

RIVIERA HOLDINGS CORP
 Form 3
 November 14, 2006

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)

| | | | | | |
|--|---|---|--|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â EICHNER IAN BRUCE</p> <p>(Last) (First) (Middle)</p> <p>101 CONVENTION CENTER DRIVE</p> <p>(Street)</p> <p>LAS VEGAS,Â NVÂ 89101</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/10/2006</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>RIVIERA HOLDINGS CORP [RIV]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See footnotes 1, 2, 3 and 4</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|--|

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 | 600,000 | D <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | Â |

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 |
| EICHNER IAN BRUCE 101 CONVENTION CENTER DRIVE LAS VEGAS, NV 89101 | Â | Â | Â | See footnotes 1, 2, 3 and 4 |

Signatures

/s/ Ian Bruce
Eichner

11/13/2006

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).

On November 10, 2006, the Reporting Person reached an understanding with certain of D. E. Shaw Laminar Portfolios, L.L.C., D. E. Shaw Valence Portfolios, L.L.C., D. E. Shaw Investment Management, L.L.C., D. E. Shaw & Co., L.P., D. E. Shaw & Co., L.L.C., Mr. David E. Shaw and and/or one or more of their affiliates (all of the foregoing collectively, the "Other Group Members") to make a joint

(1) bid to acquire all of the outstanding Common Stock not currently owned by the Reporting Person and the Other Group Members. In accordance with this understanding, a letter was sent to the Board of Directors of the Issuer proposing to acquire by merger all of the outstanding shares of Common Stock not owned by the Reporting Person and the Other Group Members (the "Proposal Letter") for \$21 per share in cash. (Continued in footnote 2)

(2) Solely as a result of this understanding and the subsequent Proposal Letter, the Reporting Person and the Other Group Members may be deemed to be a group for the reporting purposes of this Form 3.

The number of shares reported in Table I of this Form 3 excludes the 1,219,900 shares of common stock ("Common Stock"), par value \$.001 per share, of the Issuer beneficially owned by the Other Group Members and includes only the shares of Common Stock beneficially owned by the Reporting Person. If the shares owned by the Other Group Members were included, the aggregate amount

(3) deemed to be beneficially owned by the Other Group Members and the Reporting Person would represent 14.6%. The Other Group Members disclaim any pecuniary interest in the shares of Common Stock beneficially owned by the Reporting Person, and the Reporting Person disclaims any pecuniary interest in the shares of Common Stock beneficially owned by the Other Group Members.

(4) In accordance with instruction 4(b)(iv), the entire number of shares of Common Stock that may be deemed to be beneficially owned by Ian Bruce Eichner is reported herein.

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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