Fund F) L.P., Fortress Investment Fund V) (Coinvestment Fund D) L.P., Fortress Investment Fu
 - Fortress Fund V GP L.P. is the general partner of each of the Fund V ADE Funds, and the general partner of Fortress Fund V GP L.P. is Fortress Fund V GP Holdings Ltd., which is wholly-owned by Fortress Operating Entity I L.P. ("FOE I"). Fortress Fund V GP (BCF) L.P. is the general partner of each of the Fund V BCF Funds, and the general partner of Fortress Fund V GP (BCF) L.P. is Fortress Fund V GP (BCF) Holdings Ltd., which is wholly-owned by Principal Holdings I LP. FIG is the investment manager of Fund V ADE Funds and
- (6) Is the general partner of each of the Fund V BCF Funds, and the general partner of Fortress Fund V GF (BCF) L.P. Is Fortress Fund V GF (BCF) Holdings Ltd., which is wholly-owned by Principal Holdings I LP. FIG is the investment manager of Fund V ADE Funds and Fund V BCF Funds, and is wholly owned by FOE I. FIG Corp. is the general partner of FOE I. FIG Asset Co. LLC is the general partner of Principal Holdings I LP. Fortress Investment Group LLC ("Fortress") wholly owns each of FIG Corp. and FIG Asset Co. LLC.
 - By virtue of his indirect interest in FIF V PFD as described below, Mr. Edens may be deemed to beneficially own the shares listed in this report as beneficially owned by FIF V PFD. Mr. Edens disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein by virtue of his indirect interest in FIF V PFD as described below. The inclusion of the shares in this report
- (7) shall not be deemed to be an admission of beneficial ownership of all of the reported shares for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise. FIF V PFD is owned by the Fund V ADE Funds and the Fund V BCF Funds. Fortress Fund V GP L.P. is the general partner of each of the Fund V ADE Funds, and the general partner of Fortress Fund V GP L.P. is Fortress Fund V GP Holdings Ltd., which is wholly-owned by FOE I. (Continued in Footnote 8)
- Fortress Fund V GP (BCF) L.P. is the general partner of each of the Fund V BCF Funds, and the general partner of Fortress Fund V GP (BCF) L.P. is Fortress Fund V GP (BCF) Holdings Ltd., which is wholly-owned by Principal Holdings I LP. FIG is the investment manager of Fund V ADE Funds and Fund V BCF Funds, and is wholly owned by FOE I. FIG Corp. is the general partner of FOE I. FIG Asset Co. LLC is the general partner of Principal Holdings I LP. Fortress wholly owns each of FIG Corp. and FIG Asset Co. LLC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

(Continued in Footnote 6)