

RIVIERA HOLDINGS CORP  
Form 10-K/A  
April 08, 2009

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

FORM 10-K/A  
(Amendment No. 1)

ANNUAL REPORT  
PURSUANT TO SECTIONS 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2008

OR

TRANSITION REPORT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-21430

RIVIERA HOLDINGS CORPORATION  
(Exact Name of Registrant as Specified in its Charter)

Nevada  
(State or other jurisdiction of incorporation or organization)

88-0296885  
(I.R.S. Employer Identification No.)

2901 Las Vegas Boulevard South Las Vegas, Nevada  
(Address of principal executive offices)

89109  
(Zip code)

Registrant's telephone number, including area code: (702) 734-5110

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class            | Name of each exchange on which registered |
|--------------------------------|---|
| Common Stock, \$.001 par value | NYSE Amex                                 |

Securities registered pursuant to Section 12 (g) of the Act:

Common Stock, \$.001 par value  
(Title of class)

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes " No ý

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Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

|                          |                         |                          |                           |
|--------------------------|-------------------------|--------------------------|---------------------------|
| <input type="checkbox"/> | Large accelerated filer | <input type="checkbox"/> | Non-accelerated filer     |
| <input type="checkbox"/> | Accelerated filer       | <input type="checkbox"/> | Smaller Reporting Company |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Based on the closing sale price of the registrant's common stock on the NYSE Amex on June 30, 2008, the aggregate market value of the common stock held by non-affiliates of the registrant was \$126,860,333.

As of March 30, 2009, the number of outstanding shares of the registrant's common stock was 12,477,855.

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EXPLANATORY NOTE

This Amendment No. 1 to the Annual Report on Form 10-K of Riviera Holdings Corporation (the “Company”) for the year ended December 31, 2008, originally filed on March 31, 2009 (the “Original Filing”), is being filed to correct the signatories to the Original Filing. The correct signatories to the Original Filing are indicated on the signature page of this Amendment No. 1.

This Amendment No. 1 does not reflect events occurring after March 31, 2009 and does not update or modify in any way the results of operations, financial position, cash flows or other disclosures in the Company’s Original Filing.

As required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits 31.1 and 31.2 to this Amendment No. 1 to the Company’s Original Filing.

Item 15. Exhibits, Financial Statement Schedules

(a)(3) List of Exhibits

The following exhibits are filed herewith:

Exhibit Description of Exhibit

31.1 Certification of the Principal Executive Officer of the Registrant pursuant to Exchange Act Rule 13a-14(a)

31.2 Certification of the Principal Financial Officer of the Registrant pursuant to Exchange Act Rule 13a-14(a)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

April 6, 2009

RIVIERA HOLDINGS CORPORATION

By: /s/ William L. Westerman  
William L. Westerman  
Chief Executive Officer and  
President  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| Signature  | Title   | Date          |
|--|---|---------------|
| /s/ William L. Westerman<br>William L. Westerman | Chairman of the Board, Chief<br>Executive Officer and President | April 6, 2009 |
| /s/ Phillip S. Simons<br>Phillip S. Simons       | Treasurer (Principal Financial<br>and Accounting Officer)       | April 6, 2009 |
| /s/ Paul A. Harvey<br>Paul A. Harvey             | Director  | April 6, 2009 |
| /s/ Vincent L. DiVito<br>Vincent L. DiVito       | Director  | April 6, 2009 |
| /s/ James N. Land, Jr.<br>James N. Land, Jr.     | Director  | April 6, 2009 |