

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

RIVIERA HOLDINGS CORP
Form SC 13D/A
March 12, 2007

Schedule 13D

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 7)*

Riviera Holdings Corp.

(Name of Issuer)

Common Stock, \$.001 per share

(Title of Class of Securities)

769627100

(CUSIP Number)

Andrew J. Perel
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, New York 10281
(212) 504-6656

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 28, 2007

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The Information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Flag Luxury Riv, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 418,294
8 SHARED VOTING POWER
0
9 SOLE DISPOSITIVE POWER
418,294
10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.36%

14 TYPE OF REPORTING PERSON

OO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Flag Luxury Properties, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			836,588
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			836,588

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

836,588

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.71%

14 TYPE OF REPORTING PERSON

OO

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1 NAMES OF REPORTING PERSONS
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MJX Flag Associates, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0
	8	SHARED VOTING POWER	
			836,588
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	
			836,588

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1 NAMES OF REPORTING PERSONS
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LMN 134 Family Company LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

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AF

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PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			836,588
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			836,588

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Flag Leisure Group, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			836,588

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836,588

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Sillerman Real Estate Ventures, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

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PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			836,588

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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CERTAIN SHARES

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1 NAMES OF REPORTING PERSONS
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Mitchell J. Nelson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			836,588

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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Robert Sillerman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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4 SOURCE OF FUNDS

OO

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PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			836,588

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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Paul Kanavos

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			836,588
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			836,588

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RH1, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

	7	SOLE VOTING POWER	
NUMBER OF			418,294
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			418,294

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
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3.36%

14 TYPE OF REPORTING PERSON

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Metro Investment, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			418,294
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			418,294

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1 NAMES OF REPORTING PERSONS
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FC208,LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Colorado

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			418,294
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
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14 TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

TTERB Living Trust dated 6/20/2000

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

	7	SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			0
	8	SHARED VOTING POWER	
			418,294
	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	
			418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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1 NAMES OF REPORTING PERSONS
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Brett Torino

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			418,294
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			418,294

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

418,294

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3.36%

14 TYPE OF REPORTING PERSON

IN

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1 NAMES OF REPORTING PERSONS
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Rivacq LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

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AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			627,442
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			627,442

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

OO

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SOF U.S. Hotel Co-Invest Holdings, L.L.C

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

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5.03%

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SOF-VII U.S. Hotel Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

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PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

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627,442

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1 NAMES OF REPORTING PERSONS
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I-1/I-2 U.S. Holdings, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

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5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

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			627,442

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Starwood Global Opportunity Fund VII-A, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

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			627,442

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5.03%

14 TYPE OF REPORTING PERSON

PN

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1 NAMES OF REPORTING PERSONS
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Starwood Global Opportunity Fund VII-B,L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood US Opportunity Fund VII-D,L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood US Opportunity Fund VII-D-2, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood Capital Hospitality Fund I-1,L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood Capital Hospitality Fund I-2,L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

PN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SOF-VII Management, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

OO

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CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

SCG Hotel Management, L.L.C

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

OO

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Starwood Capital Group Global, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Connecticut

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,442

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

OO

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Barry S. Sternlicht

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			123,200
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			627,442
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			123,200

	10	SHARED DISPOSITIVE POWER	
			627,442

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

750,642

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.02%

14 TYPE OF REPORTING PERSON

IN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

High Desert Gaming, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			627,441
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			627,441

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

627,441

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.03%

14 TYPE OF REPORTING PERSON

OO

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LAMB Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Illinois

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			702,741
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			702,741

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

702,741

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.64%

14 TYPE OF REPORTING PERSON

PN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LAMB Investors, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			702,741
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			702,741

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

702,741

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.64%

14 TYPE OF REPORTING PERSON

CO

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LAMB, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			702,741
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			702,741

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

702,741

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.64%

14 TYPE OF REPORTING PERSON

OO

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

ISLE Investors, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			75,300
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			0
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			75,300

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.60%

14 TYPE OF REPORTING PERSON

OO

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Gregory A. Carlin

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			702,741
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			702,741

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

702,741

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.64%

14 TYPE OF REPORTING PERSON

IN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Neil G. Bluhm

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			702,741
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			702,741

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

702,741

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.64%

14 TYPE OF REPORTING PERSON

IN

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

BCB Consultants, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			75,300
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			75,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.60%

14 TYPE OF REPORTING PERSON

OO

Edgar Filing: RIVIERA HOLDINGS CORP - Form SC 13D/A

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Brian C. Black

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) | |
(b) | |

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEM 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

	7	SOLE VOTING POWER	
NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			75,300
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			75,300

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

75,300

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.60%

14 TYPE OF REPORTING PERSON

IN

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This Amendment No. 7 amends and supplements the statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission on December 28, 2005, and amended by Amendment No. 1 on March 3, 2006, Amendment No. 2 on March 23, 2006, Amendment No. 3 on April 5, 2006, Amendment No. 4 on May 18, 2006, Amendment No. 5 on August 2, 2006 and Amendment No. 6 on August 4, 2006, by Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; LMN 134 Family Company LLC, Robert Sillerman; Paul Kanavos; RH1, LLC; ONIROT Living Trust dated 6/20/2000; Brett Torino; Rivacq LLC; SOF U.S. Hotel Co-Invest Holdings, L.L.C.; SOF-VII US Hotel Holdings, L.L.C.; I-1/I-2 U.S. Holdings, L.L.C.; 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.; Starwood U.S. Opportunity Fund VII-D-2, L.P.; Starwood Capital Hospitality Fund I-1, L.P.; Starwood Capital Hospitality Fund I-2, L.P.; SOF-VII Management, L.L.C.; SCG Hotel Management, L.L.C.; Starwood Capital Group Global, LLC; Barry S. Sternlicht; High Desert Gaming, LLC; LAMB Partners; LAMB, LLC; LAMB Investors, Inc., ISLE Investors, LLC; Greg Carlin; Neil Bluhm; with respect to the common stock, par value \$0.001 per share, of Riviera Holdings Corp., a Nevada corporation. This Amendment No. 7 is also being filed by Mitchell J. Nelson, Metro Investment, LLC ("Metro Investment"), FC208, LLC ("FC208"), TTERB Living Trust dated 6/20/2000 ("TTERB"), BCB Consultants, LLC ("BCB") and Brian C. Black. ONIROT is no longer required to file on Schedule 13D, as discussed more fully in Item 5 herein. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement. From and after the date hereof, all references in the Statement to the Statement or terms of similar import shall be deemed to refer to the Statement as amended and supplemented hereby.

On March 9, 2007, FLR, FLP, MJX, FLG, SREV, LMN134, Mitchell J. Nelson, Robert Sillerman, Paul Kanavos, RH1, Metro Investment, FC208, TTERB, Brett Torino, Rivacq, SOF Co-Invest, SOF VII, Hotel Fund, Opportunity Fund VII-A, Opportunity Fund VII-B, Opportunity Fund VII-D, Opportunity Fund VII D-2, Hospitality Fund I-1, Hospitality I-2, SOF VII Management, Hotel Management, SCGG, Barry S. Sternlicht, HDG, LAMB Partners, LAMB, LLC, LAMB Investors, ISLE, Greg Carlin, Neil Bluhm, BCB and Brian C. Black entered into an agreement amending and restating the Second Amended Joint Filing Agreement dated as of August 2, 2006 (the "Third Amended and Restated Joint Filing Agreement") to, among other things, include Mitchell J. Nelson, Metro Investment, FC208, TTERB, BCB and Brian C. Black as joint filers. The foregoing and subsequent references to, and descriptions of, the Third Amended and Restated Joint Filing Agreement are qualified in their entirety by reference to the Third Amended and Restated Joint Filing Agreement, the terms of which are incorporated herein by reference to Exhibit 10.11 hereto.

Neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Persons that they constitute a "group" as such term is used in Section 13(d)(1)(k) of the rules and regulations under the Securities Exchange Act of 1934, as amended.

ITEM 1. SECURITY AND ISSUER

Response unchanged.

ITEM 2. IDENTITY AND BACKGROUND

Item 2 is hereby supplemented as follows:

Metro Investment is a limited-liability company formed under the laws of Delaware with its business address at 650 Madison Avenue, New York, NY 10022. Metro Investment's principal business is the holding of Common Stock.

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FC208 is a limited-liability company formed under the laws of Colorado with its business address at 4445 Wagon Trail Avenue, Las Vegas, NV 89118. FC208's principal business is the holding of Common Stock.

TTERB is a living trust formed under the laws of Nevada for the sole benefit of Brett Torino. TTERB's business address is 4445 Wagon Trail Avenue, Las Vegas, NV 89118.

Mitchell J. Nelson is the managing member of LMN 134. Mr. Nelson is a citizen of the United States. Mr. Nelson's business address is 650 Madison Avenue, New York, NY 10022, and his principal occupation is Senior Vice President of Business Affairs of FLP.

BCB is a limited-liability company formed under the laws of Delaware with its business address at 900 North Michigan Avenue, Suite 1900, Chicago, IL 60611. BCB's principal business is investment in securities and various other asset classes.

Brian C. Black is the manager and sole member of BCB. Mr. Black is a citizen of the United States. Mr. Black's business address is 900 North Michigan Avenue, Suite 1900, Chicago, IL 60611, and his principal occupation is acting as Manager of BCB.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Response unchanged.

ITEM 4. PURPOSE OF TRANSACTION

Response unchanged.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Item 5 is hereby supplemented as follows:

On February 28, 2007, the 100% equity interest ONIROT held in RH1 was transferred to Metro Investment. Upon completion of such transfer, ONIROT is the beneficial owner of 0 shares of Common Stock and Metro Investment may be deemed the beneficial owner of 418,294 shares of Common Stock, which represent approximately 3.36% of the outstanding shares of Common Stock as of November 1, 2006. FLP, as a member of Metro Investment with a 43.48% equity interest in Metro Investment, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that FLP may be deemed to be beneficially own as a member of FLP, constitutes approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006. MJX, as a member of FLP with an approximate 36% equity interest in FLP, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that MJX may be deemed to beneficially own as a member of FLP, constitutes approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006. FLG, as the managing member of FLP, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that FLG may be deemed to beneficially own as managing member of FLP, constitutes approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006. SREV, as a member of FLG with a 50% equity interest in FLG and owner of substantially all of the equity of MJX, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that SREV may be deemed to beneficially own as a member of FLG and owner of substantially all of the equity of MJX, constitutes

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approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006. LMN134, with an ownership interest in MJX and an ultimate interest of approximately 0.61% in FLP, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that LMN134 may be deemed to beneficially own through its ownership interest in MJX, constitutes approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006. Mitchell J. Nelson, as the managing member of LMN134, also may be deemed to beneficially own all the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that Mr. Nelson may be deemed to beneficially own as managing member of LMN134, constitutes approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006. Robert Sillerman, as the sole member of SREV and President of MJX and with an ultimate equity interest of approximately 36% in FLP, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that Mr. Sillerman may be deemed to beneficially own as the sole member of SREV and President of MJX, constitutes approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006. Paul Kanavos, as President of FLR, FLP, and FLG and with an ultimate equity interest of approximately 36.61% in FLP, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 418,294 shares of Common Stock that Mr. Kanavos may be deemed to beneficially own as President of FLR, FLP, and FLG and through his equity interest in FLP, constitutes approximately 6.71% of the outstanding shares of Common Stock as of November 1, 2006.

FC208, as a member of Metro Investment with a 56.52% equity interest in Metro Investment, also may be deemed to beneficially own the 418,294 shares of Common Stock owned by Metro Investment, which represents approximately 3.36% of the outstanding shares of Common Stock as of November 1, 2006. TTERB, as the sole member of FC208, also may be deemed to beneficially own the foregoing shares of Common Stock. Brett Torino, as the sole Trustee of TTERB, also may be deemed to beneficially own the foregoing shares of Common Stock.

ISLE holds 75,300 shares of Common Stock, which represent approximately 0.6% of the outstanding shares of Common Stock as of November 1, 2006. Accordingly, LAMB Partners, as a member of ISLE that holds 62.6% of the equity of ISLE may be deemed to beneficially own the foregoing shares. LAMB Investors, as a partner in LAMB Partners that holds 1.1% of the equity of LAMB Partners, also may be deemed to beneficially own the foregoing shares of Common Stock. LAMB, LLC, as a partner that holds 98.9% of the equity of LAMB Partners and as the owner of all the equity interest in LAMB Investors, also may be deemed to beneficially own the foregoing shares of Common Stock. Neil Bluhm, as a member of ISLE who holds 21.5% of the equity of ISLE also may be deemed to beneficially own the foregoing shares of Common Stock. Greg Carlin, as a manager and member of ISLE who holds 14.5% of the equity of ISLE also may be deemed to beneficially own the foregoing shares of Common Stock. BCB, as a manager and member of ISLE that holds 1.4% of the equity of ISLE, also may be deemed to beneficially own the foregoing shares of Common Stock. Brian C. Black, as the manager and sole member of BCB, also may be deemed to beneficially own the foregoing shares of Common Stock.

HDG may be deemed to beneficially own 627,411 shares of Common Stock, which represents approximately 5.03% of the outstanding shares of Common Stock as of November 1, 2006. LAMB Partners, as a member of HDG that holds an approximate 74% equity interest in HDG, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 75,300 shares of Common Stock that LAMB Partners may be deemed to beneficially own as a member of ISLE, constitutes approximately 5.64% of the outstanding shares of Common

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Stock as of November 1, 2006. LAMB Investors, as a partner in LAMB Partners that holds 1.1% of the equity of LAMB Partners, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 75,300 shares of Common Stock beneficially owned through LAMB Partner's interest in ISLE, constitutes approximately 5.64% of the outstanding shares of Common Stock as of November 1, 2006. LAMB, LLC, as a partner that holds 98.9% of the equity of LAMB Partners and as the owner of all the equity interest in LAMB Investors, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the shares of Common Stock beneficially owned through LAMB Partners and LAMB Investors' interests in ISLE, constitutes approximately 5.64% of the outstanding shares of Common Stock as of November 1, 2006. Greg Carlin, as a manager of HDG, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 75,300 shares of Common Stock that Mr. Carlin may be deemed to beneficially own as a manager and member of ISLE, constitutes approximately 5.64% of the outstanding shares of Common Stock as of November 1, 2006. Neil Bluhm, as a manager and member of HDG who holds 1% of the equity of HDG, president of LAMB Investors, and manager and member of LAMB, LLC who holds 1.1% of the equity of LAMB, LLC, also may be deemed to beneficially own the foregoing shares of Common Stock, and which, together with the 75,300 shares of Common Stock that Mr. Bluhm may be deemed to beneficially own as a member of ISLE and through LAMB Investors and LAMB LLC's interests in ISLE, constitutes approximately 5.64% of the outstanding shares of Common Stock as of November 1, 2006.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS, OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY.

Item 6 is hereby supplemented as follows:

9. On March 9, 2007, FLR, FLP, MJX, FLG, SREV, LMN134, Mitchell J. Nelson, Robert Sillerman, Paul Kanavos, RH1, Metro Investment, FC208, TTERB, Brett Torino, Rivacq, SOF Co-Invest, SOF VII, Hotel Fund, Opportunity Fund VII-A, Opportunity Fund VII-B, Opportunity Fund VII-D, Opportunity Fund VII D-2, Hospitality Fund I-1, Hospitality I-2, SOF VII Management, Hotel Management, SCGG, Barry S. Sternlicht, HDG, LAMB Partners, LAMB, LLC, LAMB Investors, ISLE, Greg Carlin, Neil Bluhm, BCB and Brian C. Black entered into the Third Amended and Restated Joint Filing Agreement to, among other things, include Mitchell J. Nelson as joint filers. A copy of the

Third Amended and Restated Joint Filing Agreement is filed herewith as Exhibit 10.11 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

10.11. Third Amended and Restated Joint Filing Agreement, dated March 9, 2007 by and among Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; LMN 134 Family Company LLC, Mitchell J. Nelson, Robert Sillerman; Paul Kanavos; RH1, LLC; Metro Investment, LLC; FC208, LLC; TTERB Living Trust dated 6/20/2000; Brett Torino; Rivacq LLC; SOF U.S. Hotel Co-Invest Holdings, L.L.C.; SOF-VII US Hotel Holdings, L.L.C.; I-1/I-2 U.S. Holdings, L.L.C.; 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.; Starwood U.S. Opportunity Fund VII-D-2, L.P.; Starwood Capital Hospitality Fund I-1, L.P.; Starwood Capital Hospitality Fund I-2, L.P.; SOF-VII Management, L.L.C.; SCG

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Hotel Management, L.L.C.; Starwood Capital Group Global, LLC; Barry S. Sternlicht; High Desert Gaming, LLC; LAMB Partners; LAMB, LLC; LAMB Investors, Inc., ISLE Investors, LLC; Greg Carlin; Neil Bluhm; BCB Consultants, LLC and Brian C. Black.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Flag Luxury Riv, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

Flag Luxury Properties, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

MJX Flag Associates, LLC

By: /s/ Robert Sillerman

Name: Robert Sillerman
Title: Member

Flag Leisure Group, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

Sillerman Real Estate Ventures, LLC

By: /s/ Robert Sillerman

Name: Robert Sillerman
Title: Member

LMN 134 Family Company LLC

By: /s/ Mitchell J. Nelson

Name: Mitchell J. Nelson
Title: Managing Member

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Mitchell J. Nelson

/s/ Mitchell Nelson

Robert Sillerman

/s/ Robert Sillerman

Paul Kanavos

/s/ Paul Kanavos

RH1, LLC

By: Metro Investment

Its sole member

By: FC208, LLC

Member

By: TTERB Living Trust dated 6/20/2000

Its sole member

By: /s/ Brett Torino

Name: Brett Torino
Title: Trustee

Metro Investment, LLC

By: FC208, LLC

Member

By: TTERB Living Trust dated 6/20/2000

Its sole member

By: /s/ Brett Torino

Name: Brett Torino
Title: Trustee

FC208, LLC

By: TTERB Living Trust dated 6/20/2000

Its sole member

By: /s/ Brett Torino

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Name: Brett Torino
Title: Trustee

TTREB Living Trust dated 6/20/2000

By: /s/ Brett Torino

Name: Brett Torino
Title: Trustee

Brett Torino

/s/ Brett Torino

Rivacq LLC

By: S OF U.S. Hotel Co-Invest Holdings, L.L.C.

By: SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

By: I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

SOF U.S. Hotel Co-Invest Holdings, L.L.C.

By: SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

By: I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

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SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Starwood Global Opportunity Fund VII-A, L.P.

By: /s/ Barry S. Sternlicht

Its general partner

By: Starwood Capital Group Global, L.L.C.

Its General manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Starwood Global Opportunity Fund VII-B, L.P.

By: SOF-VII Management, L.L.C.

Its general partner

By: Starwood Capital Group Global, L.L.C.

Its General manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Starwood U.S. Opportunity Fund VII-D, L.P.

By: SOF-VII Management, L.L.C.

Its general partner

By: Starwood Capital Group Global, L.L.C.

Its General manager

By: /s/ Barry S. Sternlicht

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Name: Barry S. Sternlicht
Title: Chief Executive Officer

Starwood U.S. Opportunity Fund VII-D2, L.P.

By: SOF-VII Management, L.L.C.

Its general partner

By: Starwood Capital Group Global, L.L.C.

Its General manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Starwood Capital Hospitality Fund I-1, L.P.

By: SCG Hotel Management, L.L.C.

Its general partner

By: Starwood Capital Group Global, L.L.C.

Its General manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Starwood Capital Hospitality Fund I-2, L.P.

By: SCG Hotel Management, L.L.C.

Its general partner

By: Starwood Capital Group Global, L.L.C.

Its General manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

SOF-VII Management, L.L.C.

By: Starwood Capital Group Global, L.L.C.

Its General Manager

By: /s/ Barry S. Sternlicht

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Name: Barry S. Sternlicht
Title: Chief Executive Officer

SCG Hotel Management, L.L.C.

By: Starwood Capital Group Global, L.L.C.

Its General Manager

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Starwood Capital Group Global, LLC

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

Barry S. Sternlicht

/s/ Barry S. Sternlicht

High Desert Gaming, LLC

By: /s/ Gregory A. Carlin

Name: Gregory A. Carlin
Title: Manager

LAMB Partners

By: LAMB, LLC

Its Partner

By: /s/ Neil G. Bluhm

Name: Neil G. Bluhm
Title: Manager

By: LAMB Investors, Inc.

Its Partner

By: /s/ Neil G. Bluhm

Name: Neil G. Bluhm
Title: President

LAMB, LLC

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By: /s/ Neil G. Bluhm

Name: Neil G. Bluhm
Title: Manager

ISLE Investors, LLC

By: /s/ Gregory A. Carlin

Name: Gregory A. Carlin
Title: Manager

Gregory A. Carlin

/s/ Gregory A. Carlin

Neil G. Bluhm

/s/ Neil G. Bluhm

BCB Consultants, LLC

By: /s/ Brian C. Black

Name: Brian C. Black
Title: Manager

Brian C. Black

/s/ Brian C. Black

Dated: March 12, 2007