

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2006-08-03** | Period of Report: **2006-08-03**  
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### FILER

#### **RIVIERA HOLDINGS CORP**

CIK: **899647** | IRS No.: **880296885** | State of Incorporation: **NV** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-21430** | Film No.: **061000136**  
SIC: **7011** Hotels & motels

Mailing Address  
2901 LAS VEGAS BLVD S  
LAS VEGAS NV 89109

Business Address  
2901 LAS VEGAS BLVD  
SOUTH  
LAS VEGAS NV 89109  
7027345110

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 3, 2006

**RIVIERA HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of corporation)	<b>000-21430</b> (Commission File Number)	<b>88-0296885</b> (IRS Employer Identification No.)
<b>2901 Las Vegas Boulevard South, Las Vegas, Nevada</b> (Address of principal executive offices)		<b>89109</b> (Zip code)

Registrant's telephone number, including area code (702) 794-9237

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 7 - Regulation FD****Item 7.01 Regulation FD Disclosure.**

On August 3, 2006, Riviera Holdings Corporation (“RHC”) issued a press release reporting the upcoming purchase by Flag Luxury Riv, LLC; Rivacq LLC; and High Desert Gaming LLC of RHC shares held by Chairman and Chief Executive Officer William L. Westerman. A copy of the press release is furnished as Exhibit 99 hereto. The information in this Item 7.01 and Exhibit 99 hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as and when expressly set forth by such specific reference in such filing.

**Section 9 - Financial Statements and Exhibits****Item 9.01 Financial Statements and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits:

**Exhibit 99 Riviera Holdings Corporation press release dated August 3, 2006**

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 3, 2006

RIVIERA HOLDINGS CORPORATION

By: /s/ Tullio Marchionne

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Tullio Marchionne

Secretary

**Riviera Holdings Corporation**  
2901 Las Vegas Boulevard South  
Las Vegas NV 89109  
Investor Relations: (800) 362-1460  
TRADED: AMEX - RIV  
www.rivierahotel.com

**FOR FURTHER INFORMATION:**

**AT THE COMPANY:**

**CONTACT:**

Mark Lefever, Treasurer and CFO

(702) 794-9527 Voice

(702) 794-9442 Fax

Email: [mlefever@theriviera.com](mailto:mlefever@theriviera.com)

**INVESTOR RELATIONS**

**CONTACT:**

Betsy Truax, Skorpus Consulting

(208) 241-3704 Voice

(208) 232-5317 Fax

Email: [BetsyT@cableone.net](mailto:BetsyT@cableone.net)

**FOR IMMEDIATE RELEASE:**

**FLAG LUXURY RIV, RIVACQ AND HIGH DESERT GAMING WILL  
PURCHASE RIVIERA CEO' S SHARES**

**LAS VEGAS, NV (August 3, 2006)** - Riviera Holdings Corporation (AMEX:RIV) has been informed that on August 4, 2006, Flag Luxury Riv, LLC; Rivacq LLC; and High Desert Gaming LLC (collectively, the "Buyers") intend to consummate their purchase of an aggregate of 1,091,471 shares of Riviera common stock at \$15.00 per share from William L. Westerman, Riviera' s Chairman of the Board and Chief Executive Officer, pursuant to the December 22, 2005 Stock Purchase Agreement between the Buyers and Mr. Westerman.

Mr. Westerman and the Buyers (along with certain of the Buyers' affiliates) have filed with the Securities and Exchange Commission amendments to their respective Schedule 13Ds to report their beneficial ownership of Riviera stock after giving effect to the stock purchase. Based upon information in those filings, Riviera understands that after giving effect to the stock purchase, Mr. Westerman will beneficially own approximately 0.04% of Riviera' s outstanding stock and the Buyers and their affiliates will beneficially own approximately 18.3% of Riviera' s outstanding stock.

Riviera further understands that the Buyers and certain of their affiliates have filed applications with gaming regulatory authorities for approval to acquire control of Riviera.

Mr. Westerman said, "I am very pleased that the Riviera stock which I have held for many years will be owned by a group who I believe is interested in the Riviera as an operating organization and is investing for the long term."

In a communication to Riviera' s employees, Mr. Westerman said, "In accordance with the agreement I entered into last December, I am selling substantially all of my remaining shares to members of an investment group affiliated with Riv Acquisition Holdings Inc. This was a

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transaction between the Buyers and me as an individual shareholder, and does not affect my continuing position as Chief Executive Officer of your company. I know I can depend upon your continued cooperation and dedication as you work with me on Riviera' s behalf, now and in the future.”

The Buyers are affiliates of Riv Acquisition Holdings Inc. (“RAHI”). Riviera and RAHI are parties to the April 5, 2006 Agreement and Plan of Merger, which provides for RAHI' s acquisition of all of Riviera' s outstanding stock in return for a cash payment of \$17.00 per share to Riviera' s shareholders. That acquisition is subject to the satisfaction of certain conditions precedent, including approval by holders of at least 60% of Riviera' s outstanding shares and approval by gaming regulatory authorities.

### **Forward - Looking Statements**

The forward-looking statements in this news release, which reflect Riviera' s best judgment based on factors currently known to Riviera, involve significant risks and uncertainties including Riviera' s Agreement and Plan of Merger and the upcoming vote on it by Riviera' s shareholders, the Buyers' and their affiliates' future plans that may affect Riviera or their investment in Riviera, regulatory requirements, hotel and casino market conditions, general economic and political conditions and other risks and uncertainties detailed from time to time in Riviera' s filings with the Securities and Exchange Commission. Actual results may differ materially from what is expressed or implied in these forward-looking statements. Riviera does not plan to update these forward-looking statements even though its situation or plans may change in the future, unless applicable law requires it to do so.

### **About Riviera Holdings Corporation**

Riviera Holdings Corporation owns and operates the Riviera Hotel and Casino on the Las Vegas Strip and the Riviera Black Hawk Casino in Black Hawk, Colorado. Riviera' s stock is listed on the American Stock Exchange under the symbol RIV.

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