RIVIERA HOLDINGS CORP
Form 4/A
September 20, 2007

# FORM 4

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

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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|---|---|
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MJX Flag Associates LLC

(Last) (First) (Middle)

650 MADISON AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2007

4. If Amendment, Date Original Filed(Month/Day/Year)
05/04/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---|---|---|---|---|---|---|---|

| | Derivative Security | | | Disposed of (D) (Instr. 3, 4, and 5) | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Option to Buy Shares of Common Stock | $ 23 | 09/17/2007 | | P | | 573,775 (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) | | 09/17/2007 | 09/24/2007 | Common Stock, $0.001par value per share | 1,147 (1) (2) (5) (6) (9) (10) (12) |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| MJX Flag Associates LLC<br>650 MADISON AVENUE<br>NEW YORK, NY 10022 | | X | | |

# Signatures

| | |
|---|---|
| /s/ Robert F.X. Sillerman, Member (MJX Flag Associates, LLC) | 09/19/2007 |
| **Signature of Reporting Person | Date |
| /s/ Robert F.X. Sillerman | 09/19/2007 |
| **Signature of Reporting Person | Date |
| /s/ Brett Torino | 09/19/2007 |
| **Signature of Reporting Person | Date |
| /s/ Paul Kanavos | 09/19/2007 |
| **Signature of Reporting Person | Date |

# Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 4(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 MJX Real Estate Ventures, LLC ("MREV"); Robert F.X. Sillerman; Brett Torino and Paul Kanavos (collectively, the "Reporting Persons"). The Reporting Persons are filing this Form 4 in connection with a Form 4 filed on an even date herewith by the persons listed in "Remarks," below. This Form 4 amends as applicable the Forms 4 and amendments thereto previously filed by one or more of the Reporting Persons on May 4, 2007 and June 4, 2007. (continued in footnote 2)

**(2)** (continued from footnote 1) Flag Luxury Riv, LLC ("FLR") directly holds 418,294 shares of Common Stock, as reported on Form 3 filed August 23, 2006. Pursuant to a letter agreement dated September 16, 2007 (the "Extension and Waiver Agreement"), Triple Five Investco LLC and Dominion Financial LLC granted to Riv Acquisition Holdings Inc. ("RAH") a fully effective and exercisable option to acquire 1,147,550 shares of Common Stock at $23.00 per share. RAH initially paid $2,300,000 as consideration for the granting of the option, then paid $173,547.29 on three separate occasions as consideration for three one-month extensions of the option and an additional $40,521 for a fourth seven-day extension of the option. As a result, RAH may be deemed the beneficial owner of 1,147,550 shares of Common Stock, which represent approximately 9.21% of the outstanding shares of Common Stock as of August 3, 2007. (continued in footnote 3)

**(3)** (cont'd from fn 2) Pursuant to a letter agreement dated May 29, 2007 (the "May 29 Letter Agreement") FLR, a shareholder of RAH, may also be deemed the beneficial owner of 573,775 of the foregoing shares of Common Stock, which, together with the 418,294 shares of Common Stock held directly by FLR, represent approximately 7.96% of the outstanding shares of Common Stock as of August 3, 2007. Pursuant to the May 29 Letter Agreement, Rivacq, LLC ("Rivacq"), a shareholder of RAH, may be deemed the beneficial owner of 573,775 of the foregoing shares of Common Stock, which, together with the 319,995 shares of Common Stock held directly by Rivacq, represent approximately 7.17% of the outstanding shares of Common Stock as of August 3, 2007. RH1, LLC ("RH1") may be deemed the beneficial owner of 418, 294 shares of Common Stock, which represent approximately 3.36% of the outstanding shares of Common Stock as of August 3, 2007. (cont'd in fn 4)

**(4)** (continued from footnote 3) FX Luxury Realty, LLC ("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 beneficial owner of 1,410,363 shares of Common Stock, which represent approximately 11.32% of the outstanding shares of Common Stock as of August 3, 2007. CKX, Inc. ("CKX"), as a member of FXLR with a 50% equity interest in FXLR, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Flag Luxury Properties, LLC ("FLP"), as a member of FXLR with a 50% equity interest in FXLR, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. MJX Flag Associates, LLC ("MJX"), as a member of FLP with an approximate 26% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 5)

**(5)** (continued from footnote 4) Flag Leisure Group, LLC ("FLG"), as a member of FLP with an approximate 6.6% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. ONIROT Living Trust dated 06/20/2000 ("ONIROT"), as a member of FLP with a 26.36% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LMN134 Family Company LLC ("LMN134"), as a member of MJX with an approximate 1.67% equity interest in MJX, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Mitchell Nelson, as managing member of LMN134, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 6)

**(6)** (continued from footnote 5) MREV, as a member of MJX with an approximate 98.33% equity interest in MJX, and as a member of FLG with a 33.33% equity interest in FLG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 7)

**(7)** (continued from footnote 6) Robert F.X. Sillerman, as President of MJX and as President and sole member of MREV, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Paul Kanavos, as President of FLR, President and member of FLG with an approximate 33.33% equity interest in FLG, and as President and member of FLP with an approximate 36.1% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Brett Torino, as a member of FLG with an approximate 33.33% equity interest in FLG, and as sole trustee and beneficiary of ONIROT, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 8)

**(8)** (continued from footnote 7) SOF U.S. Hotel Co-Invest Holdings, L.L.C. ("SOF Co-Invest"), as the sole member of Rivacq, may be deemed to have beneficial ownership of 893,770 shares of Common Stock beneficially owned directly and indirectly by Rivacq, which represent approximately 7.17% of the outstanding shares of Common Stock as of August 3, 2007. Each of SOF VII U.S. Hotel Holdings, L.L.C. ("SOF VII") and I-1/I-2 U.S. Holdings, L.L.C. ("Hotel Fund"), as the sole members of SOF Co-Invest with 25% and 75% equity interests in SOF Co-Invest, respectively, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.) (continued in footnote 9)

**(9)** (continued from footnote 8) Each of 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. and Starwood U.S. Opportunity Fund VII-D-2, L.P. (collectively, the "Opportunity Funds"), as the sole members of SOF VII, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of the Starwood Capital Hospitality Fund I-1, L.P. and Starwood Capital Hospitality Fund I-2, L.P (together, the "Hospitality Funds"), as the sole members of Hotel Fund, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. SOF VII Management, L.L.C. ("SOF VII Management"), as the general partner of each of the Opportunity Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 10)

**(10)** (continued from footnote 9) SCG Hotel Management, L.L.C. ("Hotel Management"), as the general partner of each of the Hospitality Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Starwood Capital Group Global, LLC ("SCGG"), as the managing member of SOF VII Management and Hotel Management, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. (continued in footnote 11)

**(11)** (continued from footnote 10) Barry S. Sternlicht, as the President and CEO of SCGG and CEO of SOF VII and Hotel Fund, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Mr. Sternlicht also directly holds 123,200 shares of Common Stock, which represent approximately 1.0% of the outstanding shares of Common Stock as of February 23, 2007, and which, together with the 319,995 shares of Common Stock that he may be deemed to own beneficially in his capacity as Chairman and CEO of SCGG and as an executive officer of certain affiliates as described above, constitute approximately 3.56% of the outstanding shares of Common Stock as of February 23, 2007. (continued in footnote 12)

**(12)**

Explanation of Responses:

(continued from footnote 11) MREV is the designated filer. The Reporting Persons are filing this joint Form 4 because they may be regarded as part of a group. However, each Reporting Person disclaims beneficial ownership of the shares owned by other persons and disclaims membership in a group, and this filing shall not constitute an acknowledgement that the Reporting Persons are part of a group.

**Remarks:**

this Form 4 is being filed in connection with a Form 4 filed on an even date herewith by Flag Luxury Riv, LLC; FX Luxury Realty, LLC; CKX, Inc.; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; LMN 134 Family Company LLC; Mitchell J. Nelson; ONIROT Living Trust dated 6/20/2000; Flag Leisure Group, LLC; Rivacq LLC; SOF U.S. Hotel Co-Invest Holdings, L.L.C.; SOF VII U.S. 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.; SCG Hotel Management, L.L.C.; SOF VII Management, L.L.C.; Starwood Capital Group Global, LLC and Barry Sternlicht.

Exhibit: 99.1 Joint Filer Information

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Explanation of Responses: