

RIVIERA HOLDINGS CORP

Form 4/A

December 14, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EICHNER IAN BRUCE

(Last) (First) (Middle)

101 CONVENTION CENTER  
DRIVE, SUITE 100

(Street)

LAS VEGAS, NV 89101

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

RIVIERA HOLDINGS CORP [RIV]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/10/2006

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
11/14/2006

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title \_\_\_\_X\_\_\_\_ Other (specify  
below) below)

See Footnotes (1), (2) and (3)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
					D	(1) (2) (3)			
Common Stock	12/12/2006		J <u>(1)(2)(3)</u>		0		\$ 0	600,000	D

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

**Persons who respond to the collection of  
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SEC 1474  
(9-02)

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

EICHNER IAN BRUCE  
101 CONVENTION CENTER DRIVE, SUITE 100  
LAS VEGAS, NV 89101

See Footnotes (1), (2) and (3)

## Signatures

/s/ Ian Bruce  
Eichner 12/14/2006

\_\_Signature of  
Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(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).

On November 10, 2006, the Reporting Person reached an understanding with certain of D. E. Shaw Laminar Portfolios, L.L.C., D. E. Shaw Valence Portfolios, L.L.C., D. E. Shaw Investment Management, L.L.C., D. E. Shaw & Co., L.P., D. E. Shaw & Co., L.L.C., David  
(1) E. Shaw and/or one or more of their affiliates (all of the foregoing, except for the Reporting Person, collectively, the "Other Group Members") to make a joint bid to acquire all of the outstanding shares of Common Stock not currently owned by the Reporting Person or the Other Group Members.

In accordance with this understanding, a letter was sent to the board of directors of the Issuer proposing to acquire by merger all of the outstanding shares of Common Stock not owned by the Reporting Person or the Other Group Members (the "Proposal Letter") for \$21 per  
(2) share in cash. Solely as a result of this understanding and the Proposal Letter, the Reporting Person and the Other Group Members may have been deemed to be a group for the reporting purposes of Form 3. On November 14, 2006, the Reporting Person filed a Form 3 reporting the number of shares of Common Stock beneficially owned by him.

On December 12, 2006, the Reporting Person and the Other Group Members withdrew their acquisition proposal contemplated by the Proposal Letter and terminated all other activities permitted by the waiver and approval that had been granted by the board of directors of the Issuer in connection therewith. Since the Reporting Person and the Other Group Members may no longer be deemed a group for the reporting purposes of Form 3 and the aggregate amount of shares of Common Stock deemed to be beneficially owned by the Reporting Person represents 4.8% of the outstanding shares of Common Stock, the Reporting Person is no longer subject to Section 16 of the Securities Exchange Act of 1934.  
(3)

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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