

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

RIVIERA HOLDINGS CORP
Form SC 13D/A
October 15, 2008

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 29)*

Riviera Holdings Corp.

(Name of Issuer)

Common Stock, \$.001 per share

(Title of Class of Securities)

769627100

(CUSIP Number)

Jeffrey A. Legault
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, New York 10281
(212) 504-6721

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

October 14, 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 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			992,069
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			0
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			992,069

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
992,069

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.94%

14 TYPE OF REPORTING PERSON
OO

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1 NAMES OF REPORTING PERSONS
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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			256,536
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			0
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			256,536

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

256,536

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

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

2.05%

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)

FX Luxury Realty, 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			1,248,605
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			1,248,605

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,248,605

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
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FX Real Estate and Entertainment Inc.

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

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WC

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

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NUMBER OF			0
SHARES			-----
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OWNED BY			
EACH			1,248,605
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PERSON	9	SOLE DISPOSITIVE POWER	
			0

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14 TYPE OF REPORTING PERSON

CO

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1 NAMES OF REPORTING PERSONS
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Robert F.X. Sillerman

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF			0
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			1,248,605
REPORTING			-----
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			0

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Paul C. Kanavos

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Brett Torino

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SHARES			-----
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EACH			1,248,605
REPORTING			-----
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			0

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Barry A. Shier

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United States

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NUMBER OF			0
SHARES			-----
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Thomas P. Benson

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NUMBER OF			0
SHARES			-----
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Mitchell J. Nelson

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David M. Ledy

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NUMBER OF			0
SHARES			
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			1,248,605
REPORTING			
PERSON	9	SOLE DISPOSITIVE POWER	
			0
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Harvey Silverman

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United States

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NUMBER OF			0
SHARES			-----
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EACH			1,248,605
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

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			1,248,605

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Bryan E. Bloom

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

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NUMBER OF			0
SHARES			-----
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EACH			1,248,605
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

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			1,248,605

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Michael J. Meyer

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			
EACH			1,248,605
REPORTING			
PERSON	9	SOLE DISPOSITIVE POWER	
			0
	10	SHARED DISPOSITIVE POWER	
			1,248,605

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,248,605

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9.99%

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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

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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			893,770
SHARES			-----
BENEFICIALLY	8	SHARED VOTING POWER	
OWNED BY			
EACH			0
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			893,770

	10	SHARED DISPOSITIVE POWER	
			0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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7.15%

14 TYPE OF REPORTING PERSON

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1 NAMES OF REPORTING PERSONS
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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

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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			893,770
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
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SOF-VII U.S. Hotel Holdings, L.L.C.

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(b) | |

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

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EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
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Starwood Global Opportunity Fund VII-A, L.P.

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PERSON	9	SOLE DISPOSITIVE POWER	
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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 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			893,770
EACH			-----
REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON			0

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

14 TYPE OF REPORTING PERSON

PN

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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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON 0
8 SHARED VOTING POWER
893,770
9 SOLE DISPOSITIVE POWER
0
10 SHARED DISPOSITIVE POWER
893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

14 TYPE OF REPORTING PERSON

PN

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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			893,770
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

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			893,770
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

14 TYPE OF REPORTING PERSON

PN

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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			893,770
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

14 TYPE OF REPORTING PERSON

PN

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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			893,770
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

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			893,770
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

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)

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			893,770
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			0

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

893,770

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

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

7.15%

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)

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			893,770
REPORTING			-----
PERSON	9	SOLE DISPOSITIVE POWER	
			123,200

	10	SHARED DISPOSITIVE POWER	
			893,770

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,016,970

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

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

8.14%

14 TYPE OF REPORTING PERSON

IN

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This Amendment No. 29 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; Amendment No. 7 on March 12, 2007; Amendment No. 8 on March 23, 2007; Amendment No. 9 on March 26, 2007; Amendment No. 10 on March 30, 2007; Amendment No. 11 on April 17, 2007; Amendment No. 12 on April 27, 2007; Amendment No. 13 on May 4, 2007; Amendment No. 14 on May 15, 2007; Amendment No. 15 on May 16, 2007; Amendment No. 16 on May 30, 2007; Amendment No. 17 on June 1, 2007; Amendment No. 18 on June 5, 2007; Amendment No. 19 on June 11, 2007; Amendment No. 20 on June 20, 2007; Amendment No. 21 on July 19, 2007; Amendment No. 22 on August 13, 2007; Amendment No. 23 on August 16, 2007; Amendment No. 24 on August 23, 2007; Amendment No. 25 on September 18, 2007; Amendment No. 26 on September 25, 2007; Amendment No. 27 on October 3, 2007; and Amendment No. 28 on January 11, 2008 by Flag Luxury Riv, LLC, RH1, LLC, FX Luxury Realty, LLC, FX Real Estate and Entertainment Inc., Robert F.X. Sillerman, Paul C. Kanavos, Brett Torino, Barry A. Shier, Thomas P. Benson, Mitchell J. Nelson, David M. Ledy, Harvey Silverman, Bryan E. Bloom, Michael J. Meyer, 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 and Barry S. Sternlicht with respect to the common stock, par value \$0.001 per share, of Riviera Holdings Corporation, a Nevada corporation. Flag Luxury Properties, LLC, MJX Real Estate Ventures, LLC, and Flag Leisure Group LLC are no longer required to file this Statement, as more fully discussed 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.

The Reporting Persons have entered into an Eleventh Amended and Restated Joint Filing Agreement, dated October 14, 2008, a copy of which is filed herewith as Exhibit 10.40 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

Item 2 is hereby supplemented as follows:

FLR is a Delaware limited liability company whose principal business is the holding of Common Stock. FLR's principal place of business and principal office is 650 Madison Avenue, New York, NY 10022. FLR has not been convicted in a criminal proceeding during the last five years, nor has FLR been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or

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prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

RH1 is a Nevada limited liability company whose principal business is the holding of Common Stock. RH1's principal place of business and principal office is 650 Madison Avenue, New York, NY 10022. RH1 has not been convicted in a criminal proceeding during the last five years, nor has RH1 been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

FXLR is a Delaware limited liability company whose principal business is the development of real estate-based projects. FXLR's principal place of business and principal office is 650 Madison Avenue, New York, NY 10022. FXLR has not been convicted in a criminal proceeding during the last five years, nor has FXLR been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

FXRE is a Delaware corporation whose principal business is investment in and development of real estate and entertainment-based projects and attractions throughout the world. FXRE's principal place of business and principal office is 650 Madison Avenue, New York, NY 10022. FXRE has not been convicted in a criminal proceeding during the last five years, nor has FXRE been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Robert F.X. Sillerman's present principal occupation is Chief Executive Officer and Chairman of the Board of Directors of CKX, Inc. ("CKX"). Mr. Sillerman's business address is 650 Madison Avenue, New York, NY 10022. Mr. Sillerman is a United States citizen. Mr. Sillerman has not been convicted in a criminal proceeding during the last five years, nor has Mr. Sillerman been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Paul C. Kanavos' present principal occupation is Director and President of FXRE. Mr. Kanavos' business address is 650 Madison Avenue, New York, NY 10022. Mr. Kanavos is also the President of FLR. Mr. Kanavos is a United States citizen. Mr. Kanavos has not been convicted in a criminal proceeding during the last five years, nor has Mr. Kanavos been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Brett Torino's present principal occupation is Chairman - Las Vegas Division of FXRE. Mr. Torino's business address is 4455 Wagon Trail Avenue, Las Vegas, NV 89118. Mr. Torino is a United States citizen. Mr. Torino has not been convicted in a criminal proceeding during the last five years, nor has Mr. Torino been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a

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judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Barry A. Shier's present principal occupation is Director and Chief Operating Officer of FXRE. Mr. Shier's business address is 3753 Howard Hughes Parkway, Suite 101, Las Vegas, NV 89109. Mr. Shier is a United States citizen. Mr. Shier has not been convicted in a criminal proceeding during the last five years, nor has Mr. Shier been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Thomas P. Benson's present principal occupation is Executive Vice President, Chief Financial Officer and Treasurer of CKX. Mr. Benson's business address is 650 Madison Avenue, New York, NY 10022. Mr. Benson is a United States citizen. Mr. Benson has not been convicted in a criminal proceeding during the last five years, nor has Mr. Benson been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Mitchell Nelson's present principal occupation is Executive Vice President, General Counsel and Secretary of FXRE. Mr. Nelson's business address is 650 Madison Avenue, New York, NY 10022. Mr. Nelson is a United States citizen. Mr. Nelson has not been convicted in a criminal proceeding during the last five years, nor has Mr. Nelson been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

David M. Ledy is a Director of FXRE whose present principal occupation is Chief Operating Officer of U.S. Realty Advisors, LLC ("USRA"). USRA's principal business is investing in corporate real estate and providing real estate advisory services, and its principal address is 1370 Avenue of the Americas, 21st Floor, New York, NY 10019. Mr. Ledy is a United States citizen. Mr. Ledy has not been convicted in a criminal proceeding during the last five years, nor has Mr. Ledy been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Harvey Silverman is a Director of FXRE whose present principal occupation is as a private investor. Mr. Silverman's principal business address is 791 Park Avenue, Apt. 5B, New York, NY 10021. Mr. Silverman is a United States citizen. Mr. Silverman has not been convicted in a criminal proceeding during the last five years, nor has Mr. Silverman been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Bryan E. Bloom is a Director of FXRE whose present principal occupation is as counsel of W.R. Huff Asset Management Co., L.L.C. ("W.R. Huff"). W.R. Huff's principal business is investment management, and its principal address is 67 Park Place, Morristown, NJ 07950. Mr. Bloom is a United States citizen. Mr.

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Bloom has not been convicted in a criminal proceeding during the last five years, nor has Mr. Bloom been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Michael J. Meyer is a Director of FXRE whose present principal occupation is as a partner of 17 Broad LLC ("17 Broad"). 17 Broad is a diversified investment vehicle and securities consulting firm, and its principal address is 299 Park Avenue, 10th floor, New York, NY 10021. Mr. Meyer is a United States citizen. Mr. Meyer has not been convicted in a criminal proceeding during the last five years, nor has Mr. Meyer been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

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 October 14, 2008, RH1 entered into a Trust Agreement (the "Trust Agreement") with Ernest E. East (the "Trustee"). Pursuant to the terms of the Trust Agreement, RH1 transferred 161,758 shares of Common Stock (the "Trust Property") to the Trustee to be held in trust for a period of one year (unless extended by mutual agreement between the parties). Pursuant to the Trust Agreement, the Trustee will control all voting rights associated with such transferred shares of Common Stock while they remain in the Trustee's possession. The Trustee will also receive all dividends paid to the holders of such Common Stock while held in trust and is empowered to contribute such dividends to a charitable organization of the Trustee's choosing. Until such contribution to a charitable organization, the Trustee is required to invest all such dividends received in short-term U.S. Government debt instruments. RH1 has the right to terminate and revoke the Trust Agreement at any time upon 120 days written notice. In addition, RH1 has the right to terminate and revoke the Trust Agreement at any time upon fifteen days written notice if, among other reasons, during the pendency of the trust, the Company announces: (1) that the Company will hold a special shareholder meeting that requests a vote to directly or indirectly cause a sale or disposition of the Trust Property (either in whole or in part) in conjunction with a merger, bid proposal, or any business combination from any entity, or requests a vote to recapitalize the Company by issuing any new stock or class of preferred stock, or to consider a liquidation or reorganization of the Company; (2) that the Company will engage in a disposition of any significant portion of its assets; (3) that a meeting of the Company shareholders will convene to vote upon an alternative slate of directors whose election would result in a change in control; or (4) that the Company is the subject of liquidation or reorganization.

As of October 14, 2008:

FLR may be deemed the direct beneficial owner of 992,069 shares of

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Common Stock, which represent approximately 7.94% of the outstanding shares of Common Stock as of August 4, 2008. FLR has sole voting and dispositive power over such Common Stock.

RH1 may be deemed the direct beneficial owner of 256,536 shares of Common Stock, which represent approximately 2.05% of the outstanding shares of Common Stock as of August 4, 2008. RH1 has sole voting and dispositive power over such Common Stock.

FXLR, as a member of FLR with a 100% equity interest in FLR, and as a member of RH1 with a 100% equity interest in RH1, may be deemed the indirect beneficial owner of 1,248,605 shares of Common Stock, which represent approximately 9.99% of the outstanding shares of Common Stock as of August 4, 2008. FXLR has shared voting and dispositive power over such Common Stock. FXRE, as the managing member of FXLR holding 100% of the common membership interests in FXLR, may be deemed the indirect beneficial owner of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Robert F.X. Sillerman, as Chairman and CEO of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Paul C. Kanavos, as a Director and President of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Brett Torino, as Chairman-Las Vegas Division of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Barry A. Shier, as Director and Chief Operating Officer of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Thomas P. Benson, as Director, Executive Vice President and Chief Financial Officer of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Mitchell Nelson, as Executive Vice President, General Counsel, and Secretary of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. David M. Ledy, as a Director of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Harvey Silverman, as a Director of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Bryan E. Bloom, as a Director of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock. Michael J. Meyer, as a Director of FXRE, may also be deemed to have indirect beneficial ownership of the foregoing shares of Common Stock with shared voting and dispositive power over such Common Stock.

FLP, MREV, and FLG are no longer deemed to be beneficial owners of 5% or more of the issued and outstanding Common Stock.

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

On October 14, 2008, RH1 and Ernest E. East entered into the Trust Agreement. A copy of the Trust Agreement is filed herewith as Exhibit 10.41 and incorporated by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

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10.40 Eleventh Amended and Restated Joint Filing Agreement, dated October 14, 2008 by and among Flag Luxury Riv, LLC; RH1, LLC, FX Luxury Realty, LLC; FX Real Estate and Entertainment Inc.; Robert F.X. Sillerman; Paul C. Kanavos; Brett Torino; Barry A. Shier; Thomas P. Benson; Mitchell J. Nelson; David Ledy; Harvey Silverman; Bryan E. Bloom; Michael J. Meyer; 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; and Barry S. Sternlicht.

10.41 Trust Agreement, dated October 14, 2008, between RH1, LLC and Ernest E. East.

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: FX Luxury Realty, LLC

Its sole member

By: FX Real Estate and Entertainment, Inc.

Its Managing Member

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

RH1, LLC

By: FX Luxury Realty, LLC

Its sole member

By: FX Real Estate and Entertainment, Inc.

Its Managing Member

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

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FX Luxury Realty, LLC

By: FX Real Estate and Entertainment, Inc.

Its Managing Member

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

FX Real Estate and Entertainment Inc.

By: /s/ Paul Kanavos

Name: Paul Kanavos
Title: President

[Amendment No. 29 to Schedule 13D]

Paul Kanavos

/s/ Paul Kanavos

[Amendment No. 29 to Schedule 13D]

Robert F.X. Sillerman

/s/ Robert F.X. Sillerman

[Amendment No. 29 to Schedule 13D]

Brett Torino

/s/ Brett Torino

[Amendment No. 29 to Schedule 13D]

Barry A. Shier

/s/ Barry A. Shier

[Amendment No. 29 to Schedule 13D]

Thomas P. Benson

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/s/ Thomas P. Benson

[Amendment No. 29 to Schedule 13D]

Mitchell J. Nelson

/s/ Mitchell J. Nelson

[Amendment No. 29 to Schedule 13D]

David M. Ledy

/s/ David M. Ledy

[Amendment No. 29 to Schedule 13D]

Harvey Silverman

/s/ Harvey Silverman

[Amendment No. 29 to Schedule 13D]

Bryan E. Bloom

/s/ Bryan E. Bloom

[Amendment No. 29 to Schedule 13D]

Michael J. Meyer

/s/ Michael J. Meyer

[Amendment No. 29 to Schedule 13D]

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

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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.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht
Title: Chief Executive Officer

[Amendment No. 29 to Schedule 13D]

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

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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

[Amendment No. 29 to Schedule 13D]

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.

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.

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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-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

[Amendment No. 29 to Schedule 13D]

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

Dated: October 15, 2008

[Amendment No. 28 to Schedule 13D]