

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2012-12-31**
SEC Accession No. [0001181431-13-005116](#)

(HTML Version on secdatabase.com)

ISSUER

Tropicana Las Vegas Hotel & Casino, Inc.

CIK: [1479046](#) | IRS No.: [270455607](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **7011** Hotels & motels

Mailing Address
3801 LAS VEGAS BLVD.,
SOUTH
LAS VEGAS NV 89109

Business Address
3801 LAS VEGAS BLVD.,
SOUTH
LAS VEGAS NV 89109
(702) 739-3530

REPORTING OWNER

Trilliant Gaming Nevada Inc.

CIK: [1489854](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **5** | Act: **34** | File No.: [000-53894](#) | Film No.: [13552447](#)

Mailing Address
421 LEADER STREET
MARION OH 43302

Business Address
421 LEADER STREET
MARION OH 43302
740-223-7662

FORM 5

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

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

OMB APPROVAL	
OMB Number:	3235-0362
Expires:	02/28/2011
Estimated average burden hours per response	1.0

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person Trilliant Gaming Nevada Inc.			2. Issuer Name and Ticker or Trading Symbol Tropicana Las Vegas Hotel & Casino, Inc. [NONE]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2012			6. Individual or Joint/Group Reporting (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
421 LEADER STREET (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
MARION, OH 43302 (City) (State) (Zip)								

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
CLASS A COMMON STOCK	10/09/2012		P	50,629 ^{(1) (2)}	A	\$3	3,298,009 ^{(1) (2) (3) (4) (5) (6) (7) (8)}	I	See Footnotes ⁽¹⁾ (2) (3) (4) (5) (6) (7) (8)
CLASS A COMMON STOCK	10/09/2012		P	20,138 ⁽⁴⁾	A	\$3	3,298,009 ^{(1) (2) (3) (4) (5) (6) (7) (8)}	I	See Footnotes ⁽¹⁾ (2) (3) (4) (5) (6) (7) (8)
CLASS A COMMON STOCK	11/21/2012		P	80,000 ⁽⁷⁾	A	\$10	3,298,009 ^{(1) (2) (3) (4) (5) (6) (7) (8)}	I	See Footnotes ⁽¹⁾ (2) (3) (4) (5) (6) (7) (8)
CLASS A COMMON STOCK	12/14/2012		P	100,000 ⁽⁵⁾	A	\$3	3,298,009 ^{(1) (2) (3) (4) (5) (6) (7) (8)}	I	See Footnotes ⁽¹⁾ (2) (3) (4) (5) (6) (7) (8)
CLASS A COMMON STOCK	12/14/2012		P	3,823 ⁽⁶⁾	A	\$3	3,298,009 ^{(1) (2) (3) (4) (5) (6) (7) (8)}	I	See Footnotes ⁽¹⁾ (2) (3) (4) (5) (6) (7) (8)

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 Derivative Security	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 Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						
CLASS A CONVERTIBLE PREFERRED STOCK	\$25	04/20/2012		P	1,270 ⁽⁸⁾		04/20/2012	(14)	CLASS A COMMON STOCK	5,080 ⁽⁸⁾	\$100	603,003 ^{(1) (2) (3) (8)}	I	See Footnotes ^{(1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)}

CLASS A SERIES 2 CONVERTIBLE PREFERRED STOCK	\$25	04/20/2012		P	840 ⁽⁹⁾	04/20/2012	(14)	CLASS A COMMON STOCK	3,360 ⁽⁹⁾	\$100	448,766 ^{(1) (2) (3) (9)}	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)
CLASS A SERIES 3 CONVERTIBLE PREFERRED STOCK	\$15	10/09/2012		P	4,216 ⁽¹⁰⁾	10/09/2012	(14)	CLASS A COMMON STOCK	28,121 ⁽¹⁰⁾	\$100	287,300 ^{(1) (2) (3) (10)}	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)
CLASS A SERIES 2 CONVERTIBLE PREFERRED STOCK	\$25	10/09/2012		P	5,601 ⁽¹¹⁾	10/09/2012	(14)	CLASS A COMMON STOCK	22,404 ⁽¹¹⁾	\$100	454,367 ^{(1) (2) (3) (11)}	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)
CLASS A SERIES 2 CONVERTIBLE PREFERRED STOCK	\$25	10/09/2012		P	1,692 ⁽¹²⁾	10/09/2012	(14)	CLASS A COMMON STOCK	6,768 ⁽¹²⁾	\$100	456,059 ^{(1) (2) (3) (12)}	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)
CLASS A CONVERTIBLE PREFERRED STOCK	\$25	10/09/2012		P	8,469 ⁽¹³⁾	10/09/2012	(14)	CLASS A COMMON STOCK	33,876 ⁽¹³⁾	\$100	611,472 ^{(1) (2) (3) (13)}	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)
CLASS A SERIES 4 CONVERTIBLE PREFERRED STOCK	\$10	11/21/2012		P	400,000 ⁽²⁾	11/21/2012	(14)	CLASS A COMMON STOCK	4,000,000 ⁽²⁾	\$100	400,000 ^{(1) (2) (3) (2)}	I	See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) (10) (11) (12) (13)

Explanation of Responses:

- On October 9, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 50,629 shares of the Issuer's Class A Common Stock. Trilliant Gaming Nevada Inc. ("Trilliant Gaming") is the general partner of, and controls all voting and investment decisions of, Onex Armenco Gaming II LP, which owns the reported securities. (Continued to footnote 2)
- Each of Mr. Alex Yemenidjian, Chairman, Chief Executive Officer and President of the Issuer, Mr. Timothy Duncanson, one of the Issuer's directors, and Mr. Gerald Schwartz, the chairman and controlling stockholder of Onex Corporation, owns one-third of the outstanding voting securities of Trilliant Gaming, and together Messrs. Yemenidjian, Duncanson and Schwartz own 100% of the outstanding voting securities of Trilliant Gaming. A stockholders agreement among Messrs. Yemenidjian, Duncanson and Schwartz sets forth the rights of each of them with respect to control of Trilliant Gaming and, in turn, the securities of the Issuer owned by the Onex Armenco Gaming Entities (as defined below).
- The shares beneficially owned by Trilliant Gaming consist of an indirect pecuniary interest in shares held by Onex Armenco Gaming I LP, Onex Armenco Gaming II LP, Onex Armenco Gaming III LP, Onex Armenco Gaming IV LP, Onex Armenco Gaming V LP, Onex Armenco Gaming VI LP, Onex Armenco Gaming VII LP, Onex Armenco Gaming IX LP, Onex Armenco Gaming X LP and Onex Armenco Gaming XI LP (collectively, the "Onex Armenco Gaming Entities"). Trilliant Gaming is the general partner of, and controls all voting and investment decision of, each of the Onex Armenco Gaming Entities. Trilliant Gaming disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- On October 9, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 20,138 shares of the Issuer's Class A Common Stock.
- On December 14, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 100,000 shares of the Issuer's Class A Common Stock.
- On December 14, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 3,823 shares of the Issuer's Class A Common Stock.
- The Class A Series 4 Convertible Participating Preferred Stock (the "Series 4 Preferred Stock") was acquired by the Onex Armenco Gaming Entities pursuant to a rights offering (the "Rights Offering") by the Issuer to its stockholders. The Onex Armenco Gaming Entities acquired 400,000 shares of the Series 4 Preferred Stock in the Rights Offering and were allocated 80,000 Class A Common Stock as a backstop fee in connection with the agreement to purchase the Series 4 Preferred Stock in the Rights Offering. Each share of Series 4 Preferred Stock is convertible into 10 shares of Class A Common Stock, subject to certain adjustments.

8. On April 20, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 1,270 shares of the Issuer's Class A Convertible Participating Preferred Stock ("Class A Preferred Stock"). Each share of Class A Preferred Stock is convertible into 4 shares of Class A Common Stock, subject to certain adjustments.
9. On April 20, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 840 shares of the Issuer's Class A Series 2 Convertible Participating Preferred Stock ("Series 2 Preferred Stock"). Each share of Series 2 Preferred Stock is convertible into 4 shares of Class A Common Stock, subject to certain adjustments.
10. On October 9, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 4,216 shares of the Issuer's Class A Series 3 Convertible Participating Preferred Stock ("Series 3 Preferred Stock"). Each share of Series 3 Preferred Stock is convertible into 6.67 shares of Class A Common Stock, subject to certain adjustments.
11. On October 9, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 5,601 shares of Series 2 Preferred Stock.
12. On October 9, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 1,692 shares of Series 2 Preferred Stock.
13. On October 9, 2012, Onex Armenco Gaming II LP entered into a Stock Purchase Agreement pursuant to which it agreed to purchase 8,469 shares of Class A Preferred Stock.
14. There is no expiration date for the conversion of the Class A Preferred Stock, Series 2 Preferred Stock, Series 3 Preferred Stock or Series 4 Preferred Stock.

Signatures

/s/ Timothy Duncanson

01/25/2013

/s/ Alex Yemenidjian

01/25/2013

** Signature of Reporting Person

Date

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

* 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).

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

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 Number.