

EMPIRE RESORTS INC  
Form 424B3  
August 19, 2004

RULE 424(B)(3)  
REGISTRATION STATEMENT 333-109146

PROSPECTUS SUPPLEMENT

DATED AUGUST 19, 2004

TO

PROSPECTUS DATED DECEMBER 18, 2003

-----  
EMPIRE RESORTS, INC.  
-----

This Prospectus Supplement, dated August 19, 2004 ("Supplement No. 5"), supplements that certain Prospectus dated December 18, 2003 (the "Original Prospectus"), as supplemented by those certain Prospectus Supplements dated June 17, 2004, June 18, 2004, June 28, 2004 and July 9, 2004 (together with the Original Prospectus, the "Prospectus") and should be read in conjunction with the Prospectus.

SELLING SHAREHOLDERS

The following updates the table under the section entitled "Selling Shareholders" of the Prospectus with respect to the shareholders listed on the table below, to account for sales and transfers of shares listed in such table that Empire Resorts is aware of since the date of the Prospectus. Such transactions are as follows:

- o On August 19, 2004 Entertainment City LLC transferred by gift 100,000 shares of common stock of Empire Resorts to Joseph E. Bernstein, an affiliate of Empire Resorts;
- o On August 19, 2004 Israel Golf Resorts LLC transferred by gift 50,000 shares of common stock of Empire Resorts to Joseph E. Bernstein, an affiliate of Empire Resorts;
- o On July 12, 2004, the Rudolf Steiner School sold 20,000 shares of common stock of Empire Resorts in accordance with the Prospectus' Plan of Distribution;
- o On July 16, 2004, Convent of the Sacred Heart sold 1,000 shares of common stock of Empire Resorts in accordance with the Prospectus' Plan of Distribution;
- o On July 13, 2004, Phillip Carter sold 50,000 shares of common stock of Empire Resorts in accordance with the Prospectus' Plan of Distribution;
- o on July 8, 2004, Monticello Realty sold 5,000 shares of common stock of Empire Resorts in accordance with the Prospectus' Plan of Distribution;

