

RIVIERA HOLDINGS CORP
Form 10-Q/A
September 06, 2011

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

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2011

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 000-21430

Riviera Holdings Corporation
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation or organization)

88-0296885
(I.R.S. Employer Identification No.)

2901 Las Vegas Boulevard South, Las Vegas, Nevada
(Address of principal executive offices)

89109
(Zip Code)

(702) 794-9527
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check One)

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Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes No

As of August 12, 2011, there were 10 voting common Class A Shares, par value \$.001 per share, and 9,039,035 non-voting common Class B Shares, par value \$.001 per share, outstanding.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to our Quarterly Report on Form 10-Q for the period ended June 30, 2011, as filed with the Securities and Exchange Commission on August 15, 2011 (the "Original 10-Q"), is to furnish the Interactive Data Files as Exhibits 101.INS, 101.SCH, 101.CAL, 101.DEF, 101.LAB, and 101.PRE during the 30-day grace period allowed under Rule 405(a)(2) of Regulation S-T. Those sections of the Original 10-Q that are unaffected by this Amendment No. 1 are not included herein.

No other changes have been made to the Original 10-Q. This Amendment No. 1 speaks as of the original filing date of the Original 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the Original 10-Q. Accordingly, this Amendment No. 1 should be read in conjunction with the Original 10-Q, as well as our other filings made with the Securities and Exchange Commission subsequent to the filing of the Original 10-Q.

PART II – OTHER INFORMATION

Item 6. Exhibits

The exhibit index set forth below is incorporated herein by reference.

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 thereunto duly authorized.

RIVIERA HOLDINGS CORPORATION

Date: September 6, 2011 By: /s/ Andy Choy
Chief Executive Officer
(Authorized Officer)

Date: September 6, 2011 By: /s/ Larry King
Chief Financial Officer
(Principal Financial Officer)

Exhibit Index

Exhibit No.:	Description
3.1	Certificate of Amended and Restated Articles of Incorporation of Riviera Holdings Corporation (Incorporated by reference to Exhibit 3.1 to Riviera Holdings Corporation's Registration Statement on Form 8-A filed April 1, 2011)
3.2	Amended and Restated By-Laws of Riviera Holdings Corporation (Incorporated by reference to Exhibit 3.2 to Riviera Holdings Corporation's Registration Statement on Form 8-A filed April 1, 2011)
4.1	Stockholders Agreement, dated as of April 1, 2011, by and among SCH/VIII Bonds, L.L.C., SCH/VIII Bonds II, L.L.C., SCH/VIII Bonds III, L.L.C., SCH/VIII Bonds IV, L.L.C., Cerberus Series Four Holdings, LLC, Desert Rock Enterprises LLC, Strategic Value Special Situations Master Fund, LP., Riviera Voteco, L.L.C. and Riviera Holdings Corporation (Incorporated by reference to Exhibit 4.1 to Riviera Holdings Corporation's Registration Statement on Form 8-A filed April 1, 2011)
10.1	Series A Credit Agreement, dated as of April 1, 2011, among Riviera Holdings Corporation, a Nevada corporation, the Guarantors party thereto, the several banks and other financial institutions from time to time parties thereto, and Cantor Fitzgerald Securities, a New York general partnership, as administrative agent (Incorporated by reference to Exhibit 10.1 to Riviera Holdings Corporation's Current Report on Form 8-K filed April 7, 2011)
10.2	Series B Credit Agreement, dated as of April 1, 2011, among Riviera Holdings Corporation, a Nevada corporation, the Guarantors party thereto, the several banks and other financial institutions from time to time parties thereto, and Cantor Fitzgerald Securities, a New York general partnership, as administrative agent (Incorporated by reference to Exhibit 10.2 to Riviera Holdings Corporation's Current Report on Form 8-K filed April 7, 2011)
10.3	Intercreditor Agreement, dated as of April 1, 2011, among Cantor Fitzgerald Securities, in its capacity as First Lien Agent, Cantor Fitzgerald Securities, in its capacity as Second Priority Agent, Riviera Holdings Corporation, a Nevada corporation, and each of its Subsidiaries party thereto (Incorporated by reference to Exhibit 10.3 to Riviera Holdings Corporation's Current Report on Form 8-K filed April 7, 2011)
10.4	Employment Agreement, dated as of April 1, 2011, by and between Riviera Operating Company and Robert A. Vannucci (Incorporated by reference to Exhibit 10.4 to Riviera Holdings Corporation's Current Report on Form 8-K filed April 7, 2011)

31.1* Certification of Andy Choy pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2* Certification of Larry King pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1** Certification of Andy Choy pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2** Certification of Larry King pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS*** XBRL Instance Document
101.SCH*** XBRL Taxonomy Extension Schema
101.CAL*** XBRL Taxonomy Extension Calculation Linkbase
101.DEF*** XBRL Taxonomy Extension Definition Linkbase
101.LAB*** XBRL Taxonomy Extension Label Linkbase
101.PRE*** XBRL Taxonomy Extension Presentation Linkbase

* Previously filed herewith.

** Previously furnished herewith.

*** Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability under these sections.