

Great Wolf Resorts, Inc.  
Form 8-K  
April 19, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 19, 2012

Great Wolf Resorts, Inc.  
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-51064 (Commission File Number)	51-0510250 (IRS Employer Identification No.)
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525 Junction Road, Suite 6000 South, Madison, Wisconsin (Address of principal executive offices)	53717 (Zip Code)
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Registrant's telephone number, including area code (608) 662-4700

N/A  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

“ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))

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Item 8.01. Other Events.

On April 19, 2012, Great Wolf Resorts, Inc. (the “Company”) issued a press release announcing that its Board of Directors has determined that the proposal submitted by KSL Capital Partners Management III, LLC on April 18, 2012 to acquire all of the outstanding common stock of the Company (the “KSL Offer”) constitutes a Superior Proposal under the terms of the Agreement and Plan of Merger, dated as of March 12, 2012, by and among the Company, K-9 Acquisition, Inc. (the “Apollo Parent”) and K-9 Holdings, Inc. (the “Apollo Merger Sub”, and together with the Apollo Parent, the “Apollo Parties”), as amended on April 6, 2012 and April 18, 2012 (the “Apollo Merger Agreement”). In accordance with the terms of the Apollo Merger Agreement, the Company has provided written notice to the Apollo Parties that the Company is prepared to terminate the Apollo Merger Agreement subject to the Apollo Parties’ right to make adjustments, within three business days (prior to 11:59 pm New York City time on April 24, 2012), to the terms and conditions of the Apollo Merger Agreement so that it results in a transaction that is no less favorable to Great Wolf stockholders than the KSL Offer. A copy of the press release is hereby incorporated by reference and attached hereto as Exhibit 99.1.

On April 19, 2012, the Company and Apollo Parent issued a joint press release in connection with the solicitation of consents and the change of control offer. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, issued April 19, 2012.
99.2	Joint Press Release issued by K-9 Investors, L.P. and Great Wolf Resorts, Inc. on April 19, 2012.

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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 hereunto duly authorized.

Great Wolf Resorts, Inc.

By:	/s/ James A. Calder
Name:	James A. Calder
Title:	Chief Financial Officer

Date: April 19, 2012

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EXHIBIT INDEX

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