

Edgar Filing: RIVIERA HOLDINGS CORP - Form 8-K

RIVIERA HOLDINGS CORP  
Form 8-K  
September 06, 2006

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): September 6, 2006

RIVIERA HOLDINGS CORPORATION  
(exact name of registrant as specified in its charter)

Nevada	000-21430	88-0296885
(State or other	(Commission	(IRS Employer
jurisdiction of	File Number)	Identification No.)
incorporation)		

2901 Las Vegas Boulevard	
Las Vegas, Nevada	89109
(Address of principal executive offices)	(Zip code)

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

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

On September 6, 2006, Riviera Holdings Corporation ("Riviera") announced through a press release that Riviera's board of directors has terminated its consideration of the takeover proposal by International Gaming & Entertainment, LLC, which Riviera had announced on August 8, 2006. A copy of that press release is furnished as Exhibit 99 hereto. The information in this Item 7.01 and in Exhibit 99 hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as and when expressly set forth by such specific reference in such filing.

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## Section 9 - Financial Statements and Exhibits

### Item 9.01 Financial Statements and Exhibits.

(a) Not applicable. (b) Not applicable. (c) Not applicable. (d) Exhibits:

Exhibit 99 Riviera Holdings Corporation press release dated September 6, 2006

### 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 hereunto duly authorized.

Date: September 6, 2006

RIVIERA HOLDINGS CORPORATION

By: /s/ Mark Lefever

Mark Lefever

Treasurer and Chief Financial Officer

### EXHIBIT 99

Riviera Holdings Corporation  
2901 Las Vegas Boulevard South  
Las Vegas NV 89109  
Investor Relations: (800) 362-1460  
TRADED: AMEX - RIV  
www.rivierahotel.com

### FOR FURTHER INFORMATION:

#### AT THE COMPANY:

##### CONTACT:

Mark Lefever, Treasurer and CFO

(702) 794-9527 Voice

(702) 794-9442 Fax

Email: mlefever@theriviera.com

#### INVESTOR RELATIONS

##### CONTACT:

Betsy Truax, Skorpis Consulting

(208) 241-3704 Voice

(208) 232-5317 Fax

Email: BetsyT@cableone.net

### FOR IMMEDIATE RELEASE:

### RIVIERA HOLDINGS CORPORATION ANNOUNCES TERMINATION OF ITS CONSIDERATION OF INTERNATIONAL GAMING & ENTERTAINMENT'S TAKEOVER PROPOSAL

LAS VEGAS, NEVADA, September 6, 2006 - Riviera Holdings Corporation (AMEX:RIV) today announced that its board of directors has unanimously decided to terminate its consideration of the takeover proposal from International Gaming & Entertainment, LLC ("IGE"), which Riviera had announced on August 8, 2006. After that announcement, Riviera made a number of requests for further information from IGE's representatives in order for Riviera's board of directors to evaluate IGE's proposal, which called for the acquisition of all of Riviera's outstanding

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stock for \$20 per share. The information requests pertained to, among other things, IGE's equity investors, assurance of obtaining financing, and plans for obtaining the necessary approvals to consummate the acquisition. IGE, however, either did not respond to Riviera's requests or responded without providing adequate information. This ultimately led Riviera's board to conclude that IGE had not demonstrated its ability to complete the acquisition as proposed and, therefore, the proposal did not warrant further consideration.

### About Riviera Holdings Corporation

Riviera Holdings Corporation owns and operates the Riviera Hotel and Casino on the Las Vegas Strip and the Riviera Black Hawk Casino in Black Hawk, Colorado. Riviera's stock is listed on the American Stock Exchange under the symbol RIV.