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RIVIERA HOLDINGS CORP
Form 8-K
March 09, 2006

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): March 8, 2006

RIVIERA HOLDINGS CORPORATION
(exact name of registrant as specified in its charter)

| | | |
|---------------------------------------|--|--|
| Nevada (State of Incorporation) | 000-21430 (Commission File Number) | 88-0296885 (IRS Employer Identification No.) |
|---------------------------------------|--|--|

2901 Las Vegas Boulevard
Las Vegas, Nevada
(Address of principal office)

89109
(Zip code)

Registrant's Telephone number,
including area code

(702) 794-9527

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

We are reporting the following based on matters discussed in the March 8, 2006 conference call that we held in conjunction with our release of fourth quarter financial results:

- 1) William L. Westerman, our Chief Executive Officer, has reported that he has no current plans or intentions to retire.
- 2) When the buyers of Mr. Westerman's shares of our stock (the "Buyers") held discussions with the Special Committee of our Board of Directors concerning their possible acquisition of our company, the Buyers did not offer \$17 per share.

As reported in our Form 8-K filed on March 8, 2006, our Special Committee's discussions with the Buyers terminated on March 2, 2006 because no agreement

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was reached on the acquisition price.

The information in this Item 7.01 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as and when expressly set forth by such specific reference in such filing.

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 9, 2006

RIVIERA HOLDINGS CORPORATION

By: /s/ Duane Krohn
Treasurer and CFO

