

PENN NATIONAL GAMING INC  
Form DEFA14A  
May 25, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant  X

Filed by a Party other than the Registrant  O

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 under §240.14a-12

PENN NATIONAL GAMING, INC.  
(Name of Registrant as Specified In Its Charter)

N/A  
(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)(1) 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:

May 25, 2012

Dear Shareholder:

We have previously sent to you proxy material for the Annual Meeting of the shareholders of Penn National Gaming, Inc. to be held on June 6, 2012. **Your Board of Directors has unanimously recommended that shareholders return the enclosed proxy card voting FOR proposals 1-3 and AGAINST proposal 4.**

**Your vote is important**, no matter how many or how few shares you may own. **If you haven't already done so, please vote TODAY by telephone, via the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided to ensure that your votes are validly received prior to the Annual Meeting.**

Sincerely,

/s/ Robert S Ippolito

Robert S. Ippolito  
*Secretary*

**REMEMBER:**

**You can vote your shares by telephone, or via the Internet.**

**Please follow the easy instructions on the enclosed card.**

If you have any questions, or need assistance in voting

your shares, please call our proxy solicitor,

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**INNISFREE M&A INCORPORATED**

**TOLL-FREE, at 1-888-750-5834.**

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