RIVIERA HOLDINGS CORP Form SC 13D/A March 23, 2007

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 8) \*

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)

March 21, 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(q), 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).

CUSIP 1	SIP NO.: 769627100  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)  X							
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	CITIZENSH	IP OR PLA	CE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER SHARES			418,294					
	CIALLY	8	SHARED VOTING POWER					
EACH REPORT			0					
PERSON		9	SOLE DISPOSITIVE POWER					
			418,294					
		10	SHARED DISPOSITIVE POWER					
			0	-				
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	418 <b>,</b> 294							
12	CHECK BOX CERTAIN SE		GGREGATE AMOUNT IN ROW (11) EXCLUDES	_				
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF RE	EPORTING						
	00							

CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Flag Luxury Properties, LLC \_\_\_\_\_\_ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |\_| (b) |X| \_\_\_\_\_ 3 SEC USE ONLY \_\_\_\_\_\_ SOURCE OF FUNDS WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware \_\_\_\_\_\_ 7 SOLE VOTING POWER NUMBER OF 0 \_\_\_\_\_ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 836,588 REPORTING 9 SOLE DISPOSITIVE POWER PERSON \_\_\_\_\_ 10 SHARED DISPOSITIVE POWER 836,588 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 836**,**588 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 00

CUSIP NO.: 769627100

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)							
	MJX Flag Associates, LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  (b)  X							
3	SEC USE ON							
4	SOURCE OF I	FUNDS						
	AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _							
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	R OF		0					
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER					
OWNED EACH	BY		836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER	-				
			0					
		10	SHARED DISPOSITIVE POWER					
		10	836,588					
11	AGGREGATE A	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	1			
	836,588							
12	CHECK BOX CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDES		I_I			
13	PERCENT OF	CLASS 1	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REI		PERSON					
	00							

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

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

			TABL DOV THE A MEMBER OF A GROUP					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  _   (b)  X							
3	SEC USE ON	LY						
4	SOURCE OF FUNDS							
	AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _							
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	S ICIALLY		0					
		8	SHARED VOTING POWER	=				
OWNED EACH			836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER	_				
			836,588					
11	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	836,588							
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	s  _				
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF RE	PORTING	PERSON					
	00							
CUSTP	NO.: 76962	7100						

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

	Flag Leisure	Group	, LLC					
2	CHECK THE AP	PROPRI	ATE 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 PLA	CE OF ORGANIZATION					
	Delaware							
			SOLE VOTING POWER					
NUMBER	OF		0					
	CIALLY BY ING	8	SHARED VOTING POWER					
OWNED I			836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			836,588	_				
11	AGGREGATE AM	IOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSO:	N			
	CERTAIN SHAR	ES	GGREGATE AMOUNT IN ROW (11) EXCLUDES		_			
			EPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REPO	RTING	PERSON					
	00							
	NO.: 7696271 NAMES OF REP I.R.S. IDENT	ORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				

	Sillerman F	Real Est	ate Ventures, LLC						
2	CHECK THE A	APPROPRI	ATE 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	CITIZENSHIE	OR PLA	CE OF ORGANIZATION						
	Delaware								
			SOLE VOTING POWER						
NUMBER			0						
	CIALLY	8							
OWNED :			836,588						
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER						
			0						
		10	SHARED DISPOSITIVE POWER						
			836,588						
11	AGGREGATE A	AMOUNT E	SENEFICIALLY OWNED BY EACH REPORTING	PERSON					
	836,588								
12	CERTAIN SHA	ARES	GGREGATE AMOUNT IN ROW (11) EXCLUDES	I	  _				
			EPRESENTED BY AMOUNT IN ROW (11)						
	6.71%								
14	TYPE OF REE	PORTING	PERSON						
	00								
	NO.: 769627 NAMES OF RE I.R.S. IDEN	EPORTING	F PERSONS TON NOS. OF ABOVE PERSONS (ENTITIES	ONLY)					
	Mitchell J.	. Nelson	1						

2	CHECK THE A	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	00							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _							
6	CITIZENSHIE	OR PLA	ACE OF ORGANIZATION					
	United Stat	ces						
		7	SOLE VOTING POWER					
NUMBER			0					
SHARES BENEFI OWNED	CIALLY	8	SHARED VOTING POWER					
EACH			836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			836,588					
11	AGGREGATE A	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING 1	PERSON	1			
	836,588							
12	CHECK BOX I	IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1			
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REE	PORTING	PERSON					
	IN							
	NO.: 769627 NAMES OF RE I.R.S. IDEN	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES (	ONLY)				
	Robert Sill	Lerman						

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  _  (b)  X								
3	SEC USE ONLY								
4	SOURCE OF FU	JNDS							
	00								
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _								
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION						
	United State	es							
		7	SOLE VOTING POWER						
NUMBER	OF		0						
SHARES BENEFIC	CIALLY	8	SHARED VOTING POWER						
OWNED I	ВУ		836,588						
REPORT: PERSON		9	SOLE DISPOSITIVE POWER	-					
			0						
		10	SHARED DISPOSITIVE POWER	-					
			836,588						
				-					
11		MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	1				
	836 <b>,</b> 588 								
12	CHECK BOX II		GGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1				
13	PERCENT OF (	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)						
	6.71%								
14	TYPE OF REPO	ORTING	PERSON						
	IN								
	CUSIP NO.: 769627100  1 NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)								
	Paul Kanavos	S 							

2	CHECK THE APPE		_   X					
3	SEC USE ONLY							
4	SOURCE OF FUNI	)S						
	00							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _							
6	CITIZENSHIP OF	R PLAC	E OF ORGANIZATION					
	United States							
	5	7	SOLE VOTING POWER					
NUMBER SHARES	OF		0					
		3	SHARED VOTING POWER					
EACH	ING		836,588					
PERSON		9	SOLE DISPOSITIVE POWER					
			0					
	1	L 0	SHARED DISPOSITIVE POWER					
			836,588					
11	AGGREGATE AMOU	JNT BE	NEFICIALLY OWNED BY EACH REPORTING	PERSON				
	836 <b>,</b> 588							
12	CHECK BOX IF TO CERTAIN SHARES		GREGATE AMOUNT IN ROW (11) EXCLUDES		1_1			
13	PERCENT OF CLA	ASS RE	PRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REPORT	 ΓING P	ERSON					
	IN							
	NO.: 769627100 NAMES OF REPOR I.R.S. IDENTIE RH1, LLC	RTING	PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
2	CHECK THE APPE	ROPRIA	TE BOX IF A MEMBER OF A GROUP	(a) (b)				

3	SEC USE ONLY							
4	SOURCE OF	 FUNDS						
	WC							
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	1_1				
6	CITIZENSH	IP OR PLA	CE OF ORGANIZATION					
	Nevada							
		7	SOLE VOTING POWER					
NUMBER	OF		418,294					
	CIALLY	8	SHARED VOTING POWER					
OWNED I			0					
REPORT: PERSON		9	SOLE DISPOSITIVE POWER					
			418,294					
		10	SHARED DISPOSITIVE POWER					
			0					
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING I	PERSON				
12	CHECK BOX CERTAIN SE		GGREGATE AMOUNT IN ROW (11) EXCLUDES	I_I				
13	PERCENT OF	F CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF RE	EPORTING	PERSON					
	00							
CUSIP 1	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTING ENTIFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES (	DNLY)				
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	 (a)				

3	SEC USE (	ONLY			
4	SOURCE O	 F FUNDS			
1	BOOKOE O	1 1000			
	AF 				
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	I	_1
6	CITIZENS	HIP OR PLAC	CE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		418,294		
SHARES BENEFIC	עדזגדי	0	SHARED VOTING POWER		
OWNED E		0	SHARED VOIING FOWER		
EACH REPORTI	INC		0		
PERSON	LING	9	SOLE DISPOSITIVE POWER		
			418,294		
		10	SHARED DISPOSITIVE POWER		
			0		
	AGGREGATI	E AMOUNT BI	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	
12	CHECK BOX		GGREGATE AMOUNT IN ROW (11) EXCLUDES		_l
13		OF CLASS RI	EPRESENTED BY AMOUNT IN ROW (11)		
	3.36% 				
14	TYPE OF I	REPORTING I	PERSON		
	00				
CUSIP N		REPORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	FC208, L				
2	CHECK THI		ATE BOX IF A MEMBER OF A GROUP	(a)   (b)	

3	SEC USE O	NLY			
4	SOURCE OF	FUNDS			
	AF				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		I_I
6	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION		
	Colorado				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
	CIALLY	8	SHARED VOTING POWER		
OWNED :			418,294		
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			418,294		
11	AGGREGATE	AMOUNT F	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N
	418,294				
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDES		I_I
 13	PERCENT OI	 F CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	3.36%				
14	TYPE OF RI	EPORTING	PERSON		
	00				
	NO.: 76962 NAMES OF I	REPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	TTERB Liv	ing Trust	dated 6/20/2000		
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)	
 3	SEC USE O	NLY			

4	SOURCE OF FUNDS							
	AF							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED		I_I			
6	CITIZENSHIE	OR PLA	ACE OF ORGANIZATION					
	Nevada							
		7	SOLE VOTING POWER					
NUMBER	OF		0					
		8	SHARED VOTING POWER	-				
OWNED I			418,294					
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	-				
			0					
		10	SHARED DISPOSITIVE POWER	-				
			418,294					
11	AGGREGATE A	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	N			
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	3	I_I			
13	PERCENT OF	CLASS E	REPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF REE	PORTING	PERSON					
	00							
	NO.: 769627 NAMES OF RE	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Brett Torir	10						
2	CHECK THE A	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE ONI							

4	SOURCE OF	FUNDS				
	WC					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  PURSUANT TO ITEM 2(d) or 2(e)  _					
6	CITIZENSHI	IP OR PL	ACE OF ORGANIZATION			
	United Sta	ates				
		7	SOLE VOTING POWER			
NUMBER			0			
	CIALLY	8	SHARED VOTING POWER			
OWNED :	BY		418,294			
REPORT PERSON		9	SOLE DISPOSITIVE POWER			
			0			
		10	SHARED DISPOSITIVE POWER			
			418,294			
11	AGGREGATE 418,294	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12	CHECK BOX CERTAIN SE		AGGREGATE AMOUNT IN ROW (11) EXCLUDES			
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
	3.36%					
14	TYPE OF RE	EPORTING	PERSON			
	IN					
	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Rivacq LLC	C				
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP (a)  _  (b)  X			

4	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 PLA	ACE OF ORGANIZATION				
	Delaware						
			SOLE VOTING POWER				
NUMBER			627,442				
	CIALLY	8	SHARED VOTING POWER	_			
OWNED I			0				
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER	_			
			627,442				
		10	SHARED DISPOSITIVE POWER	_			
			0				
				_			
11		MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO!	N		
	627,442						
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	S	1_1		
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REP	ORTING	PERSON				
	00						
	CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	SOF U.S. Ho	tel Co-	-Invest Holdings, L.L.C				
2	CHECK THE A	PPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONL	Y					

4	SOURCE OF	FUNDS				
	AF					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _					
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
NUMBER	OF		0			
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER			
OWNED I			627,442			
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	-		
			0			
		10	SHARED DISPOSITIVE POWER	· <del>-</del>		
			627,442			
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE		I_I	
13	PERCENT OF	CLASS E	REPRESENTED BY AMOUNT IN ROW (11)			
	5.03%					
14	TYPE OF RE	PORTING	PERSON			
	00					
	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	SOF-VII U.	S. Hote	l Holdings, L.L.C.			
2	CHECK THE	APPROPRI	IATE BOX IF A MEMBER OF A GROUP	(a) (b)		
3	SEC USE ON					

	AF						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)  _						
6	 CITIZENSH	IP OR PL	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER			0				
	CIALLY	8	SHARED VOTING POWER	_			
OWNED EACH			627,442				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	_			
			627,442				
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	 S	I_I		
			DEDDEGENEED DV AMOUNT IN DOW (11)				
13	5.03%	r CLASS I	REPRESENTED BY AMOUNT IN ROW (11)				
	7.03%  TYPE OF R		DEDCON				
14	00	LFORTING	FERSON				
		REPORTING ENTIFICA	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ings, L.L.C.	ONLY)			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE O	NLY					
4	SOURCE OF	FUNDS					

	AF						
5		F DISCLOSUF	I_I				
6	CITIZENS	SHIP OR PLA	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER			0				
	CIALLY	8	SHARED VOTING POWER	_			
OWNED :			627,442				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	-			
			627,442				
11	AGGREGAT 627,442	TE AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON			
12	CHECK BC		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	s  _			
13	PERCENT	OF CLASS R	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REPORTING PERSON						
	00						
CUSIP NO.: 769627100  1 NAMES OF REPORTING PERSONS  I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Starwood Global Opportunity Fund VII-A, L.P.							
2	CHECK TH	HE APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a)  _  (b)  X			
3	SEC USE	ONLY					
4	SOURCE C	OF FUNDS					
	WC						

5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  PURSUANT TO ITEM 2(d) or 2(e)  _						
6	CITIZENSHI						
	Delaware						
		7	SOLE VOTING POWER				
NUMBER SHARES	OF		0	_			
		8	SHARED VOTING POWER				
EACH REPORT	TNG		627,442	_			
PERSON		9	SOLE DISPOSITIVE POWER				
			0				
		10	SHARED DISPOSITIVE POWER	•			
			627,442				
11	AGGREGATE 627,442	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSON			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  CERTAIN SHARES   _						
13	PERCENT OF		REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF RE	PORTING	PERSON				
	PN						
	CUSIP NO.: 769627100  1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	Starwood G	Global Op	pportunity Fund VII-B, L.P.				
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP	(a)  _  (b)  X			
3	SEC USE ON	ILY					
4	SOURCE OF	FUNDS					
	WC						

5			RE OF LEGAL PROCEEDINGS IS REQUIRES 2(d) or 2(e)	D  _
 5	CITIZENSH	IP OR PL	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER	OF		0	
SHARES BENEFIC DWNED E	CIALLY	8		
EACH			627,442	
REPORTI PERSON	LING	9	SOLE DISPOSITIVE POWER	
			0	
		10	SHARED DISPOSITIVE POWER	
			627,442	
				_
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUI	DES  _
 13		F CLASS 1	REPRESENTED BY AMOUNT IN ROW (11)	
	5.03%		DEDCOM	
14	TYPE OF R	EPORTING	PERSON	
	PN 			
CUSIP N 1	NO.: 7696 NAMES OF I.R.S. ID	REPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIE	ES ONLY)
	Starwood	US Opport	cunity Fund VII-D, L.P.	
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP	(a)  _  (b)  X
3	SEC USE O	NLY		
 1	SOURCE OF	' FUNDS		
	WC			
 5	CHECK IF	DISCLOSU	RE OF LEGAL PROCEEDINGS IS REQUIRE	 D

PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 627,442 REPORTING 9 SOLE DISPOSITIVE POWER PERSON 10 SHARED DISPOSITIVE POWER 627,442 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442 \_\_\_\_\_\_ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 1\_1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.03% TYPE OF REPORTING PERSON PN 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. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \_\_\_\_\_\_ 3 SEC USE ONLY -----SOURCE OF FUNDS CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1\_1

6	CITIZENSHIP	OR PL	ACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
NUMBER			0			
SHARES BENEFI		8	SHARED VOTING POWER			
OWNED EACH			627,442			
REPORT PERSON	_	9	SOLE DISPOSITIVE POWER			
			0			
		10	SHARED DISPOSITIVE POWER			
			627,442			
11	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING I	PERSON		
	627,442					
12	CHECK BOX I CERTAIN SHA	ARES	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	1_1		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.03%					
14	TYPE OF REPORTING PERSON					
	PN					
	NO.: 769627					
1	NAMES OF RE		G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES (	ONLY)		
	Starwood Ca	pital	Hospitality Fund I-1, L.P.			
2	CHECK THE A	 APPROPR		(a)  _  (b)  X		
3	SEC USE ONI	Y				
4	SOURCE OF F	UNDS				
	WC					
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_I		

	CITIZENSIII	P OR PL	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER			0	
	ICIALLY	8	SHARED VOTING POWER	
OWNED EACH			627,442	
REPORT PERSON		9	SOLE DISPOSITIVE POWER	
			0	
		10		
			627,442	
11	ACCRECATE	ΔM∩IINT '	BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	627,442	AMOUNT .	DENEFICIALLI OWNED DI EACH REFORTING FERSON	
12		TE THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
12	CERTAIN SH		_	
13			REPRESENTED BY AMOUNT IN ROW (11)	
10	5.03%	021100	10110011111	
14	TYPE OF RE	PORTING	PERSON	
14	TYPE OF RE	PORTING	PERSON	
14		PORTING	PERSON	
			PERSON	
	PN  NO.: 76962 NAMES OF R	7100 EPORTIN	G PERSONS	
	PN  NO.: 76962  NAMES OF R  I.R.S. IDE	7100 EPORTIN NTIFICA	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	PN  NO.: 76962  NAMES OF R  I.R.S. IDE  Starwood C	7100 EPORTIN NTIFICA apital	G PERSONS	
CUSIP	PN  NO.: 76962  NAMES OF R  I.R.S. IDE  Starwood C	7100 EPORTIN NTIFICA apital	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P.	
CUSIP 1	PN  NO.: 76962  NAMES OF R  I.R.S. IDE  Starwood C	7100 EPORTIN NTIFICA apital APPROPR	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Hospitality Fund I-2, L.P.  IATE BOX IF A MEMBER OF A GROUP (a)  _	
CUSIP 1	PN  NO.: 76962  NAMES OF R I.R.S. IDE  Starwood C  CHECK THE	7100 EPORTIN NTIFICA apital APPROPR	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Hospitality Fund I-2, L.P.  IATE BOX IF A MEMBER OF A GROUP (a)  _	
CUSIP 1	PN  NO.: 76962  NAMES OF R I.R.S. IDE  Starwood C  CHECK THE  SEC USE ON	7100 EPORTINA NTIFICA  apital APPROPR  LY	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Hospitality Fund I-2, L.P.  IATE BOX IF A MEMBER OF A GROUP (a)  _	
CUSIP 12 3	PN  NO.: 76962  NAMES OF R I.R.S. IDE  Starwood C  CHECK THE  SEC USE ON	7100 EPORTINA NTIFICA  apital APPROPR  LY	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Hospitality Fund I-2, L.P.	
CUSIP 12 3	PN  NO.: 76962 NAMES OF R I.R.S. IDE  Starwood C  CHECK THE  SEC USE ON  SOURCE OF  WC	7100 EPORTINA NTIFICA  apital APPROPR  LY  FUNDS	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)  Hospitality Fund I-2, L.P.	

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware				
		7	SOLE VOTING POWER		
NUMBER			0		
SHARES BENEFI OWNED	CIALLY	8	SHARED VOTING POWER	_	
EACH REPORT			627,442	_	
PERSON		9	SOLE DISPOSITIVE POWER		
			0	_	
		10	SHARED DISPOSITIVE POWER		
			627,442	_	
11	AGGREGATE AN	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N
	627,442				
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDES	 S	1_1
13	PERCENT OF (	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	5.03%				
14	TYPE OF REPO	ORTING	PERSON		
	PN				
CUSIP 1	NO.: 7696273 NAMES OF REI	PORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	SOF-VII Mana	agement	., L.L.C.		
2			TATE BOX IF A MEMBER OF A GROUP	(a) (b)	_   X
3	SEC USE ONLY				
4	SOURCE OF FU	 JNDS			
	AF				
5	CHECK IF DIS		RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION		

	Delaware						
		7	SOLE VOTING POWER				
NUMBER			0				
	CIALLY	8	SHARED VOTING POWER	_			
OWNED EACH	BY		627,442				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	_			
			627,442				
				_			
11	AGGREGATE AI	MOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSC	N		
	627,442						
12	CHECK BOX II		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	S	1_1		
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REP	ORTING	PERSON				
	00						
	NO.: 769627 NAMES OF RE	PORTING		OMT W			
			TION NOS. OF ABOVE PERSONS (ENTITIES	ONLI)			
	SCG Hotel M						
2	CHECK THE A	PPROPR.	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	_   X		
3	SEC USE ONL	 Y					
 4	SOURCE OF F	 UNDS					
	AF						
 5	CHECK IF DI	 SCLOSUI	RE OF LEGAL PROCEEDINGS IS REQUIRED				
	PURSUANT TO				1_1		
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION				

Delaware SOLE VOTING POWER NUMBER OF Ω SHARES \_\_\_\_\_ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 627,442 REPORTING 9 SOLE DISPOSITIVE POWER PERSON 10 SHARED DISPOSITIVE POWER 627,442 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES \_\_\_\_\_\_ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.03% 14 TYPE OF REPORTING PERSON 00 \_\_\_\_\_\_ CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Starwood Capital Group Global, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |\_| (b) |X| \_\_\_\_\_\_ 3 SEC USE ONLY \_\_\_\_\_\_ 4 SOURCE OF FUNDS AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1\_1 6 CITIZENSHIP OR PLACE OF ORGANIZATION Connecticut

		7	SOLE VOTING POWER		
NUMBER OF			0		
	ICIALLY	8	SHARED VOTING POWER		
OWNED EACH			627,442		
REPORT PERSON		9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			627,442		
11	AGGREGATE A	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	F PERSC	N
	627,442				
12	CHECK BOX T		AGGREGATE AMOUNT IN ROW (11) EXCLUDI	ES	1_1
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	5.03%				
14	TYPE OF RE	PORTING	PERSON		
	00				
	NO.: 76962				
1	NAMES OF RE		G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)	
	Barry S. St	ernlic	ht		
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONI				
4	SOURCE OF E				
	00				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED		
			2(d) or 2(e)		1_1
6	CITIZENSHI	OR PL	ACE OF ORGANIZATION		
	United Stat	ces			

		7	SOLE VOTING POWER				
NUMBER SHARES BENEFIO OWNED EACH REPORT PERSON	OF		123,200				
		8	SHARED VOTING POWER				
	ING		627,442				
		9	SOLE DISPOSITIVE POWER				
			123,200				
		10	SHARED DISPOSITIVE POWER				
			627,442				
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING P	ERSOÌ	1		
	750 <b>,</b> 642						
12	CHECK BOX I CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	6.02%						
14	TYPE OF REPORTING PERSON IN						
	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTING	PERSONS TON NOS. OF ABOVE PERSONS (ENTITIES O	NLY)			
	High Desert	Gaming	, LLC				
2	CHECK THE A	PPROPRI	ATE BOX IF A MEMBER OF A GROUP	a) b)	_   X		
3	SEC USE ONLY						
4	SOURCE OF FUNDS						
	AF						
5	CHECK IF DI PURSUANT TO		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		_		
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				

NUMBER SHARES	OF		627,441		
BENEFI		8	SHARED VOTING POWER		
OWNED I			0		
REPORT: PERSON		9	SOLE DISPOSITIVE POWER		
			627,441		
		10	SHARED DISPOSITIVE POWER		
			0		
11		MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSO	N.
	627 <b>,</b> 441				
12	CHECK BOX I CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES	1	1_1
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)		
	5.03%				
14	TYPE OF REP	ORTING	PERSON		
	00				
CUSIP 1	NO.: 769627	100			
1	NAMES OF RE		PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	LAMB Partne	ers			
2	CHECK THE A	PPROPRI	ATE BOX IF A MEMBER OF A GROUP		
				(b)	X
3	SEC USE ONI	 'Y			
4	SOURCE OF F				
	WC				
5	CHECK IF DI PURSUANT TO		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		I_I
6	 CITIZENSHIP	OR PLA	CE OF ORGANIZATION		
	Illinois				
		 7	SOLE VOTING POWER		

NUMBER	OF		0					
	CIALLY	8	SHARED VOTING POWER	_				
OWNED I			702,741					
REPORT: PERSON	LNG	9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER	-				
			702,741	_				
11	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSC	N			
	702,741							
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	 S	I_I			
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)					
	5.64%							
14	TYPE OF REPORTING PERSON							
	PN							
	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTING NTIFICAT	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE ON	 LY						
4	SOURCE OF	FUNDS						
	AF							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		1_1			
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	OF		0					

SHARES BENEFICIALLY OWNED BY EACH		8 SHARED VOTING POWER 702,741			
REPORT:	ING	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
		10			
			702,741		
11	AGGREGATE AM	OUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSO!	N
	702 <b>,</b> 741				
12	CHECK BOX IF CERTAIN SHAR		GGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1
13	PERCENT OF C	LASS R	EPRESENTED BY AMOUNT IN ROW (11)		
	5.64%				
14	TYPE OF REPO	RTING	PERSON		
	CO				
	NO.: 7696271 NAMES OF REP I.R.S. IDENT LAMB, LLC	ORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
2	CHECK THE AP	PROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
	AF				
5	CHECK IF DIS PURSUANT TO		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		I_I
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER SHARES	OF		0		

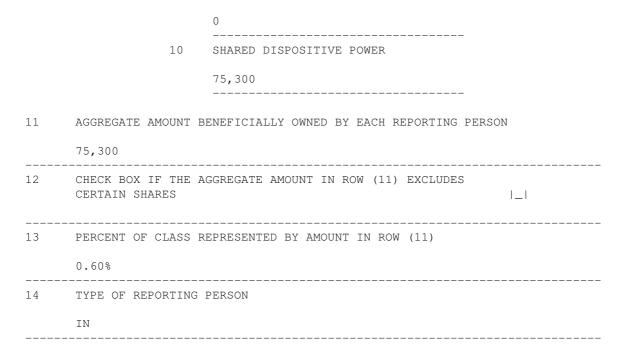
BENEFI	CIALLY	8	SHARED VOTING POWER				
OWNED EACH	ВУ		702,741				
REPORTING PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	_			
			702,741				
			·	_			
11	AGGREGATE A	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	DN		
	702 <b>,</b> 741						
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDE		I_I		
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	5.64%						
14	TYPE OF REE	F REPORTING PERSON					
	00						
	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTING TIFICAT	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
2			TATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONI	 -Y					
4	SOURCE OF F	UNDS					
	WC						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  PURSUANT TO ITEM 2(d) or 2(e)  _						
6	CITIZENSHIE	OR PLA	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER SHARES		7	SOLE VOTING POWER 75,300				

			•		
OWNED EACH REPORT			0		
PERSON		9	SOLE DISPOSITIVE POWER		
			75,300		
		10	SHARED DISPOSITIVE POWER	_	
			0	_	
11	AGGREGATE AM	OUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERS(	ON
	75,300				
12	CHECK BOX IF CERTAIN SHAR		AGGREGATE AMOUNT IN ROW (11) EXCLUDE		_
13	PERCENT OF C	LASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	0.60%				
14	TYPE OF REPO	 RTING	PERSON		
	00				
	NO.: 7696271 NAMES OF REP I.R.S. IDENT Gregory A. C	ORTING IFICAT	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY	)
2	CHECK THE AP	PROPRI	TATE BOX IF A MEMBER OF A GROUP		_   X
3	SEC USE ONLY				
4	SOURCE OF FU	 NDS			
	00				
5	CHECK IF DIS PURSUANT TO		RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		I_I
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION		
	United State	S			
		7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES BENEFI OWNED	CIALLY	8	SHARED VOTING POWER	_	

EACH			702,741	
REPORTING PERSON	3	9	SOLE DISPOSITIVE POWER	-
			0	
		10	SHARED DISPOSITIVE POWER	-
			702,741	
11 20				- DEPOON
		OUNT B	SENEFICIALLY OWNED BY EACH REPORTING	PERSON
	)2,741 			
	HECK BOX IF ERTAIN SHARE		GGREGATE AMOUNT IN ROW (11) EXCLUDES	_
13 PE	ERCENT OF CI	LASS R	REPRESENTED BY AMOUNT IN ROW (11)	
5.	.64%			
14 TY	PE OF REPOR	RTING	PERSON	
IN	1			
CUSIP NO.	.: 7696271(		, papaova	
			TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
I.				ONLY)
I. Ne	R.S. IDENTI	IFICAT		
Ne2 CH	R.S. IDENTI	IFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES	(a)  _
Ne2 CH	R.S. IDENTI	IFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES	(a)  _
I. Ne 2 CH	R.S. IDENTI	IFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES	(a)  _
I. Ne 2 CH	R.S. IDENTI	IFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES	(a)  _
I.  Ne  2 CH  3 SE  4 SO  OO  5 CH	R.S. IDENTI	PROPRI	ION NOS. OF ABOVE PERSONS (ENTITIES	(a)  _
I.  Ne  2 CH  3 SE  4 SO  OO  5 CH PU	R.S. IDENTI	PROPRI	TION NOS. OF ABOVE PERSONS (ENTITIES  TATE BOX IF A MEMBER OF A GROUP  THE STATE BOX IF A MEMBER OF A GROUP BOX IF A MEMBER OF A MEMBER O	(a)  _  (b)  X
I.  Ne  2 CH  3 SE  4 SO  5 CH PU	R.S. IDENTI	PROPRI  NDS  CLOSUR  ITEM 2  DR PLA	TION NOS. OF ABOVE PERSONS (ENTITIES  TATE BOX IF A MEMBER OF A GROUP  THE SE OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2 (e)	(a)  _  (b)  X
I.  Ne  2 CH  3 SE  4 SO  5 CH PU	R.S. IDENTI	PROPRI  NDS  CLOSUR  ITEM 2  DR PLA	TION NOS. OF ABOVE PERSONS (ENTITIES  TATE BOX IF A MEMBER OF A GROUP  THE SE OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2 (e)	(a)  _  (b)  X
I.  Ne  2 CH  3 SE  4 SO  5 CH PU	R.S. IDENTI	PROPRI  NDS  CLOSUR  ITEM 2  DR PLA	TION NOS. OF ABOVE PERSONS (ENTITIES  TATE BOX IF A MEMBER OF A GROUP  THE OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)  THE OF ORGANIZATION	(a)  _  (b)  X
I.  Ne  2 CH  3 SE  4 SO  00  5 CH  PU  6 CI  Un	eil Bluhm HECK THE APP COUSE ONLY DURCE OF FUN OURCE OF FUN OURSUANT TO DURSUANT TO DURSUA	PROPRI  NDS  CLOSUR  ITEM 2  DR PLA	TION NOS. OF ABOVE PERSONS (ENTITIES  TATE BOX IF A MEMBER OF A GROUP  THE STATE BOX IF A MEMBER OF A GROUP BOX IF A MEMBER OF A MEMB	(a)  _  (b)  X

REPORT	TNC	,		_	
PERSON	_	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER	-	
			702,741		
				_	
11	AGGREGATE A	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	
	702 <b>,</b> 741				
12	CHECK BOX I CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	S  _	
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	5.64%				
14	TYPE OF REP	ORTING	PERSON		
	IN				
CUSIP	NO.: 769627	100			
1	NAMES OF RE	PORTING	G PERSONS		
	I.R.S. IDEN	TIFICAT	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	I.R.S. IDEN			ONLY)	
2	BCB Consult	ants, I			
	BCB Consult	ants, I	LLC	(a)  _	
	BCB Consult  CHECK THE A	ants, I	LLC	(a)  _	
3	BCB Consult  CHECK THE A	ants, I	LLC	(a)  _	
3	BCB Consult CHECK THE A  SEC USE ONL  SOURCE OF F	ants, I	LLC	(a)  _	
3	BCB Consult CHECK THE A  SEC USE ONL  SOURCE OF F	ants, I	LLC  IATE BOX IF A MEMBER OF A GROUP	(a)  _  (b)  X	
3	BCB Consult CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI	ants, I	LLC  IATE BOX IF A MEMBER OF A GROUP	(a)  _  (b)  X	
3 4 5	BCB Consult CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI PURSUANT TO	ants, I	LLC  EATE BOX IF A MEMBER OF A GROUP  RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e)	(a)  _  (b)  X	
3 4 5	BCB Consult  CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI PURSUANT TO	ants, I	LLC  IATE BOX IF A MEMBER OF A GROUP  RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e)	(a)  _  (b)  X	
3 4 5	BCB Consult CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI PURSUANT TO	ants, I	TATE BOX IF A MEMBER OF A GROUP  RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)  ACE OF ORGANIZATION	(a)  _  (b)  X	
3 4 5	BCB Consult  CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI PURSUANT TO	ants, I	TATE BOX IF A MEMBER OF A GROUP  RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e)	(a)  _  (b)  X	
3 4 5	BCB Consult  CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI PURSUANT TO  CITIZENSHIP  Delaware	ants, I	TATE BOX IF A MEMBER OF A GROUP  RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)  ACE OF ORGANIZATION	(a)  _  (b)  X	
3 4 5 NUMBER SHARES	BCB Consult  CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI PURSUANT TO  CITIZENSHIP  Delaware	ants, I	ELC  EATE BOX IF A MEMBER OF A GROUP  RE OF LEGAL PROCEEDINGS IS REQUIRED  2 (d) or 2 (e)  ACE OF ORGANIZATION  SOLE VOTING POWER  0	(a)  _  (b)  X	
3  4  5  NUMBER SHARES BENEFI	BCB Consult  CHECK THE A  SEC USE ONL  SOURCE OF F  AF  CHECK IF DI PURSUANT TO  CITIZENSHIP  Delaware  COF  CIALLY BY	ants, I	ELC  EATE BOX IF A MEMBER OF A GROUP  RE OF LEGAL PROCEEDINGS IS REQUIRED  2 (d) or 2 (e)  ACE OF ORGANIZATION  SOLE VOTING POWER  0	(a)  _  (b)  X	

		Ŭ	<b>o</b>		
PERSON		9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			75,300		
11	AGGREGATE .	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	G PERSO	N
	75 <b>,</b> 300				
12	CHECK BOX CERTAIN SH.		AGGREGATE AMOUNT IN ROW (11) EXCLUDI	ES	1_1
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	0.60%				
14	TYPE OF RE	 PORTING	PERSON		
	00				
	NO.: 76962 NAMES OF R	EPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)	
	Brian C. B				
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ON	LY			
4	SOURCE OF	 FUNDS			
	00				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		I_I
6			ACE OF ORGANIZATION		
	United Sta	tes			
		 7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES		8	SHARED VOTING POWER		
OWNED		J			
EACH REPORT		_	75,300		
PERSON		9	SOLE DISPOSITIVE POWER		



This Amendment No. 8 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, Amendment No. 6 on August 4, 2006, and Amendment No. 7 on March 12, 2007 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; Mitchell 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 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; BCB Consultants, LLC; Greg Carlin; Neil Bluhm; and, Brian C. Black with respect to the common stock, par value \$0.001 per share, of Riviera Holdings Corp., a Nevada corporation. 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.

The Reporting Persons have entered into a Third Amended and Restated Joint Filing Agreement, dated as of March 9, 2007, a copy of which was filed as Exhibit 10.11 to the Statement, and which is incorporated herein by reference. 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

Response unchanged.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Response unchanged.

ITEM 4. PURPOSE OF TRANSACTION

On March 21, 2007, Parent, Triple Five Investco LLC ("Triple Five") and Dominion Financial (together with Triple Five, "T5") entered into an option agreement ("T5 Option") pursuant to which T5 agreed subject to and effective solely upon issuance of the Approvals (defined below) to grant RAH an option to acquire 1,147,550 shares of Common Stock at \$23.00 per share. RAH paid T5 \$2,300,000 as consideration for the T5 Option. The grant of the T5 Option is subject to and effective solely upon the Board issuing (i) a waiver of the provisions of the Company's Articles of Incorporation which would, absent such consent, restrict the voting rights of any person that acquired 10% or more of the outstanding shares of Common Stock, (ii) approval of the T5 Option and any exercise thereof in accordance with the business combination provisions of the Nevada corporate statute and (iii) an amendment to the Company's Articles of Incorporation and by-laws that provides that control share acquisition provisions of the Nevada corporate statute do not apply to the T5 Option or any exercise thereof (collectively, the Approvals").

The foregoing and subsequent references to, and descriptions of, the T5 Option, are qualified in their entirety by reference to such T5 Option, which is incorporated herein by reference to Exhibit 10.12 hereto.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Response unchanged.

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

Item 6 is hereby supplemented as follows:

- 10. On March 21, 2007, Parent and T5 entered into the T5 Option. A copy of such T5 Option is filed herewith as Exhibit 10.12 and incorporated herein by reference.
- ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

10.12. Option Agreement, dated March 21, 2007, between Riv Acquisition Holdings, Inc. of the first part, and Triple Five Investco LLC and Dominion Financial LLC of the second part.

#### 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

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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: Member Title: Robert Sillerman 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 Mitchell J. Nelson /s/ Mitchell J. Nelson Robert Sillerman /s/ Robert Sillerman Paul Kanavos

/s/ Paul Kanavos RH1, LLC By: Metro Investment, LLC \_\_\_\_\_ 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 \_\_\_\_\_ Name: Brett Torino Title: Trustee TTERB Living Trust dated 6/20/2000 By: /s/ Brett Torino Name: Brett Torino Title: Trustee

Brett Torino /s/ Brett Torino \_\_\_\_\_ Rivacq LLC By: 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 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 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.

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By: /s/ Barry S. Sternlicht
Name: Barry S. Sternlicht
Title: Chief Executive Officer
Starwood Global Opportunity Fund VII-A, 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 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
         Name: Barry S. Sternlicht
         Title: Chief Executive Officer
Starwood U.S. Opportunity Fund VII-D-2, L.P.
By: SOF-VII Management, L.L.C.
  Its general partner
  By: Starwood Capital Group Global, L.L.C.
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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 -----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

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High Desert Gaming, LLC

By: /s/ Gregory A. Carlin

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Name: Gregory A. Carlin

Title: Manager

LAMB Partners

By: LAMB, LLC

\_\_\_\_\_

Its Partner

By: /s/ Neil G. Bluhm

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Name: Neil G. Bluhm Title: Manager

By: LAMB Investors, Inc.

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Its Partner

By: /s/ Neil G. Bluhm

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Name: Neil G. Bluhm Title: President

LAMB, LLC

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

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BCB Consultants, LLC

By: /s/ Brian C. Black

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Name: Brian C. Black

Title: Manager

Brian C. Black

/s/ Brian C. Black

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Dated: March 23, 2007