



U.S. Securities and Exchange Commission

Thank you for taking the time to submit your request.

Your Corporation Finance Request Form for Interpretive Advice and Other Assistance was received on **February 22, 2013.**

You can expect to receive a call from the attorney or accountant assigned to your matter within one business day.

Please save this page for your records.

Request received from:

Your name:

Matthew Spiegl

Your email address:

██████████

Your phone number:

██████████

Best time of day (Eastern US time) to reach you by phone:
The staff will attempt to call you during the time of day
you select.

Anytime

Disclosure Support Office:

Office of Chief Counsel

General Subject Matter of Your Request:

Possible misleading and/or inaccurate statement in Amendment to SEC Form S-1 Registration Statement for SeaWorld Entertainment, Inc.

<http://www.sec.gov/Archives/edgar/data/1564902/000119312513049311/d448022ds1a.htm>

Your Request:

Is SeaWorld's filing with the SEC intentionally misleading or so vaguely worded as to impede "fair disclosure" with respect to the issue of "ownership" of the Orca known as Morgan in order to avoid a possible unfavorable legal ruling about Morgan in an Appeal presently before a Dutch Court. Can SeaWorld establish to the satisfaction of the SEC and potential investors that it actually "owns" the female Orca known as Morgan which would represent a new blood line for the SeaWorld Orca gene pool and therefore be an incredibly valuable and vital asset to the future of SeaWorld? On December 27, 2012, SeaWorld filed a Form S-1 Registration Statement with the SEC. In that initial filing, SeaWorld identified in very general terms that it owned 28 Orca. SeaWorld did not identify the individual Orcas by name, list their locations or elaborate about the Orcas in any other way. On February 11, 2013, SeaWorld filed an amended Form S-1 with the SEC. On page 74, of the amended form under the heading "Our Animals" SeaWorld added a sentence wherein it explicitly states, but in very vague terms, the following: ". . . Seven of these killer whales are presently on loan to a third party" To the best of my knowledge, there is only one "third party" in possession of Orca from SeaWorld and that is Loro Parque in Spain. SeaWorld loaned four Orca to Loro Parque (Keto, aka Kito; Tekoa; Kohana; and Skyla), sometime between December 2005 and January 2006. Two Orca have since been born in captivity at Loro Parque (Adan in October 2010 and Victoria, aka Vicky in August 2012), both of these Orca are the offspring of the SeaWorld Orca known as Kohana and apparently considered by SeaWorld to be SeaWorld's property as well. The Seventh Orca presently being held at Loro Parque is Morgan which, according to SeaWorld's First Amended Form S-1 Registration Statement, is also "owned" by SeaWorld and "on loan" to Loro Parque from SeaWorld. On June 23, 2010, a malnourished and dehydrated Morgan was taken from the ocean by the Dolphinarium Harderwijk with the permission of the Dutch Government. The original intention was rehabilitation and release back to the sea. Subsequently, pursuant to an export permit controlled by CITES (the Convention on International Trade in Endangered Species of Wild

Fauna and Flora), Morgan was transferred from Dolphinarium Harderwijk in the Netherlands to the marine park known as Loro Parque in Tenerife, Spain. The legality of both the original taking of Morgan from the ocean and subsequent transfer of her from the Netherlands to Spain has been the subject on an on-going legal challenge in the Dutch Courts. On November 1, 2012, a Dutch District Court in Amsterdam heard testimony in the case and on December 13, 2012, the court issued a decision upholding the legality of the transfer. The December 13th 2012 decision remains the subject of an active appeal in the Dutch Courts. While SeaWorld's involvement with Morgan has been public knowledge from the start as it has lent expertise to both Dolphinarium Harderwijk and Loro Parque in the rehabilitation of Morgan, to the best of my knowledge there has never been any public disclosure - including any representations, appearances as "owner" or legal claims or court filing made to the Dutch Government or Dutch Courts by SeaWorld - that Morgan belongs to or is otherwise "owned" by SeaWorld. If SeaWorld does in fact have documents showing that Morgan was "sold" to SeaWorld or otherwise became SeaWorld's property through actions of Dolphinarium Harderwijk and/or Loro Parque, the terms of any such acquisition of Morgan would be materially relevant to the current legal proceedings in the Netherlands as the timing and nature of such transfer or sale of Morgan to SeaWorld could be in conflict with or in violation of, the issuance of the original CITES permit for Morgan.

Additional Information:

International law professors Arie Trouwborst, Department of European and International Public Law, Tilburg Law School, The Netherlands; Richard Caddell, Institute of International Shipping and Trade Law, School of Law, Swansea University, United Kingdom (UK); and Ed Couzens, School of Law, University of KwaZulu-Natal, South Africa published this paper about the Morgan case on January 9, 2013, just one-month before SeaWorld filed its First Amended Form S-1: http://journals.cambridge.org/abstract_S2047102512000222 The journal paper concludes that upon review by the Dutch Court on this latest appeal, the District Court decision of December 13, 2012, should be overturned and goes on to note that "Morgan could be affected if different conclusions are reached in a future Dutch judgment on the merits, even though it has left the jurisdiction, as there could be repercussions for the validity of the EU CITES certificate for the original transfer." A registry of known captive Orca can be found at this website where the Orca are identified by name and park location. <http://www.orcahome.de/stataqua.htm> Orlando Sentinel Article about SeaWorld and Morgan from July 2011 http://articles.orlandosentinel.com/2011-07-19/business/os-seaworld-killer-whale-morgan-20110719_1_loro-parque-killer-whale-experts-killer-whale Dutch District Court ruling from December 13, 2012 (in Dutch) http://zoeken.rechtspraak.nl/detailpage.aspx?ljn=BY6129&u_ljn=BY6129 Caption of current Appeal in the Dutch Courts: Case: Stichting Dolphinmotion e.a. (Orka Coalitie)/ Staatssecretaris ELI, uw kenmerk 201300892/1/A3 Depending on if and how SeaWorld aquired "ownerhsip" of Morgan, it is possible that SeaWorld, Dolhinarium Harderwijk, and/or Loro Parque could all have violated the international CITES Treaty and/or the United States Marine Mammal Protection Act (MMPA) of 1972. In the United States, oversight and enforcement of CITES and MMPA comes under the jurisdiction of both NOAA and U.S. Fish & Wildlife Service - note that SeaWorld's original "loan" of 4 Orca to Loro Parque would have been subject to the MMPA) <http://www.cites.org/> <http://www.nmfs.noaa.gov/pr/laws/mmpa/> <http://www.fws.gov/international/laws-treaties-agreements/us-conservation-laws/marine-mammal-protection-act.html>

https://tts.sec.gov/cgi-bin/corp_fin_interpretive

[Contact](#) | [Employment](#) | [Links](#) | [FOIA](#) | [Forms](#) | [Privacy Policy](#) | [Accessibility](#)



DIVISION OF
CORPORATION FINANCE

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

February 27, 2013

Via E-mail

Jim Atchison

Chief Executive Officer and President

SeaWorld Entertainment, Inc.

9205 South Park Center Loop, Suite 400
Orlando, FL 32819

**Re: SeaWorld Entertainment, Inc.
Amendment No. 1 to
Registration Statement on Form S-1
Filed February 12, 2013
File No. 333-185697**

Dear Mr. Atchison:

We have reviewed your response to our prior comment letter to you dated January 18, 2013 and have the following additional comments.

General

1. We note your response to our prior comment 1 and reissue in part. It does not appear that certain marketing language in the document can be objectively substantiated. Please revise your filing throughout to eliminate qualitative marketing-type terminology that is not susceptible to objective measurement, such as “marquee,” “iconic,” “premier,” and “world class,” as such terms do not assist investors in understanding your business.

Prospectus Summary, page 1

Company Overview, page 1

2. We note your response to our prior comment 6. Based on your response, it remains unclear why you include the impressions metric on page 1 in the summary and in the overview of your MD&A and business sections. We note, in particular, that you include this metric along with other quantitative information that is either derived directly from your financial statements or appears to have a direct correlation with your results of operations. There is no explanation of any correlation between the impressions metric and your financial results. Please consider removing the impressions metric from the summary and the two overview sections. To the extent you believe the metric is meaningful information in the context of a discussion of your marketing efforts, please revise accordingly. If you do include this metric in your marketing discussion, please define the metric in that section, explain how it was calculated, discuss its limitations

given that it is an estimate, and describe why you believe it is meaningful to an understanding of your business.

Our Competitive Strengths, page 4

3. We note your response to our prior comment 8 and reissue in part. It appears that the language in your response to our prior comment regarding the appeal and recognition of your brands more clearly conveys the relevant competitive strength than the language that you included in the first sentence of this section. Please revise to clearly and concisely describe the applicable competitive strength and to eliminate the use of marketing language that strays from what can be objectively substantiated. Please also revise the second half of the second sentence to clarify, consistent with your response, that this represents the company's belief.
4. We note your response to our prior comment 9. Please expand your disclosure in this section to provide examples of the "out-of-park" experiences listed in your response.
5. We note your response to our prior comment 25. Please disclose that the replacement value provided here and on page 65 was calculated for insurance purposes, including the year that the value was calculated, who made the calculation and the specific insurance purpose that the estimate addressed. Please also explain that the number you disclose as the replacement value of your assets is distinct from, and should not be confused with, the amount you disclose as total assets for financial statement reporting purposes. Alternatively, please consider removing the statement, consistent with your approach in the Company Overview section in response to our prior comment.

Our Industry, page 7

6. We note the statement regarding the compound annual growth rate of U.S. theme park industry revenues between 2003 and 2011. To the extent you include compound annual growth rate data, please also include the annual changes in order to provide context regarding year over year volatility and other trends that a compound rate would not identify.

Risk Factors, page 17

We are subject to complex federal and state regulations, page 19

7. We note your disclosure that claims or lawsuits are sometimes filed against you to impede your ability to retain, exhibit, acquire or breed animals, and the negative publicity associated with such suits could adversely affect your reputation and results of operations. **We are aware of several news reports discussing legal challenges concerning the validity of the transfer of a rescued whale. Please tell us whether the outcome of this challenge could have a material impact on your business.**

A significant portion of our revenues are generated, page 20

8. We note your response to our prior comment 19. If the sole risk related to the majority of your revenues being generated in the State of Florida is possible shutdown of the parks due to hurricanes, please revise the risk factor and its heading appropriately. If there are other specific risks, please describe them.

Business, page 63

Company Overview, page 63

9. We note your response to our prior comment 24. Please also revise any other references to “stable profit margins” elsewhere in the prospectus.

Our Animals, page 74

10. We note your disclosure that seven killer whales are presently on loan to a third party. Please describe the terms of the loan and the purpose.

Background and Experience of Directors, page 85

11. We note your response to our prior comment 27. We also note that you continue to provide disclosure about the experience, qualifications, attributes or skills of your directors on a group basis in the last sentence of the first paragraph of this section. Please revise to disclose, on an individual basis, the particular and specific experience, qualifications, attributes or skills that led the board to conclude that each director should serve as a director of the company.

Principal and Selling Stockholders, page 110

12. We note your response to our prior comment 29. Please revise your statement in footnote 2 regarding Mr. Schwarzman’s control of Blackstone Group Management L.L.C. to clarify that he has voting and investment power with respect to the shares held by the Partnerships.

Exclusive Forum, page 129

13. We note your disclosure in this section regarding an exclusive forum provision in your amended and restated certificate of incorporation. It appears that there are pending lawsuits challenging the validity of choice of forum provisions in charter documents. Please disclose that although you have included a choice of forum clause in your amended and restated certification of incorporation, it is possible that a court could rule that such a provision is unenforceable.

Where You Can Find More Information, page 143

14. We note your response to our prior comment 34. Please revise to remove any implication that the information contained in the prospectus may not be complete.

Exhibits

15. We note that you have filed a form of the 2009 Advisory Agreement. Please file the 2009 Advisory Agreement that is currently in effect or explain why you have filed the form of agreement. We also note that the disclosure on page iii contemplates an Amended and Restated 2009 Advisory Agreement, but the disclosure on page 114 in which you describe the agreement does not discuss when the agreement will be amended and restated, nor does it describe how the original agreement will be amended.
16. Please file Schedule A to the Second Amended and Restated Equityholders Agreement.

You may contact Amy Geddes at (202) 551-3304 or Margery Reich at (202) 551-3347 if you have questions regarding comments on the financial statements and related matters. Please contact Ada D. Sarmiento at (202) 551-3798 or me at (202) 551-3469 with any other questions.

Sincerely,

/s/ Justin Dobbie

Justin Dobbie
Legal Branch Chief

cc: via e-mail
G. Anthony Taylor, Esq.
Igor Fert, Esq.

CORRESP 29 filename29.htm

SIMPSON THACHER & BARTLETT LLP425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954
(212) 455-2000

FACSIMILE (212) 455-2502DIRECT DIAL NUMBER
212-455-2255E-MAIL ADDRESS
IFERT@STBLAW.COM**March 25, 2013**VIA OVERNIGHT COURIER AND EDGARRe: SeaWorld Entertainment, Inc. – Registration
Statement on Form S-1 (File No.: 333-185697)**Justin Dobbie**Ada D. Sarmento
Amy Geddes
Margery Reich
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington D.C. 20549

Ladies and Gentlemen:

On behalf of SeaWorld Entertainment, Inc. (the “Registrant”), we are writing to respond to the comments set forth in the comment letter of the staff of the Securities and Exchange Commission (the “Staff”) dated February 27, 2013 (the “comment letter”) relating to the above-referenced Registration Statement on Form S-1 originally filed on December 27, 2012 (the “Registration Statement”) and amended by Amendment No. 1 to the Registration Statement filed with the Staff on February 11, 2013. The Registrant has also revised the Registration Statement in response to the Staff’s comments and is filing concurrently with this letter Amendment No. 2 to the Registration Statement (“Amendment No. 2”), which reflects these revisions and updates financial and other information in the Registration Statement, including the pictures for the inside cover of the prospectus and the audited results for the fiscal year ended December 31, 2012.

For your convenience, the numbered paragraphs of this letter correspond to the numbered paragraphs of the comment letter. Page references in the text of this letter correspond to the pages of Amendment No. 2.

Form S-1**General**

1. *We note your response to our prior comment 1 and reissue in part. It does not appear that certain marketing language in the document can be objectively substantiated. Please revise your filing throughout to eliminate qualitative marketing-type terminology that is not susceptible to objective measurement, such as “marquee,” “iconic,” “premier,” and “world class,” as such terms do not assist investors in understanding your business.*

In response to the Staff’s comment, the Registrant has revised the disclosure on pages 1, 4, 19, 43, 61, 62, 63 and 68 to delete the above-referenced terms.

Prospectus Summary, page 1**Company Overview, page 1**

2. *We note your response to our prior comment 6. Based on your response, it remains unclear why you include the impressions metric on page 1 in the summary and in the overview of your MD&A and business sections. We note, in particular, that you include this metric along with other quantitative information that is either derived directly from your financial statements or appears to have a direct correlation with your results of operations. There is no explanation of any correlation between the impressions metric and your financial results. Please consider*

removing the impressions metric from the summary and the two overview sections. To the extent you believe the metric is meaningful information in the context of a discussion of your marketing efforts, please revise accordingly. If you do include this metric in your marketing discussion, please define the metric in that section, explain how it was calculated, discuss its limitations given that it is an estimate, and describe why you believe it is meaningful to an understanding of your business.

In response to the Staff's comment, the Registrant has revised the disclosure on pages iii, 1, 43 and 61 to remove the impressions discussion.

Our Competitive Strengths, page 4

3. We note your response to our prior comment 8 and reissue in part. It appears that the language in your response to our prior comment regarding the appeal and recognition of your brands more clearly conveys the relevant competitive strength than the language that you included in the first sentence of this section. Please revise to clearly and concisely describe the applicable competitive strength and to eliminate the use of marketing language that strays from what can be objectively substantiated. Please also revise the second half of the second sentence to clarify, consistent with your response, that this represents the company's belief.

2

In response to the Staff's comment, the Registrant has revised the disclosure on pages 4 and 62 to conform it to the language in the Registrant's above-referenced response to the Staff's prior comment 8.

4. We note your response to our prior comment 9. Please expand your disclosure in this section to provide examples of the "out-of-park" experiences listed in your response.

In response to the Staff's comment, the Registrant has revised the disclosure on pages 4, 62 and 66 to provide examples of out-of-park experiences listed in the Registrant's prior response.

5. We note your response to our prior comment 25. Please disclose that the replacement value provided here and on page 65 was calculated for insurance purposes, including the year that the value was calculated, who made the calculation and the specific insurance purpose that the estimate addressed. Please also explain that the number you disclose as the replacement value of your assets is distinct from, and should not be confused with, the amount you disclose as total assets for financial statement reporting purposes. Alternatively, please consider removing the statement, consistent with your approach in the Company Overview section in response to our prior comment.

In response to the Staff's comment, the Registrant has revised the disclosure on pages 5 and 63 to remove the replacement value discussion.

Our Industry, page 7

6. We note the statement regarding the compound annual growth rate of U.S. theme park industry revenues between 2003 and 2011. To the extent you include compound annual growth rate data, please also include the annual changes in order to provide context regarding year over year volatility and other trends that a compound rate would not identify.

In response to the Staff's comment, the Registrant has revised the disclosure on pages 8 and 66 to remove reference to the above-referenced compound annual growth rate discussion.

Risk Factors, page 17

We are subject to complex federal and state regulations, page 19

7. We note your disclosure that claims or lawsuits are sometimes filed against you to impede your ability to retain, exhibit, acquire or breed animals, and the negative publicity associated with such suits could adversely affect your reputation and results of operations. We are aware of several news reports discussing legal challenges concerning the validity of the transfer of a rescued whale. Please tell us whether the outcome of this challenge could have a material impact on your business.

The Registrant respectfully advises the Staff that the Registrant is not a party to litigation relating to the above-referenced matter. The Registrant does not presently expect the outcome of such matter to have a material impact on the Registrant's business. The Registrant further advises the

3

Staff that the Registrant does not rely on rescued animals for its animal collection in any material respect.

A significant portion of our revenues are generated, page 20

8. We note your response to our prior comment 19. If the sole risk related to the majority of your revenues being generated in the State of Florida is possible shutdown of the parks due to hurricanes, please revise the risk factor and its heading appropriately. If there are other specific risks, please describe them.

In response to the Staff's comment, the Registrant has revised the disclosure on page 21 to describe additional risks associated with a significant portion of the Registrant's revenue being generated in the State of Florida and in the Orlando market.

Business, page 63Company Overview, page 63

9. We note your response to our prior comment 24. Please also revise any other references to “stable profit margins” elsewhere in the prospectus.

In response to the Staff’s comment, the Registrant has revised the disclosure on pages 5 and 64 to revise all references to “stable profit margins”.

Our Animals, page 74

10. We note your disclosure that seven killer whales are presently on loan to a third party. Please describe the terms of the loan and the purpose.

The Registrant respectfully advises the Staff that the above-referenced loan was entered into with Loro Parque S.A. in 2004, prior to the 2009 Transactions, by the Registrant’s predecessor. Pursuant to the terms of the contract, the Registrant receives annual payments which are not material to the Registrant. The current term of the contract expires in 2031 and is renewable at the option of the parties for additional terms. In addition, the Registrant has revised the disclosure on page 72 in response to the Staff’s comment.

Background and Experience of Directors, page 85

11. We note your response to our prior comment 27. We also note that you continue to provide disclosure about the experience, qualifications, attributes or skills of your directors on a group basis in the last sentence of the first paragraph of this section. Please revise to disclose, on an individual basis, the particular and specific experience, qualifications, attributes or skills that led the board to conclude that each director should serve as a director of the company.

In response to the Staff’s comment, the Registrant has revised the disclosure on page 84 to provide disclosure about the experience, qualifications, attributes or skills of the Registrant’s directors on an individual basis.

Principal and Selling Stockholders, page 110

12. We note your response to our prior comment 29. Please revise your statement in footnote 2 regarding Mr. Schwarzman’s control of Blackstone Group Management L.L.C. to clarify that he has voting and investment power with respect to the shares held by the Partnerships.

In response to the Staff’s comment, the Registrant has revised the disclosure in footnote 2 on page 110 to clarify that Mr. Schwarzman has voting and investment power with respect to the shares held by the Partnerships.

Exclusive Forum, page 129

13. We note your disclosure in this section regarding an exclusive forum provision in your amended and restated certificate of incorporation. It appears that there are pending lawsuits challenging the validity of choice of forum provisions in charter documents. Please disclose that although you have included a choice of forum clause in your amended and restated certification of incorporation, it is possible that a court could rule that such a provision is unenforceable.

In response to the Staff’s comment, the Registrant has revised the disclosure on page 129 to disclose that it is possible that a court could find that the above-referenced provision is unenforceable.

Where You Can Find More Information, page 143

14. We note your response to our prior comment 34. Please revise to remove any implication that the information contained in the prospectus may not be complete.

In response to the Staff’s comment, the Registrant has deleted the above-referenced sentence on page 143, as suggested in the Staff’s prior comment 34 with respect to the original Registration Statement.

Exhibits

15. We note that you have filed a form of the 2009 Advisory Agreement. Please file the 2009 Advisory Agreement that is currently in effect or explain why you have filed the form of agreement. We also note that the disclosure on page iii contemplates an Amended and Restated 2009 Advisory Agreement, but the disclosure on page 114 in which you describe the agreement does not discuss when the agreement will be amended and restated, nor does it describe how the original agreement will be amended.

The Registrant has filed a copy of the 2009 Advisory Agreement as currently in effect as an exhibit to Amendment No. 2. The Registrant respectfully advises the Staff that the Registrant amended and restated the agreement in March 2013 and that the agreement will be terminated in connection with the Registrant’s initial public offering to which the Registration Statement relates, as described on page 112. In addition, the

Registrant has revised the disclosure on page 113 in response to the Staff's comment.

5

16. *Please file Schedule A to the Second Amended and Restated Equityholders Agreement.*

The Registrant respectfully advises the Staff that Schedule A to the above-referenced agreement was not included in the executed version of the agreement and therefore was not included in the exhibit filing.

* * * * *

Please call me (212-455-2255) or Lauren Yoon of my firm (212-455-2331) if you wish to discuss our responses to the comment letter.

Very truly yours,

/s/ Igor Fert

Igor Fert

6



DIVISION OF
CORPORATION FINANCE

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

April 4, 2013

Via E-mail

Jim Atchison

Chief Executive Officer and President

SeaWorld Entertainment, Inc.

9205 South Park Center Loop, Suite 400
Orlando, FL 32819

**Re: SeaWorld Entertainment, Inc.
Amendment No. 2 to
Registration Statement on Form S-1
Filed March 25, 2013
File No. 333-185697**

Dear Mr. Atchison:

We have reviewed your response to our prior comment letter to you dated February 27, 2013 and have the following additional comments.

Summary Historical Consolidated Financial Data, page 13

1. Please remove the placeholder for pro forma earnings per share for the year ended December 31, 2011. Pro forma information should be provided only for the latest year and interim period, as applicable. Please ensure consistent presentation throughout your filing.

Our Animals, page 72

2. We note your response to our prior comment 10, and we reissue in part. Please describe the purpose of the loan.

You may contact Amy Geddes at (202) 551-3304 or Margery Reich at (202) 551-3347 if you have questions regarding comments on the financial statements and related matters. Please contact Ada D. Sarmento at (202) 551-3798 or me at (202) 551-3469 with any other questions.

Sincerely,

/s/ Justin Dobbie

Justin Dobbie
Legal Branch Chief

CORRESP 23 filename23.htm

SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954
(212) 455-2000

FACSIMILE (212) 455-2502DIRECT DIAL NUMBER
212-455-2255E-MAIL ADDRESS
IFERT@STBLAW.COM

April 8, 2013

VIA OVERNIGHT COURIER AND EDGARRe: SeaWorld Entertainment, Inc. – Registration
Statement on Form S-1 (File No.: 333-185697)

Justin Dobbie

Ada D. Sarmento
Amy Geddes
Margery Reich
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, N.E.
Washington D.C. 20549

Ladies and Gentlemen:

On behalf of SeaWorld Entertainment, Inc. (the “Registrant”), we are writing to respond to the comments set forth in the comment letter of the staff of the Securities and Exchange Commission (the “Staff”) dated April 4, 2013 (the “comment letter”) relating to the above-referenced Registration Statement on Form S-1 originally filed on December 27, 2012 (the “Registration Statement”) and amended by Amendment No. 1 to the Registration Statement filed with the Staff on February 12, 2013 and Amendment No. 2 to the Registration Statement filed with the Staff on March 25, 2013. The Registrant has also revised the Registration Statement in response to the Staff’s comments and is filing concurrently with this letter Amendment No. 3 to the Registration Statement (“Amendment No. 3”), which reflects these revisions and updates other information in the Registration Statement.

For your convenience, the numbered paragraphs of this letter correspond to the numbered paragraphs of the comment letter. Page references in the text of this letter correspond to the pages of Amendment No. 3.

Form S-1Summary Historical Consolidated Financial Data, page 13

1. Please remove the placeholder for pro forma earnings per share for the year ended December 31, 2011. Pro forma information should be provided only for the latest year and interim period, as applicable. Please ensure consistent presentation throughout your filing.

In response to the Staff's comment, the Registrant has removed the placeholder for pro forma earnings per share for the year ended December 31, 2011 on pages 14, 42 and F-4.

Our Animals, page 72

2. We note your response to our prior comment 10, and we reissue in part. Please describe the purpose of the loan.

In response to the Staff's comment, the Registrant has revised the disclosure on page 73 to describe the purpose of the loan.

In addition, the Registrant respectfully advises that Staff that it expects the low end of the price range for shares of common stock will not be lower than \$24 per share and that the high end of the range will not be higher than \$27 per share, after giving effect to the 8-for-1 stock split described in the Registration Statement. Once finally determined, a bona fide estimated price range, as required by item 501(c) of Regulation S-K, will be included in the preliminary prospectus provided to prospective investors.

* * * * *

Please call me (212-455-2255) or Lauren Yoon of my firm (212-455-2331) if you wish to discuss our responses to the comment letter.

Very truly yours,

/s/ Igor Fert

Igor Fert

[Table of Contents](#)

As filed with the Securities and Exchange Commission on April 8, 2013

Registration No. 333-185697

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

AMENDMENT NO. 3
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SeaWorld Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

7990
(Primary Standard Industrial
Classification Code Number)

27-1220297
(I.R.S. Employer
Identification Number)

9205 South Park Center Loop, Suite 400
Orlando, Florida 32819
(407) 226-5011

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

G. Anthony (Tony) Taylor, Esq.
Chief Legal and Corporate Affairs Officer, General Counsel and Corporate Secretary
9205 South Park Center Loop, Suite 400
Orlando, Florida 32819
(407) 226-5011

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

Igor Fert, Esq.
Simpson Thacher & Bartlett LLP
425 Lexington Avenue
New York, New York 10017
(212) 455-2000

Marc D. Jaffe, Esq.
Cathy A. Birkeland, Esq.
Michael A. Pucker, Esq.
Latham & Watkins LLP
885 Third Avenue
New York, New York 10022-4834
(212) 906-1200

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement is declared effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price(1)(2)	Amount of Registration Fee(3)
Common Stock, par value \$0.01 per share	\$500,000,000	\$68,200

- (1) This amount represents the proposed maximum aggregate offering price of the securities registered hereunder to be sold by the Registrant and the selling stockholders. These figures are estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) under the Securities Act of 1933, as amended.
- (2) Includes offering price of shares of common stock that the underwriters have the option to purchase. See "Underwriting (Conflicts of Interest)."
- (3) The Registrant previously paid \$13,640 of this amount in connection with the initial filing of this Registration Statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

[Table of Contents](#)**Featuring animals at our theme parks involves risks.**

Our theme parks feature numerous displays and interactions that include animals. All animal enterprises involve some degree of risk. All animal interaction by our employees and our guests in attractions in our theme parks, where offered, involves risk. While we maintain strict safety procedures for the protection of our employees and guests, injuries or death, while rare, have occurred in the past. For example, in February 2010, a trainer was killed while engaged in an interaction with a killer whale. Following this incident, we were subject to an inspection by the U.S. Department of Labor's Occupational Safety and Health Administration (OSHA), which resulted in three citations concerning alleged violations of the Occupational Safety and Health Act and certain regulations thereunder. We have appealed certain of these citations and the appeal process is ongoing. In connection with this incident, we reviewed and revised our safety protocols and made certain safety-related facility enhancements. This incident has also been the subject of significant media attention, including television and newspaper coverage, a documentary and a book, as well as discussions in social media. This incident and similar events that may occur in the future may harm our reputation, reduce attendance and negatively impact our business, financial condition and results of operations.

In addition, seven killer whales are presently on loan to a third party. Although the occurrence of any accident or injury involving these killer whales would be outside of our control, any such occurrence could negatively affect our business and reputation.

We maintain insurance of the type and in amounts that we believe is commercially reasonable and that is available to animal enterprise related businesses in the theme park industry. We cannot predict the level of the premiums that we may be required to pay for subsequent insurance coverage, the level of any self-insurance retention applicable thereto, the level of aggregate coverage available, or the availability of coverage for specific risks.

If we lose licenses and permits required to exhibit animals and/or violate laws and regulations, our business will be adversely affected.

We are required to hold government licenses and permits, some of which are subject to yearly or periodic renewal, for purposes of possessing, exhibiting and maintaining animals. Although our theme parks' licenses and permits have always been renewed in the past, in the event that any of our licenses or permits are not renewed or any of our licenses or permits are revoked, portions of the affected theme park might not be able to remain open for purpose of displaying or retaining the animals covered by such license or permit. Such an outcome could materially adversely affect our business, financial condition and results of operations.

In addition, we are subject to periodic inspections by federal and state agencies and the subsequent issuance of inspection reports. While we believe that we comply with, or exceed, requisite care and maintenance standards that apply to our animals, government inspectors can cite us for alleged statutory or regulatory violations. In unusual instances when we are cited for an alleged deficiency, we are most often given the opportunity to correct any purported deficiencies without penalty. It is possible, however, that in some cases a federal or state regulator could seek to impose monetary fines on us. In the past, when we have been subjected to governmental claims for fines, the amounts involved were not material to our business, financial condition or results of operations. However, while highly unlikely, we cannot predict whether any future fines that regulators might seek to impose would materially adversely affect our business, financial condition or results of operations.

Moreover, many of the statutes under which we operate allow for the imposition of criminal sanctions. While neither of the foregoing situations are likely to occur, either could negatively affect the business, financial condition or results of operations at our theme parks.

[Table of Contents](#)**Our Animals**

We are one of the world's foremost zoological organizations and a global leader in animal welfare, training, husbandry and veterinary care. Our mission is to inspire guests through education and up-close experiences and to care for and protect animals. We believe we have one of the largest animal collections in the world, with approximately 67,000 animals, including 7,000 marine and terrestrial animals and 60,000 fish. Animals in our care include certain rare species such as the cheetah, Bengal tiger, West Indian manatee, black rhinoceros and polar bear.

The well-being of the animals in our care is a top priority. Our zoological staff has been caring for animals for more than five decades, and our expertise is a resource for zoos, aquariums and conservation organizations worldwide. Our expertise and innovation in animal husbandry have led to advances in the care of species in zoological facilities and in the conservation of wild populations.

We operate successful zoological breeding programs that help maintain a large and genetically-diverse animal collection. Those efforts have produced 30 killer whales, 152 dolphins and 115 sea lions, among other species. More than 80% of the marine mammals living in our zoological theme parks were born in human care.

Many of our programs represent pioneering contributions to the zoological community. Until the birth of our first killer whale calf in 1985, no zoological institution had successfully bred killer whales. With 29 killer whales, we care for the largest killer whale population in zoological facilities worldwide and today have the most genetically diverse killer whale and dolphin collection in our history. Seven of these killer whales are presently on loan to a third party pursuant to an agreement entered into in February 2004. Pursuant to this agreement, we receive an annual fee, which is not material to our results of operations. In addition to generating incremental revenue for our business, the agreement provides for additional housing capacity for our killer whales. The agreement expires in 2031 and is renewable at the option of the parties.

Our commitment to animals also extends beyond our theme parks and throughout the world. We actively participate in species conservation and rescue efforts as discussed in "—Conservation Efforts" and "—Philanthropy and Community Relations" below.

Our Products and Services**Admission Tickets**

We generate most of our revenue from selling admission to our theme parks. For the year ended December 31, 2012, theme park admissions accounted for approximately 62% of our revenue. We work with travel agents, ticket resellers and travel agencies, as well as maintain an online presence to promote advanced sales and provide guest convenience and ease of entry. Approximately 30% of our admission ticket purchases are made online.

Guests who visit our theme parks have the option of purchasing multiple types of admission tickets, from single and multi-day tickets to season, annual and two year passes. We also offer a Fun Card at select theme parks that allows additional visits throughout that calendar year. In addition, visitors can purchase vacation packages with preferred hotels, behind-the-scenes tours, specialty dining packages and front of the line access to enhance their experience.

We also participate in joint programs that are designed to provide visitors to Florida and Southern California with options, flexibility and value in creating their vacation itineraries. For example, we have partnered with several theme parks in Orlando to create the Orlando FlexTicket, which allows guests to purchase a ticket providing access to our theme parks in Orlando and Tampa as well as Universal Studios' Universal Orlando, Islands of Adventure and Wet 'n Wild. We also created the 2-Park FlexTicket in conjunction with Universal Studios, which allows guests to purchase a ticket providing