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

**Post-Effective Amendment No. 1
to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

EMPIRE RESORTS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-3714474
(I.R.S. Employer
Identification No.)

c/o Monticello Casino and Raceway,
204 State Route 17B,
P.O. Box 5013, Monticello, NY 12701
(Address of Principal Executive Offices)

Ryan Eller
President and Chief Executive Officer
Empire Resorts, Inc.
c/o Monticello Casino and Raceway
204 State Route 17B, P.O. Box 5013
Monticello, New York 12701
(Name and address of agent for service)

(845) 807-0001
(Telephone number, including area code, of agent for service)

Copies to:
Douglas S. Ellenoff, Esq.
Tamar Donikyan, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, New York 10105
(212) 370-1300

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, anon-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer
Non-Accelerated Filer

Accelerated Filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

On October 14, 2016, Empire Resorts, Inc. (the “Registrant”) filed a Registration Statement on FormS-3, as amended by Amendment No. 1 to Form S-3 filed on November 14, 2016 (Registration Statement No. 333-214119 (the “Registration Statement”)) registering \$250,000,000 of securities and including \$83,780,177.60 of unsold securities from the Registrant’s registration statement (File No. 333-193176) filed on January 3, 2014 and declared effective on February 4, 2014. This Post-Effective Amendment No. 1 to the Registration Statement is being filed in order to deregister all securities that were registered under the Registration Statement and remain unsold.

On November 15, 2019, the Registrant completed the merger contemplated by the terms of the Agreement and Plan of Merger, dated August 18, 2019, by and among Hercules Topco LLC, a Delaware limited liability company, Hercules Merger Subsidiary Inc., a Delaware corporation and the Registrant (the “Merger Agreement”), pursuant to which Merger Sub was merged with and into the Registrant, with the Registrant continuing as the surviving entity after the merger (the “Merger”).

In connection with the Merger, the Registrant has terminated all offers and sales of its securities registered pursuant to its existing Registration Statement. In accordance with undertakings made by the Registrant to remove from registration, by means of this Post-Effective Amendment No. 1, any of the securities which remain unsold at the termination of the offerings, the Registrant hereby removes from registration any and all securities registered but unsold under the Registration Statement as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to the Registration Statement and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of New York, state of New York, on November 15, 2019.

EMPIRE RESORTS, INC.

By: /s/ Ryan Eller

Name: Ryan Eller

Title: President and Chief Executive Officer

No other person is required to sign this Post-Effective Amendment No. 1 in reliance upon Rule 478 under the Securities Act.