RIVIERA HOLDINGS CORP
Form 3
March 12, 2007

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person [*]
Â Metro Investment, LLC
(Last) (First) (Middle)

650 MADISON AVENUE
(Street)

NEW YORK,Â NYÂ 10022
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
02/28/2007

3. Issuer Name **and** Ticker or Trading Symbol
RIVIERA HOLDINGS CORP [RIV]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, $0.001 par value per share	418,294	I	See footnotes [(1)] [(2)]
Common Stock, $0.001 par value per share	836,588	I	See footnote [(3)]

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metro Investment, LLC 650 MADISON AVENUE NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â
FC208, LLC 4445 WAGON TRAIL AVENUE LAS VEGAS,Â NVÂ 89118	Â	Â X	Â	Â
TTERB Living Trust 4445 WAGON TRAIL AVENUE LAS VEGAS,Â NVÂ 89118	Â	Â X	Â	Â
Nelson Mitchell J 650 MADISON AVENUE NEW YORK,Â NYÂ 10022	Â	Â X	Â	Â

Signatures

/s/ Metro Investment, LLC by FC208, LLC, Member, by TTERB Living Trust dated 6/20/2000, Its sole member, by Brett Torino, Trustee	03/12/2007
**Signature of Reporting Person	Date
/s/ FC208, LLC, by TTERB Living Trust dated 6/20/2000, Its sole member, by Brett Torino, Trustee	03/12/2007
**Signature of Reporting Person	Date
/s/ TTERB Living Trust dated 6/20/2000 by Brett Torino, Trustee	03/12/2007
**Signature of Reporting Person	Date
/s/ Mitchell Nelson	03/12/2007
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This is a joint filing by Metro Investment, LLC ("Metro Investment"); FC208, LLC ("FC208"); TTERB Living Trust dated 6/20/2000 ("TTERB"); and Mitchell Nelson (collectively, the "Reporting Persons"). (continued in footnote 2)

(2) (continued from footnote 1) RH1 directly owns 418,294 shares of common stock, par value $0.001 per share ("the Common Stock"), of Riviera Holdings Corp., as reported on Form 3 filed August 23, 2006. Metro Investment, as the sole member of RH1, also may be deemed to have beneficial ownership of the foregoing shares of Common Stock. FC208, as a member of Metro Investment with a 56.52% equity interest in Metro Investment, also may be deemed to have beneficial ownership of the foregoing shares of Common Stock. TTERB, as the sole member of FC208, also may be deemed to have beneficial ownership of the foregoing shares of Common Stock.

(3) LMN 134 Family Company LLC ("LMN134") indirectly owns 836,588 shares of Common Stock as reported on Form 3 filed August 23, 2006 and Form 4 filed on an even date herewith. Mitchell Nelson, as the managing member of LMN134, may be deemed to have beneficial ownership of the foregoing shares of Common Stock. Metro Investment is the designated filer. The Reporting Persons are filing this joint Form 3 because they may be regarded as part of a group. However, each Reporting Person disclaims beneficial ownership of the shares owned by the other Reporting Persons and disclaims membership in a group, and this filing shall not constitute an acknowledgement that the Reporting Persons are part of a group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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