

Tropicana Las Vegas Hotel & Casino, Inc.
Form SC 13G/A
February 17, 2015

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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 4)**

Tropicana Las Vegas Hotel and Casino, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

897085106

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:**

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be 'filed' for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section under the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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.

Person 1

1. (a) Names of Reporting Persons.
Wells Fargo & Company

(b) Tax ID
41-0449260

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 1,437,135

6. Shared Voting Power 16,350,824

7. Sole Dispositive Power 1,437,135

8. Shared Dispositive Power 16,350,824

9. Aggregate Amount Beneficially Owned by Each Reporting Person 16,350,824

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 100.00%*

12. Type of Reporting Person (See Instructions)

CO, HC

* Percentage calculated on the basis of 16,350,824 shares of Class A Common Stock issued and outstanding, on a fully converted basis, on December 31, 2014. Not including the shares of Class A Common Stock held by other parties to the Stockholders' Agreement (as defined in Item 4 below), as of December 31, 2014, Wells Fargo & Company ("Wells Fargo"), as the parent company of Wells Fargo Principal Investments, LLC ("Wells Fargo Principal Investments"), Wells Capital Management Inc. ("Wells Capital"), and Wells Fargo Bank, National Association ("Wells Fargo Bank") may be deemed to have aggregate beneficial ownership (with sole voting power and shared voting power and sole dispositive power and shared dispositive power), on a fully converted basis, of 8.95% of the shares of the Class A Common Stock.

Person 2

1. (a) Names of Reporting Persons.
Wells Fargo Principal Investments, LLC
(b) Tax ID
45-4297244

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization Delaware

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 1,437,135

6. Shared Voting Power 16,350,824

7. Sole Dispositive Power 1,437,135

8. Shared Dispositive Power 16,350,824

9. Aggregate Amount Beneficially Owned by Each Reporting Person 16,350,824

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 100.00%*

12. Type of Reporting Person (See Instructions)

OO

*** Percentage calculated on the basis of 16,350,824 shares of Class A Common Stock issued and outstanding, on a fully converted basis, on December 31, 2014. Not including the shares of Class A Common Stock held by other parties to the Stockholders' Agreement, as of December 31, 2014, Wells Fargo Principal Investments has beneficial ownership (with sole voting power and sole dispositive power), on a fully converted basis, of 8.79% of the shares of the Class A Common Stock.**

Person 3

1. (a) Names of Reporting Persons.
Wells Capital Management Inc.

(b) Tax ID
95-3692822

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization California

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 0

6. Shared Voting Power 16,350,824

7. Sole Dispositive Power 0

8. Shared Dispositive Power 16,350,824

9. Aggregate Amount Beneficially Owned by Each Reporting Person 16,350,824

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 100.00%*

12. Type of Reporting Person (See Instructions)

CO, IA

*** Percentage calculated on the basis of 16,350,824 shares of Class A Common Stock issued and outstanding, on a fully converted basis, on December 31, 2014. Not including the shares of Class A Common Stock held by other parties to the Stockholders' Agreement, as of December 31, 2014, Wells Capital may be deemed to have aggregate beneficial ownership (with shared voting power and shared dispositive power), on a fully converted basis, of 0.16% of the shares of the Class A Common Stock.**

Person 4

1.

(a) Names of Reporting Persons.
Wells Fargo Bank, National Association

(b) Tax ID
94-1347393

2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a) [X]
(b) []

3. SEC Use Only

4. Citizenship or Place of Organization United States

Number of
Shares
Beneficially
Owned by
Each Reporting
Person With

5. Sole Voting Power 0

6. Shared Voting Power 16,350,824

7. Sole Dispositive Power 0

8. Shared Dispositive Power 16,350,824

9. Aggregate Amount Beneficially Owned by Each Reporting Person 16,350,824

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9) 100.00%*

12. Type of Reporting Person (See Instructions)

BK

*** Percentage calculated on the basis of 16,350,824 shares of Class A Common Stock issued and outstanding, on a fully converted basis, on December 31, 2014. Not including the shares of Class A Common Stock held by other parties to the Stockholders' Agreement, as of December 31, 2014, Wells Fargo Bank has beneficial ownership (with shared voting power and shared dispositive power), on a fully converted basis, of 0.03% of the shares of the Class A Common Stock.**

Item 1.

- (a) Name of Issuer
Tropicana Las Vegas Hotel and Casino, Inc. (the "Company")
- (b) Address of Issuer's Principal Executive Offices
3801 Las Vegas Boulevard South, Las Vegas, Nevada 89109

Item 2.

- (a) Name of Person Filing
This Schedule 13G is being filed on behalf of Wells Fargo & Co. ("Wells Fargo"), Wells Fargo Principal Investments, LLC ("Wells Fargo Principal Investments"), Wells Capital Management Inc. ("Wells Capital"), and Wells Fargo Bank, National Association ("Wells Fargo Bank" and collectively with Wells Fargo, Wells Fargo Principal Investments, and Wells Capital, the "Reporting Persons")
- (b) Address of Principal Business Office or, if none, Residence
(i) Wells Fargo: 420 Montgomery Street, San Francisco, CA 94104
(ii) Wells Fargo Principal Investments: 2450 Colorado Ave, Suite 3000 West, Santa Monica, CA 90404
(iii) Wells Capital: 420 Montgomery Street, San Francisco, CA 94104
(iv) Wells Fargo Bank: 101 North Phillips Avenue, Sioux Falls, SD 57104
- (c) Citizenship
(i) Wells Fargo: Delaware
(ii) Wells Fargo Principal Investments: Delaware
(iii) Wells Capital: California
(iv) Wells Fargo Bank: United States
- (d) Title of Class of Securities
Class A Common Stock ("Class A Common")
- (e) CUSIP Number
897085106

Item 3. If this statement is filed pursuant to 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c)
]
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
]
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

- [
]
- (d) [Investment company registered under section 8 of the Investment Company Act of 1940
] (15 U.S.C 80a-8).
- (e) [An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
]
- (f) [An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
]
- (g) [A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
]
- (h) [A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act
] (12 U.S.C. 1813);
- (i) [A church plan that is excluded from the definition of an investment company under section 3(c)(14)
] of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) [A non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J);
]
- (k) [Group, in accordance with 240.13d-1(b)(1)(ii)(K).
]

If filing as a non-U.S.institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership.

As more fully described in the Form 10-12G/A filed by Tropicana Las Vegas Hotel and Casino, Inc. (the "Company") on May 28, 2010, all of the Company's stockholders are a party to a certain Stockholders' Agreement, dated as of July 1, 2009 (the "Stockholders' Agreement"), which contains certain agreements as to voting. As a result, all of the Company's stockholders may be deemed to be a group for the purposes of Section 13 of the Securities and Exchange Act of 1934, as amended, with each of such stockholders being deemed to have beneficial ownership of all of the shares owned by the group. However, except as otherwise noted, each of the Company's stockholders disclaims beneficial ownership of shares of the Company's capital stock not held directly by such stockholder.

The table below shows the direct ownership (excluding the deemed beneficial ownership of shares held by other members of the group as a result of the Stockholders' Agreement) of all of the Company's stockholders of shares of the Company's capital stock assuming full conversion of all shares of Preferred Stock into Class A Common. The calculations of direct or beneficial ownership are based on 4,670,151 shares of the Class A Common, 750,000 shares of Class A Convertible Participating Preferred Stock ("A1 Preferred"), convertible into 3,000,000 shares of Class A Common (assuming an exchange ratio of 4:1), 545,585 shares of Class A Series 2 Convertible Participating Preferred Stock ("A2 Preferred"), convertible into 2,182,340 shares of Class A Common (assuming an exchange ratio of 4:1), 350,000 shares of Class A Series 3 Convertible Participating Preferred Stock ("A3 Preferred"), convertible into 2,333,333 shares of Class A Common (assuming an exchange ratio of 6.67:1), and 416,500 shares of Class A Series 4 Convertible Participating Preferred Stock ("A4 Preferred"), convertible into 4,165,000 shares of Class A Common (assuming an exchange ratio of 10:1), (collectively, "Class A Preferred") that are outstanding as of December 31, 2014.

Information about the Company and ownership of the Company's capital stock provided in the table below and the accompanying notes to the table is based solely on information provided in the public filings of the Company and other materials provided to the Reporting Persons by the Company. The information in the table and the accompanying note (b) is accurate as it relates to Wells Fargo Principal Investments (as defined above). Notwithstanding the information in the table and the accompanying note (i), Wells Capital (as defined above), a wholly-owned, indirect subsidiary of Wells Fargo (as defined above) and a registered investment advisor, may be deemed to have beneficial ownership of 26,556 shares of the Class A Common (consisting of 12,500 shares of Class A Common, 2,116 shares of A1 Preferred and 1,398 shares of A2 Preferred) held by various funds managed by it due to it having voting and investment control over such shares. Each of Wells Fargo and Wells Capital disclaims beneficial ownership of shares of the Company beneficially owned by Wells Capital. In addition, the entity below noted in the table as EMSEG & Co. is Wells Fargo Bank (as defined above), a wholly-owned subsidiary of Wells Fargo and a national banking association. Other than the designation of Wells Fargo Bank as EMSEG & Co., the information in the table and the accompanying note (j) is accurate as it relates to Wells Fargo Bank (EMSEG & Co). Wells Fargo Bank may be deemed to have beneficial ownership of 5,308 shares of the Class A Common (consisting of 2,500 shares of Class A Common, 423 shares of A1 Preferred and 279 shares of A2 Preferred) due to it having voting and investment control over such shares. Each of Wells Fargo and Wells Fargo Bank disclaims beneficial ownership of shares of the Company beneficially owned by Wells Fargo Bank.

	Class A Common Assuming Full Conversion of Preferred Stock SharesPercent	
Trilliant Gaming Nevada Inc. (a)	13,513,904	82.7%
Wells Fargo Principal Investment, LLC (b)	1,437,135	8.8
H/2 Special Opportunities Ltd. And LP (c)	824,629	5.0
Aozora Bank Ltd.	110,000	*
Embassy & Co.	100,000	*
Federal Deposit Insurance Receiver /Community Bank of Nevada	100,000	*
Fidelity ADV Series I: Fidelity Advisors Floating Rate High Income Fund (d)	48,650	*
Newcastle CDO IX I Ltd.	30,000	*
State Street Bank & Trust (e)	29,772	*
Fifth Street Station LLC (f)	21,252	*
Merrill Lynch Pierce Fenner & Smith Inc.	21,082	*
US Bank NA (g)	14,000	*
General Electric Pension Trust (h)	13,000	*
WG Horizons CLO I	10,000	*
Whitehorse V Ltd.	10,000	*

NOTES

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following [].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Wells Fargo Principal Investments, Wells Capital, and Wells Fargo Bank are each a wholly-owned subsidiary of Wells Fargo. Wells Fargo Principal Investments, Wells Capital, and Wells Fargo Bank acquired beneficial ownership over the securities being reported on by Wells Fargo.

Other than as set forth herein, no other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, in excess of 5% of the total outstanding shares of Class A Common.

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10. Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2015

Date

/s/ Jane E. Washington

Signature

Jane E. Washington, VP Trust Operations

Name/Title

Exhibit A

EXPLANATORY NOTE

This Schedule 13G is filed by Wells Fargo & Company on its own behalf and on behalf of any subsidiaries listed in Exhibit B.

Exhibit B

The Schedule 13G to which this attachment is appended is filed by Wells Fargo & Company on behalf of the following subsidiaries:

Wells Fargo Principal Investments, LLC

Wells Capital Management Inc.

Wells Fargo Bank, National Association

**Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations
(See 18 U.S.C. 1001)**