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DE SHAW LAMINAR PORTFOLIOS LLC  
Form SC 13D/A  
May 09, 2005

OMB APPROVAL

OMB Number: 3235-0145  
Expires: December 31, 2005  
Estimated average burden  
hours per response.....15

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

SCHEDULE 13D  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

Riviera Holdings Corporation

-----  
(Name of Issuer)

Common Stock, par value \$0.001 per share

-----  
(Title of Class of Securities)

769627100

-----  
(CUSIP Number)

D. E. Shaw Laminar Portfolios, L.L.C.  
Attn: Compliance Department  
120 West Forty-Fifth Street  
Floor 39, Tower 45  
New York, NY 10036  
212-478-0000

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

Copies to:

Christopher Boies, Esq.  
Boies, Schiller & Flexner LLP  
333 Main Street  
Armonk, NY 10504  
914-749-8200

May 5, 2005

-----  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Sections 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

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copies of the schedule, including all exhibits. See Rule 240.13d-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).

SCHEDULE 13D

CUSIP NO. 769627100

PAGE 1 OF 11 PAGES

- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
D. E. Shaw Laminar Portfolios, L. L. C.  
FEIN 01-0577802
- 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 ITEMS 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware
- 7 SOLE VOTING POWER  
  
-0-
- 8 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-0-
- 9 SOLE DISPOSITIVE POWER  
-0-
- 10 SHARED DISPOSITIVE POWER  
  
-0-
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
-0-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) [ ]

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

CUSIP NO. 769627100

PAGE 2 OF 11 PAGES

1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

D. E. Shaw & Co., L.P.  
FEIN 13-3695715

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  
ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

7 SOLE VOTING POWER  
-0-

NUMBER OF 8 SHARED VOTING POWER  
SHARES  
BENEFICIALLY -0-

OWNED BY 9 SOLE DISPOSITIVE POWER  
EACH REPORTING  
PERSON WITH -0-

10 SHARED DISPOSITIVE POWER  
-0-

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0-

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IA, PN

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CUSIP NO. 769627100

PAGE 3 OF 11 PAGES

- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
D. E. Shaw & Co., L.L.C.  
FEIN 13-3799946
- 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  
ITEMS 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware
- 7 SOLE VOTING POWER  
  
-0-
- 8 SHARED VOTING POWER  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
-0-
- 9 SOLE DISPOSITIVE POWER  
-0-
- 10 SHARED DISPOSITIVE POWER  
-0-
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
OO

CUSIP NO. 769627100

PAGE 4 OF 11 PAGES

- 1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
  
David E. Shaw

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- 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  
ITEMS 2(d) or 2(e) [ ]
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States
- |              |    |                          |     |
|--------------|----|--------------------------|-----|
|              | 7  | SOLE VOTING POWER        |     |
|              |    |                          | -0- |
| NUMBER OF    | 8  | SHARED VOTING POWER      |     |
| SHARES       |    |                          | -0- |
| BENEFICIALLY |    |                          |     |
| OWNED BY     | 9  | SOLE DISPOSITIVE POWER   |     |
| EACH         |    |                          | -0- |
| REPORTING    |    |                          |     |
| PERSON WITH  | 10 | SHARED DISPOSITIVE POWER |     |
|              |    |                          | -0- |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
-0-
- 12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES (SEE INSTRUCTIONS) [ ]
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
0%
- 14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
IN

This Amendment No. 2 filed with the Securities and Exchange Commission (the "Commission") on May 9, 2005, amends, supplements, and restates in its entirety the following items of the Statement on Schedule 13D (the "Schedule 13D") of the Reporting Persons filed with the Commission on April 15, 2004, as amended by Amendment No. 1, filed with the Commission on August 20, 2004, with respect to the common stock, par value \$0.001 per share ("Common Stock"), of Riviera Holdings Corporation, a Nevada corporation (the "Issuer"). Unless otherwise indicated, all capitalized terms used but not defined herein have the meanings set forth in the Schedule 13D.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Item 5 is hereby amended by deleting the table in subsection (c) and replacing the table in subsection (c) with the following:

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Date	Purchase/Sale	Price/Unit
----	-----	-----
4/22/2005	32,600	\$14.38
5/5/2005	(1,136,300)	\$20.00

Item 5 is hereby amended by deleting subsection (e) in its entirety and replacing subsection (e) with the following:

On May 5, 2005, Laminar sold all 1,136,300 shares of Common Stock of the Issuer to an unaffiliated third party in a privately negotiated sale for a purchase price of \$20.00 per share, or \$22,726,000 in net proceeds. Upon such sale, Laminar ceased to be the beneficial owner of any shares of Common Stock of the Issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Exhibit 1 Powers of Attorney, granted by David E. Shaw in favor of the signatories hereto, among others, each dated February 24, 2004.

Exhibit 2 Joint Filing Agreement, by and among the Reporting Persons, dated April 15, 2004.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct. Powers of Attorney, each dated February 24, 2004, granted by David E. Shaw in favor of the signatories hereto, among others, are attached hereto as Exhibit 1 and incorporated herein by reference.

Dated: May 9, 2005

D. E. SHAW LAMINAR PORTFOLIOS, L.L.C.  
BY: D. E. SHAW & CO., L.L.C.,  
as managing member

By: /s/ Julius Gaudio

-----  
Name: Julius Gaudio  
Title: Managing Director

D. E. SHAW & CO., L.P.

By: /s/ Julius Gaudio

-----  
Name: Julius Gaudio  
Title: Managing Director

D. E. SHAW & CO., L.L.C.

By: /s/ Julius Gaudio

-----  
Name: Julius Gaudio

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Title: Managing Director

DAVID E. SHAW

By: /s/ Julius Gaudio

-----  
Name: Julius Gaudio  
Title: Attorney-in-Fact for  
David E. Shaw