

TRUMP HOTELS & CASINO RESORTS INC
Form SC 13D/A
January 18, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDED THERETO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 5)*

TRUMP HOTELS & CASINO RESORTS, INC.

(Name of Issuer)

COMMON STOCK, par value \$.01 per share

(Title of Class of Securities)

898168109

(CUSIP Number)

Robert M. Pickus
Executive Vice President and Secretary
Trump Hotels & Casino Resorts, Inc.
Huron Avenue and Brigantine Boulevard
Atlantic City, New Jersey 08401
609-340-5060

(Name, Address and Telephone Number of Person Authorized to Receive Notices and
Communications)

December 28, 2000

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. []

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 (b) for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

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The information required on 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 of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D

CUSIP NO. 898168109

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NAMES OF REPORTING PERSONS

1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

Donald J. Trump

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
(b)

SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

PF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7
NUMBER OF
SHARES
12,360,573

BENEFICIALLY 8 SHARED VOTING POWER

OWNED BY 3,618,267

EACH 9 SOLE DISPOSITIVE POWER
REPORTING 12,360,573
PERSON

WITH 10 SHARED DISPOSITIVE POWER
3,618,267

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

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15,978,840

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
43.0%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

SCHEDULE 13D

CUSIP NO. 898168109

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NAMES OF REPORTING PERSONS
1 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
Trump Casinos, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New Jersey

7 SOLE VOTING POWER
NUMBER OF 7
SHARES 0

8 SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 1,407,017

9 SOLE DISPOSITIVE POWER
EACH 9
REPORTING

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PERSON 0

SHARED DISPOSITIVE POWER
WITH 10
1,407,017

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,407,017

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.0%

14 TYPE OF REPORTING PERSON (See Instructions)
CO

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).
Trump Casinos II, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
NUMBER OF 0
SHARES

SHARED VOTING POWER

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BENEFICIALLY	8	
OWNED BY		2,211,250
EACH		SOLE DISPOSITIVE POWER
REPORTING	9	
PERSON		0
WITH	10	SHARED DISPOSITIVE POWER
		2,211,250

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,211,250

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.1%

14 TYPE OF REPORTING PERSON (See Instructions)

CO

This Amendment No. 5 amends Amendment No. 4 filed by Mr. Donald J. Trump, Trump Casinos, Inc. and Trump Casinos II, Inc. (collective, the "Reporting Persons") on April 30, 1999 ("Amendment No. 4"), and is being filed pursuant to Rule 13d-2(a) under the Securities Exchange Act of 1934, as amended. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in Amendment No. 4.

1. Item 2 is hereby amended by deleting the second full paragraph of Item 2 in its entirety and replacing it with the following paragraph:

Mr. Trump's present principal occupation is Chairman of the Board of Directors, President and Chief Executive Officer of the Company; Chief Executive Officer and limited partner of Trump Hotels & Casino Resorts Holdings, L.P.; Chairman of the Board of Directors, President and Chief Executive Officer of each of Trump Hotels & Casino Resorts Funding, Inc., Trump Atlantic City Funding, Inc., Trump Atlantic City Funding II, Inc., Trump Atlantic City Funding III, Inc., Trump's Castle Hotel & Casino, Inc. ("TCHI"), Trump's Castle Funding, Inc., Trump's Marina Hotel Casino, L.P. (f/k/a Trump's Castle Associates, L.P.) and Trump International Casino, Ltd.; Chairman of the Board of Directors, President and Treasurer of each of THCR Holding Corp. (f/k/a Taj Mahal Holding Corp.) ("THCR Corp.") and THCR/LP Corporation (f/k/a TM/GP Corporation) ("THCR/LP"); sole Director, President and Treasurer of each of TCI and TCI-II; sole Director, President and Chief Executive Officer of Trump Indiana, Inc. ("Trump Indiana"); Director and President of THCR Enterprises, Inc., Trump Atlantic City Corporation (f/k/a The Trump Taj Mahal Corporation) ("AC Corporation") and Trump Atlantic City Holding, Inc. (f/k/a Trump Plaza Holding, Inc.) ("AC Holding, Inc."); Chief Executive Officer of Trump Taj Mahal Associates;

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sole Director and President of each of Trump Taj Mahal Realty Corp. and Trump Boardwalk Realty Corp.; and President of the Trump Organization. The business address of Mr. Trump is 725 Fifth Avenue, New York, New York 10022. Mr. Trump is a citizen of the United States of America.

2. Item 5 is hereby amended by deleting the second full paragraph of Item 5 and replacing it with the following paragraph:

The Reporting Persons have been advised by the Company that the total number of shares of Common Stock outstanding as of January 18, 2001 is 22,010,027 shares (the "Outstanding Shares").

3. Item 5 is further amended by deleting the table set forth immediately after the second full paragraph of Item 5 and replacing it with the new table:

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Reporting Person	Aggregate Number of Shares Beneficially Owned	Number of Shares with Sole Power to Vote	Number of Shares with Shared Power to Vote	Number of Shares with Sole Power to Dispose	Number of Shares with Shared Power to Dispose
Mr. Donald J. Trump	15,978,840	12,360,573 (1)	3,618,267 (2)	12,360,573 (1)	3,618,267 (1)
TCI	1,407,017	0	1,407,017 (4)	0	1,407,017 (1)
TCI-II	2,211,250	0	2,211,250 (4)	0	2,211,250 (1)

(1) Consists of (i) the Trump Shares, (ii) the Trump Conversion Shares, (iii) 600,000 shares of Common Stock issuable upon the exercise of the Trump Warrants, (iv) 500,000 shares of Common Stock issuable upon the exercise of options exercisable at a purchase price of \$4.625 per share within 60 days from the date hereof, (v) 166,667 shares of Common Stock issuable upon the exercise of options exercisable at a purchase price of \$2.625 per share within 60 days from the date hereof (the options listed in (iv) and (v) are collectively referred to as the "Trump Options"), (vi) 17,000, 8,000 and 15,100 shares of Common Stock purchased by Mr. Trump on December 28, 2000 at a purchase price per share of \$1.977, \$1.915 and \$1.977, respectively, and (vii) 9,900 shares of Common Stock purchased by Mr. Trump on December 29, 2000 at a purchase price of \$1.977 per share.

(2) Consists of (i) the TCI Conversion Shares and (ii) the TCI-II Conversion Shares.

(3) Calculated by adding the Outstanding Shares, Conversion Shares and the shares issuable upon the exercise of the Trump Warrants and Trump Options.

(4) Voting power shared with Mr. Trump.

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- (5) Dispositive power shared with Mr. Trump.
- (6) Calculated by adding the TCI Conversion Shares and the Outstanding Shares.
- (7) Calculated by adding the TCI-II Conversion Shares and the Outstanding Shares.

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After reasonable inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: January 18, 2001

/s/ Donald J. Trump

Donald J. Trump

TRUMP CASINOS, INC.

By: /s/ Donald J. Trump

Name: Donald J. Trump
Title: Sole Director, President and
Treasurer

TRUMP CASINOS II, INC.

By: /s/ Donald J. Trump

Name: Donald J. Trump
Title: Sole Director, President and
Treasurer

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