

AMERISTAR CASINOS INC  
Form SC 13D/A  
June 02, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 13D/A  
(Rule 13d-101)  
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(a)  
UNDER THE SECURITIES AND EXCHANGE ACT OF 1934  
(Amendment No. 2)<sup>( )</sup>  
AMERISTAR CASINOS, INC.**

(Name of Issuer)  
COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)  
03070Q 10 1

(CUSIP Number)  
PETER C. WALSH  
3773 HOWARD HUGHES PARKWAY, SUITE 490S  
LAS VEGAS, NEVADA 89169  
(702) 567-7000

(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)  
May 31, 2008

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 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).

---

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 2 OF 7 PAGES

NAME OF REPORTING PERSONS

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

Estate of Craig H. Neilsen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- 2**
- (a)
  - (b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

OO (1)

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

United States

SOLE VOTING POWER

**7**

NUMBER OF 31,528,400

SHARED VOTING POWER

**8**

SHARES BENEFICIALLY OWNED BY 0

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER  31,528,400
WITH	<b>10</b>	SHARED DISPOSITIVE POWER  0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
31,528,400

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

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
55.1%

**14** TYPE OF REPORTING PERSON\*  
  
OO - (2)

(1) The securities beneficially owned by the Estate of Craig H. Neilsen (the Estate ) were acquired as a result of the death of Craig H. Neilsen on November 19, 2006. The securities were acquired by the Estate by operation of law upon Craig H. Neilsen s death. Therefore, this item is not

applicable.

- (2) The Reporting Person is an estate to which the securities reported herein passed upon the death of Craig H. Neilsen.
-

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 3 OF 7 PAGES

NAME OF REPORTING PERSONS

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

Ray H. Neilsen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- 2**
- (a)
  - (b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

OO (3)

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

United States

SOLE VOTING POWER

**7**

NUMBER OF 203,568 (4)

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER

31,528,400 (5)

EACH REPORTING PERSON	<b>9</b>	SOLE DISPOSITIVE POWER  203,568 (4)
WITH	<b>10</b>	SHARED DISPOSITIVE POWER  31,528,400 (5)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
31,731,968

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

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
  
55.4%

**14** TYPE OF REPORTING PERSON\*  
  
IN

(3) Ray H. Neilsen was named as co-personal representative and co-executor of the Estate. The securities beneficially owned by the Estate were acquired as a result of the death of Craig H. Neilsen. The securities were acquired by the Estate by operation of law upon Craig H. Neilsen's death.

Therefore, this item is not applicable.

- (4) Includes 60,968 shares subject to options exercisable within 60 days. These options have been granted pursuant to standard Company option plans.
  - (5) Includes 31,528,400 shares held by the Estate.
-



CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 4 OF 7 PAGES

NAME OF REPORTING PERSONS

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

Gordon R. Kanofsky

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

- 2**
- (a)
  - (b)

SEC USE ONLY

**3**

SOURCE OF FUNDS

**4**

OO (6)

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

**5**

CITIZENSHIP OR PLACE OF ORGANIZATION

**6**

United States

SOLE VOTING POWER

**7**

NUMBER OF 0

SHARED VOTING POWER

**8**

SHARES  
BENEFICIALLY  
OWNED BY

31,732,826 (7)

EACH  
REPORTING PERSON **9** SOLE DISPOSITIVE POWER  
0

WITH **10** SHARED DISPOSITIVE POWER  
31,732,826 (7)

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
31,732,826

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

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
55.4%

**14** TYPE OF REPORTING PERSON\*  
IN

(6) Gordon R. Kanofsky was named as co-personal representative and co-executor of the Estate. The securities beneficially owned by the Estate were acquired as a result of the death of Craig H. Neilsen. The securities were acquired by the Estate by operation of law upon Craig H.

Neilsen's death.  
Therefore, this  
item is not  
applicable.

- (7) Includes  
31,528,400  
shares held by  
the Estate. Also  
includes 12,000  
shares held by  
the Kanofsky  
Family Trust  
Dated  
January 27,  
1998 (the  
Kanofsky  
Trust ), of which  
Mr. Kanofsky  
and his spouse  
are co-trustees,  
and 192,426  
shares subject to  
options which  
are exercisable  
within 60 days,  
which options  
are also held by  
the Kanofsky  
Trust. These  
options have  
been granted  
pursuant to  
standard  
Company option  
plans.
-

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 5 OF 7 PAGES

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on December 15, 2006, as amended by Amendment No. 1 thereto, filed with the SEC on October 22, 2007 (together, the Schedule 13D), by the Estate of Craig H. Nielsen, Ray H. Nielsen and Gordon R. Kanofsky, with respect to the common stock, par value \$0.01 per share, of Ameristar Casinos, Inc., a Nevada corporation (the Company). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

**ITEM 2. IDENTITY AND BACKGROUND.**

The purpose of this amendment is to update the titles of the persons described in this Item 2. Item 2(c) of the Schedule 13D is hereby amended to include the following information:

On May 31, 2008, the Company's Board of Directors amended the Company's Bylaws to create the executive officer positions of Chairman of the Board, Vice Chairman of the Board and Chief Executive Officer. On that date, the Board of Directors elected Ray H. Nielsen as Chairman of the Board and Gordon R. Kanofsky as Chief Executive Officer and Vice Chairman of the Board. Mr. Nielsen had previously served as Co-Chairman of the Board and Senior Vice President of the Company, and Mr. Kanofsky had previously served as Co-Chairman of the Board and Executive Vice President of the Company.

**ITEM 4. PURPOSE OF TRANSACTION.**

Item 4 of the Schedule 13D is hereby amended to include the information set forth in Item 2(c) above, which is hereby incorporated by reference in response to this Item 4.

---

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 6 OF 7 PAGES

**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.

Dated: June 2, 2008

ESTATE OF CRAIG H. NEILSEN

By: /s/ RAY H. NEILSEN

Name: Ray H. Neilsen

Title: Co-Personal Representative

By: /s/ GORDON R. KANOFSKY

Name: Gordon R. Kanofsky

Title: Co-Personal Representative

/s/ RAY H. NEILSEN

RAY H. NEILSEN

/s/ GORDON R. KANOFSKY

GORDON R. KANOFSKY

---

CUSIP NO. 03070Q101

SCHEDULE 13D/A  
**EXHIBIT INDEX**

PAGE 7 OF 7 PAGES

Exhibit No.

Description of Exhibit

- 1 Joint Filing Agreement, dated as of December 15, 2006, by and among the Estate of Craig H. Neilsen, Ray H. Neilsen and Gordon R. Kanofsky (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Estate of Craig H. Neilsen, Ray H. Neilsen and Gordon R. Kanofsky with the SEC on December 15, 2006).