

RIVIERA HOLDINGS CORP
Form 3
August 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>High Desert Gaming, LLC</p> <p>(Last) (First) (Middle)</p> <p>900 NORTH MICHIGAN AVENUE, SUITE 1900, CHICAGO, IL 60611</p> <p>(Street)</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/08/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RIVIERA HOLDINGS CORP [RIV]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
--	---	---	---	---	---

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	418,294	I	See footnotes (1) (2) (3)
Common Stock	418,294	I	See footnotes (4)
Common Stock	627,442	I	See footnotes (5) (6) (7)
Common Stock	123,200 (8)	D	^
Common Stock	627,441	I	See footnote (9)
Common Stock	75,300	I	See footnote (10)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
High Desert Gaming, LLC 900 NORTH MICHIGAN AVENUE, SUITE 1900 CHICAGO, IL 60611	^	^ X	^	^
LAMB PARTNERS 900 NORTH MICHIGAN AVENUE CHICAGO, IL 60611	^	^ X	^	^
LAMB INVESTORS INC 900 NORTH MICHIGAN AVENUE SUITE 1900 CHICAGO, IL 60611	^	^ X	^	^
LAMB LLC 0223 PLACER LANE PO BOX 2147 ASPEN, CO 81612	^	^ X	^	^
ISLE INVESTORS LLC 900 NORTH MICHIGAN AVENUE C/O LAMB PARTNERS CHICAGO, IL 60611	^	^ X	^	^
BLUHM NEIL 900 NORTH MICHIGAN AVENUE SUITE 1900 CHICAGO, IL 60611	^	^ X	^	^
CARLIN GREGORY A 900 NORTH MICHIGAN AVENUE SUITE 1900 CHICAGO, IL 60611	^	^ X	^	^

Signatures

/s/ Greg Carlin (Manager, High Desert Gaming LLC)

08/17/2006

__Signature of Reporting Person

Date

08/17/2006

/s/ Neil Bluhm (Managing Member, LAMB Partners/By LAMB, LLC, Its managing partner)

__Signature of Reporting Person

Date

/s/ Neil Bluhm (Managing Member, LAMB Investors, Inc. /By LAMB, LLC, Its sole owner)

08/17/2006

__Signature of Reporting Person

Date

/s/ Neil Bluhm (Managing Member, LAMB, LLC)

08/17/2006

__Signature of Reporting Person

Date

/s/ Greg Carlin (Manager, ISLE Investors, LLC)

08/17/2006

__Signature of Reporting Person

Date

/s/ Neil Bluhm

08/17/2006

__Signature of Reporting Person

Date

/s/ Greg Carlin

08/17/2006

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This is a joint filing by High Desert Gaming, LLC ("HDG"); LAMB Partners; LAMB, LLC ("LAMB"); LAMB Investors, Inc. ("LAMB Investors"); ISLE Investors, LLC ("ISLE"); Greg Carlin; Neil Bluhm (collectively, the "Reporting Persons"). (continued in footnote 2)

(2) (continued from footnote 1) Flag Luxury Riv, LLC ("FLR") directly owns 418,294 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), of Riviera Holdings Corp., a Nevada corporation. Flag Luxury Properties, LLC ("FLP"), as a member of FLR with a 100% equity interest in FLR, may be deemed to have beneficial ownership of the foregoing shares of Common Stock. MJX Flag Associates, LLC ("MJX"), as a member of FLP with an approximate 36% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Flag Leisure Group, LLC ("FLG"), as the managing member of FLP with an approximate 6.4% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 3)

(3) (continued from footnote 2) Sillerman Real Estate Ventures, LLC ("SREV"), as a member of FLG with a 50% equity interest in FLG and substantially all of the equity of MJX, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LMN 134 Family Company LLC ("LMN134"), with an ownership interest in MJX and an ultimate interest of approximately 0.61% in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Robert Sillerman, as the sole member of SREV and President of MJX and with an ultimate interest of approximately 36% in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Paul Kanavos, as President of FLR, FLP, and FLG, and with an ultimate interest of approximately 36.61% in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.

(4) RH1 directly owns 418,294 shares of Common Stock. ONIROT, as the sole member of RH1, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Brett Torino, as the sole Trustee of ONIROT, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.

(5) Rivacq LLC ("Rivacq") directly owns 627,442 shares of Common Stock. SOF U.S. Hotel Co-Invest Holdings, L.L.C. ("SOF Co-Invest"), as the sole member of Rivacq, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of SOF-VII U.S. Hotel Holdings, L.L.C. ("SOF VII") and I-1/I-2 U.S. Holdings, L.L.C. ("Hotel Fund"), as the sole members of SOF Co-Invest, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 6)

(6) (continued from footnote 5) Each of Starwood Global Opportunity Fund VII-A L.P., Starwood Global Opportunity Fund VII-B, L.P., Starwood U.S. Opportunity Fund VII-D, L.P., and Starwood U.S. Opportunity Fund VII-D-2, L.P. (the "Opportunity Funds"), as the sole members of SOF VII, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of Starwood Capital Hospitality Fund I-1, L.P. and Starwood Capital Hospitality Fund I-2, L.P. (the "Hospitality Funds"), (continued in footnote 7)

Edgar Filing: RIVIERA HOLDINGS CORP - Form 3

- (continued from footnote 6) as the sole members of the Hotel Fund, may be deemed to have beneficial ownership of the foregoing shares of Common Stock. SOF-VII Management, L.L.C. ("SOF VII Management"), as the general partner of each of the Opportunity Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. SCG Hotel Management, L.L.C. ("Hotel Management"), as the general partner of each of the Hospitality Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Starwood Capital Group Global, L.L.C. ("SCGG"), as the managing member of SOF VII Management and Hotel Management, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Barry S. Sternlicht, as the Chairman and CEO of SCGG and CEO of SOF VII and Hotel Fund, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.
- (7) Barry S. Sternlicht also directly holds 123,200 shares of Common Stock.
- HDG directly owns 627,441 shares of Common Stock. LAMB Partners, as a member of HDG with an approximate 74% equity interest in HDG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LAMB Investors, as a partner in LAMB Partners, may also be deemed to have beneficial ownership of the foregoing shares. LAMB, as the managing partner of LAMB Partners and holder of substantially all of the equity of LAMB Investors, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Greg Carlin, as a manager of HDG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Neil Bluhm, as a manager of HDG and as managing member of LAMB, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.
- ISLE directly holds 75,300 shares of Common Stock. Accordingly, Greg Carlin, as the manager of ISLE, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. ISLE is the designated filer. The Reporting Persons are filing this joint Form 3 because they may be regarded as a group. However, each Reporting Person disclaims beneficial ownership of the shares owned by the other Reporting Persons and disclaims membership in a group, and this filing shall not constitute an acknowledgement that the Reporting Persons constitute a group.
- (8) Barry S. Sternlicht also directly holds 123,200 shares of Common Stock.
- (9) HDG directly owns 627,441 shares of Common Stock. LAMB Partners, as a member of HDG with an approximate 74% equity interest in HDG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LAMB Investors, as a partner in LAMB Partners, may also be deemed to have beneficial ownership of the foregoing shares. LAMB, as the managing partner of LAMB Partners and holder of substantially all of the equity of LAMB Investors, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Greg Carlin, as a manager of HDG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Neil Bluhm, as a manager of HDG and as managing member of LAMB, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.
- (10) ISLE directly holds 75,300 shares of Common Stock. Accordingly, Greg Carlin, as the manager of ISLE, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. ISLE is the designated filer. The Reporting Persons are filing this joint Form 3 because they may be regarded as a group. However, each Reporting Person disclaims beneficial ownership of the shares owned by the other Reporting Persons and disclaims membership in a group, and this filing shall not constitute an acknowledgement that the Reporting Persons constitute a group.

^

Remarks:

This Form 3 is being filed in conjunction with the following Form 3s filed on an even date by: (i) FLR, FLP, MJX, FLG, SREV, LMN134, Robert Sillerman, and Paul Kanavos; (ii) RH1, Brett Torino; (iii) Rivacq, SOF Co-Invest, SOF VII, Hotel Fund, the Opportunity Funds, and the Hospitality Funds; and (iv) SOF VII Management, Hotel Management, SCGG, and Barry S. Sternlicht.

Exhibits:

99.1 - Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.