RIVIERA HOLDINGS CORP Form SC 13D/A March 03, 2006

check the following box $|_{-}|$.

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

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 1) *

Riviera Holdings Corp. ______ (Name of Issuer) Common Stock, \$.001 per share ______ (Title of Class of Securities) 769627100 _____ _____ (CUSIP Number) Andrew J. Perel Cadwalader, Wickersham & Taft LLP One World Financial Center New York, New York 10281 (212) 504-6656 ______ (Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 2, 2006

______ (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 ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g),

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 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.

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).

CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Flag Luxury Riv, LLC ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| _____ 3 SEC USE ONLY _____ SOURCE OF FUNDS AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1_1 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ 7 SOLE VOTING POWER NUMBER OF 400,000 SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH _____ REPORTING 9 SOLE DISPOSITIVE POWER PERSON 400,000 10 SHARED DISPOSITIVE POWER AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 400,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) -----14 TYPE OF REPORTING PERSON 00 ______

CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Flag Luxury Properties, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| SEC USE ONLY SOURCE OF FUNDS WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1_1 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF 0 SHARES ______ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 400,000 REPORTING PERSON 9 SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 400,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 400,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.2% _____ 14 TYPE OF REPORTING PERSON 00 ______ ______

CUSIP NO.: 769627100

3

	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)					
	MJX Flag A	ssociat	es, LLC			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X		
3	SEC USE ON					
4	SOURCE OF	FUNDS				
	AF					
5	PURSUANT I	O ITEM	RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_I		
6			ACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
NUMBER	OF		0			
SHARES BENEFICIALLY		8	SHARED VOTING POWER	_		
OWNED I			400,000			
REPORTING PERSON		9	SOLE DISPOSITIVE POWER	_		
			0			
		10	SHARED DISPOSITIVE POWER	_		
			400,000			
11	AGGREGATE	AMOIINT	BENEFICIALLY OWNED BY EACH REPORTING	DERSON		
<u> </u>	400,000	71100111	DEMENTIONNESS DE ENON RESORTINO	LENGON		
 12		 TF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDE	 S		
	CERTAIN SH			_		
 13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
	3.2%					
 1	TYPE OF RE	PORTING	PERSON			
7.7						

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	Flag Leisure Group, LLC							
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X							
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHIP OR PLACE OF ORGANIZATION							
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	CIALLY		0					
		8	SHARED VOTING POWER					
OWNED I			400,000					
REPORT: PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER	•				
			400,000	_				
11	AGGREGATE .	AMOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	400,000							
12	CHECK BOX CERTAIN SH.		GGREGATE AMOUNT IN ROW (11) EXCLUDES					
13	PERCENT OF	CLASS F	EPRESENTED BY AMOUNT IN ROW (11)					
	3.2%							
14	TYPE OF RE	PORTING	PERSON					
	00							

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

	Sillerman	Real Est	ate Ventures, LLC				
2	CHECK THE	APPROPRI.	ATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONLY						
4	SOURCE OF	FUNDS					
	AF						
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	I_	l		
6	CITIZENSHI	P OR PLA	CE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER	OF		0				
SHARES BENEFIC		8	SHARED VOTING POWER	_			
EACH			400,000				
REPORT: PERSON	LING	9	SOLE DISPOSITIVE POWER				
			0				
		10	SHARED DISPOSITIVE POWER				
			400,000	_			
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSOI	И		
	400,000						
12	CHECK BOX CERTAIN SH		GGREGATE AMOUNT IN ROW (11) EXCLUDE	s _			
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)				
	3.2%						
14	TYPE OF RE	PORTING	PERSON				
	00						
	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	Robert Sil	lerman					

2	CHECK THE A	APPROPRI.	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	. — .			
3	SEC USE ONI	.Y						
4	SOURCE OF F	UNDS						
	00							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION					
	United Stat	es						
		7	SOLE VOTING POWER					
NUMBER	OF		0					
		8	SHARED VOTING POWER					
OWNED :			400,000					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			400,000					
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	I			
	400,000							
12	CHECK BOX I CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES	_				
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	3.2%							
14	TYPE OF REP	TYPE OF REPORTING PERSON						
	IN							
	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Paul Kanavo	s						
2	CHECK THE A	APPROPRI	ATE BOX IF A MEMBER OF A GROUP		 _			

(b) |X| SEC USE ONLY ______ SOURCE OF FUNDS 00 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION United States 7 SOLE VOTING POWER NUMBER OF 0 SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 400,000 EACH REPORTING 9 PERSON SOLE DISPOSITIVE POWER _____ 10 SHARED DISPOSITIVE POWER 400,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 400,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.2% ______ TYPE OF REPORTING PERSON IN -----CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X|

3	SEC USE ON	NLY						
4	SOURCE OF FUNDS							
	WC							
5	CHECK IF I	_ _						
6	CITIZENSH	IP OR PLA	CE OF ORGANIZATION					
	United Sta	ates						
		7	SOLE VOTING POWER					
NUMBER			0					
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER	_				
OWNED I	BY		400,000					
REPORT: PERSON		9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER	_				
			400,000					
11 12	400,000		ENEFICIALLY OWNED BY EACH REPORTING					
	CERTAIN SE	HARES		1_1				
13	PERCENT OF	F CLASS F	EPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REPORTING PERSON							
	IN							
	NO.: 76962 NAMES OF F I.R.S. IDE Rivacq LLO	REPORTING ENTIFICAT	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X				

3	SEC USE ONLY						
4	SOURCE OF	FUNDS					
	AF						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER	OF		300,000				
		8	SHARED VOTING POWER	-			
OWNED I			0				
REPORT: PERSON	_	9	SOLE DISPOSITIVE POWER	-			
			300,000				
		10	SHARED DISPOSITIVE POWER	-			
			0				
11	AGGREGATE	AMOUNT F	BENEFICIALLY OWNED BY EACH REPORTING	PERSON			
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	S _			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	2.4%						
14	TYPE OF RE	PORTING	PERSON				
	00						
CUSIP 1		EPORTING NTIFICAT	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES -Invest Holdings, L.L.C	ONLY)			
2	CHECK THE	APPROPR:	TATE BOX IF A MEMBER OF A GROUP	(a) _			

3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION					
	Delaware	Delaware						
		7	SOLE VOTING POWER					
NUMBER	OF		0					
SHARES BENEFI		8	SHARED VOTING POWER					
OWNED :			300,000					
REPORT PERSON	_	9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			300,000					
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	G PERSON				
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUD	ES _				
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
	2.4%							
14	TYPE OF RE	PORTING	PERSON					
	00							
	NO.: 76962 NAMES OF R I.R.S. IDE	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)				
	SOF-VII U.	S. Hote	l Holdings, L.L.C.					
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	 (a) _				

(b) |X| SEC USE ONLY ______ SOURCE OF FUNDS AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF 0 SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 300,000 EACH REPORTING ______ 9 PERSON SOLE DISPOSITIVE POWER _____ 10 SHARED DISPOSITIVE POWER 300,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 300,000 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.4% ______ TYPE OF REPORTING PERSON 00 -----CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) I-1/I-2 U.S. Holdings, L.L.C. 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X|

3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHI	IP OR PLA	CE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	OF		0					
SHARES BENEFIC		8	SHARED VOTING POWER					
OWNED I			300,000					
REPORT: PERSON	_	9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			300,000					
11	AGGREGATE	AMOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	G PERSON				
12	CHECK BOX		GGREGATE AMOUNT IN ROW (11) EXCLUDE	 ES _				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	2.4%							
14	TYPE OF RE	EPORTING	PERSON					
	00							
	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)				
	Starwood G	Global Op	portunity Fund VII-A, L.P.					
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X				

3	SEC USE ONLY						
4	SOURCE OF						
	WC						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
NUMBER			0				
	CIALLY	8	SHARED VOTING POWER	-			
OWNED :			300,000				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	-			
			0				
		10	SHARED DISPOSITIVE POWER	-			
			300,000				
11	AGGREGATE	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	PERSON			
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	S _			
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)				
	2.4%						
 14	TYPE OF RE	PORTING	PERSON				
	PN						
CUSIP 1		REPORTING ENTIFICA:	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) V			

3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	WC							
5	CHECK IF DI PURSUANT TO	_						
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	OF		0					
	CIALLY	8		-				
OWNED I			300,000					
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	-				
			0					
		10	SHARED DISPOSITIVE POWER	-				
			300,000					
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	1			
12	CHECK BOX I CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES	 ; _				
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	2.4%							
14	TYPE OF REP	ORTING	PERSON					
	PN							
CUSIP 1	NO.: 769627 NAMES OF RE		PERSONS					
			ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Starwood US	Opport	unity Fund VII-D, L.P.					
2	CHECK THE A	PPROPRI.	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X			

3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	WC							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHI	P OR PLA	CE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	OF		0					
SHARES BENEFIC		8	SHARED VOTING POWER	_				
OWNED I			300,000					
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	=				
			0					
		10	SHARED DISPOSITIVE POWER	-				
			300,000					
11	AGGREGATE	AMOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	PERSON				
12	CHECK BOX		GGREGATE AMOUNT IN ROW (11) EXCLUDE	s _				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	2.4%							
14	TYPE OF RE	PORTING	PERSON					
	PN							
		REPORTING INTIFICAT	ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
			unity Fund VII-D-2, L.P.					
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X				

3	SEC USE ON	 LY						
4	SOURCE OF FUNDS							
	WC							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHI	P OR PLA	CE OF ORGANIZATION					
	Delaware	Delaware						
		7	SOLE VOTING POWER					
NUMBER	OF		0					
	CIALLY	8	SHARED VOTING POWER					
OWNED :	BY		300,000					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			300,000					
11		AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	I			
	300,000 							
12	CHECK BOX CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES	_				
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	2.4%							
14	TYPE OF REI	PORTING	PERSON					
	PN							
CUSIP 1	NO.: 76962' NAMES OF RI I.R.S. IDEN	EPORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Starwood Ca	apital H	ospitality Fund I-1, L.P.					
2	CHECK THE A	APPROPRI		(a) (b)				

3	SEC USE ONLY					
4	SOURCE OF	FUNDS				
	WC					
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_		
6	CITIZENSH	IP OR PL	ACE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
NUMBER			0			
	CIALLY	8	SHARED VOTING POWER	_		
OWNED EACH	BY		300,000			
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_		
			0			
		10	SHARED DISPOSITIVE POWER	_		
			300,000			
11	AGGREGATE	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	1	
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	 S _		
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
	2.4%					
 14	TYPE OF R	 EPORTING	PERSON			
	PN					
	NO.: 7696 NAMES OF	REPORTIN				
			TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
			Hospitality Fund I-2, L.P.			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)		

4	SOURCE OF	FUNDS			
	AF 				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	1_	_[
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES	CIALLY	8	SHARED VOTING POWER		
OWNED I		Ü	300,000		
REPORT	ING				
PERSON		9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			300,000		
12	CHECK BOX	IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUD		
	CERTAIN SH	IARES		_	
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	2.4%				
14	TYPE OF RE	PORTING	PERSON		
	00				
	NO.: 76962 NAMES OF R I.R.S. IDE	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)	
	SCG Hotel	Managem	ent, L.L.C.		
2	 CHECK THE	 APPROPR	IATE BOX IF A MEMBER OF A GROUP	 (a)	
	_			(b)	
3	SEC USE ON				

4	SOURCE OF	FUNDS			
	AF 				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	1_	-1
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES BENEFIC	CIALLY	8	SHARED VOTING POWER		
OWNED E			300,000		
REPORT:	ING	9	SOLE DISPOSITIVE POWER		
PERSON		9			
			0		
		10	SHARED DISPOSITIVE POWER		
			300,000		
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	G PERSC	И
	300,000				
12		IF THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDI	ES _	
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	2.4%				
14	TYPE OF RE	PORTING	PERSON		
	00				
	NO.: 76962 NAMES OF R I.R.S. IDE	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)	
	Starwood C	Capital	Group Global, LLC		
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ON				

4	SOURCE OF FUNDS							
	AF							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	_	I			
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION					
	Connecticu	ıt						
		7	SOLE VOTING POWER					
NUMBER	OF		0					
SHARES BENEFI		8	SHARED VOTING POWER	_				
OWNED EACH	BY		300,000					
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_				
			0					
		10	SHARED DISPOSITIVE POWER	_				
			300,000					
11	AGGREGATE	AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N			
12	CHECK BOX CERTAIN SE		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	S _				
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
	2.4%							
14	TYPE OF RE	PORTING	PERSON					
	00							
	NO.: 76962		G DEDGONG					
1	NAMES OF F		TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Barry S. S	Sternlic	ht					
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE ON	 IT.Y						

4	SOURCE OF	FUNDS		
	00			
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	1_1
6	CITIZENSH	IP OR PL	ACE OF ORGANIZATION	
	United St	ates		
		7	SOLE VOTING POWER	
NUMBER			123,200	
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER	-
OWNED EACH	BY		300,000	
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_
			123,200	
		10	SHARED DISPOSITIVE POWER	-
			300,000	
11 12	423,200		BENEFICIALLY OWNED BY EACH REPORTING	
	CERTAIN S	HARES		1_1
13	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	3.4%			
14	TYPE OF R	EPORTING	PERSON	
	IN			
		REPORTIN ENTIFICA	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	High Dese			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X

4 SOURCE OF FUNDS					
	AF				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	 _	l
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		300,000		
		8	SHARED VOTING POWER		
OWNED I	BY		0		
REPORT: PERSON		9	SOLE DISPOSITIVE POWER		
			300,000		
		10	SHARED DISPOSITIVE POWER		
			0		
11	AGGREGATE	AMOUNT :	BENEFICIALLY OWNED BY EACH REPORTING	G PERSO	N
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDI	ES _	
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	2.4%				
14	TYPE OF RE	PORTING	PERSON		
	00				
	NO.: 76962 NAMES OF R I.R.S. IDE	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	S ONLY)	
	LAMB Partn	ners			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONLY				

4	SOURCE OF FUNDS							
	WC							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	 _	.1			
6	CITIZENSHI	IP OR PL	ACE OF ORGANIZATION					
	Illinois							
		7	SOLE VOTING POWER					
NUMBER			300,000					
	CIALLY	8	SHARED VOTING POWER					
OWNED EACH	BY		0					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			300,000					
		10	SHARED DISPOSITIVE POWER					
			0					
11 12	300,000	IF THE	BENEFICIALLY OWNED BY EACH REPORTIN AGGREGATE AMOUNT IN ROW (11) EXCLUD					
13		F CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
	2.4%							
14	TYPE OF RE	EPORTING	PERSON					
	00							
	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)				
	LAMB, LLC							
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)				
3	SEC USE ON	SEC USE ONLY						

4	SOURCE OF FUNDS							
	AF							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)) _	_			
6	CITIZENSH	IP OR PL	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER	OF		300,000					
SHARES BENEFIC	CIALLY	8	SHARED VOTING POWER					
OWNED I	BY		0					
REPORT: PERSON		9	SOLE DISPOSITIVE POWER					
			300,000					
		10	SHARED DISPOSITIVE POWER					
			0					
	300,000		BENEFICIALLY OWNED BY EACH REPORTIN AGGREGATE AMOUNT IN ROW (11) EXCLUD					
	CERTAIN SI			_				
13	PERCENT O	 F CLASS	REPRESENTED BY AMOUNT IN ROW (11)					
	2.4%							
14	TYPE OF RI		PERSON					
	00							
CUSIP I		REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIE	S ONLY)				
	ISLE Inve	stors, L	LC					
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP					
3	SEC USE O	NLY						

4	SOURCE OF FUNDS						
	AF						
5			RE OF LEGAL PROCEEDINGS IS REQUIRED	_			
6	CITIZENSHIE	OR PLA	CE OF ORGANIZATION				
	Delaware						
			SOLE VOTING POWER				
NUMBER	OF		75,300				
	CIALLY	8	SHARED VOTING POWER				
OWNED EACH	3Y		0				
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER				
			75,300				
		10	SHARED DISPOSITIVE POWER				
			0				
11	AGGREGATE A	AMOUNT E	EENEFICIALLY OWNED BY EACH REPORTING	PERSON			
	75 , 300						
12		IF THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES				
13	PERCENT OF	CLASS F	EPRESENTED BY AMOUNT IN ROW (11)				
	0.6%						
14	TYPE OF REF	PORTING	PERSON				
	00						
	NO.: 769627 NAMES OF RE I.R.S. IDEN	EPORTING	PERSONS TON NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	Greg Carlir	ı					
2				(a) _ (b) X			
3	SEC USE ONI						

4	SOURCE OF	FUNDS			
	00				
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _				
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION		
	United Sta	ites			
		7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER	-	
OWNED :	BY		375,300		
REPORT PERSON	ING	9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	_	
			375,300		
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	s _	
13		CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	3.0% 				
14	TYPE OF RE	PORTING	PERSON		
	IN 				
CUSIP :	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	Neil Bluhm	1			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X	
3	SEC USE ON	LY			

		9	9			
4	SOURCE OF	FUNDS				
	00					
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _					
6	CITIZENSH	IIP OR PL	ACE OF ORGANIZATION			
	United St	ates				
		7	SOLE VOTING POWER			
NUMBER			0			
SHARES BENEFI OWNED	ICIALLY BY TING	8	SHARED VOTING POWER			
EACH			300,000			
PERSON		9	SOLE DISPOSITIVE POWER			
			0			
		10	SHARED DISPOSITIVE POWER			
			300,000			
11	AGGREGATE	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	300,000					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCENT C	OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
14	TYPE OF F	REPORTING	PERSON			
	IN					

This Amendment No. 1 amends and supplements the Statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission on December 28, 2005 by Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; Robert Sillerman; Paul Kanavos; Brett Torino; Rivacq LLC; SOF U.S. Hotel Co-Invest Holdings, L.L.C.; SOF-VII US Hotel Holdings, L.L.C.; I-1/I-2 U.S. Holdings, L.L.C.; Starwood Global Opportunity Fund VII-A, L.P.; Starwood Global Opportunity Fund VII-B, L.P.; Starwood U.S. Opportunity Fund VII-D-2, L.P.; Starwood Capital Hospitality Fund I-1, L.P.; Starwood Capital Hospitality Fund I-2, L.P.; SOF-VII Management, L.L.C.; SCG Hotel Management, L.L.C.; Starwood Capital Group Global, LLC; Barry S. Sternlicht; High Desert Gaming, LLC; LAMB Partners; LAMB, LLC; ISLE Investors, LLC; Greg Carlin; and Neil Bluhm, with respect to the common stock, par value \$0.001 per share, of

Riviera Holdings Corp., a Nevada corporation. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Statement. From and after the date hereof, all references in the Statement to the Statement or terms of similar import shall be deemed to refer to the Statement as amended and supplemented hereby.

The Reporting Persons have entered into a Joint Filing Agreement, dated as of December 27, 2005, a copy of which was filed as Exhibit 10.1 to the Statement, and which is incorporated herein by reference. Neither the fact of this filing nor anything contained herein shall be deemed an admission by the Reporting Persons that they constitute a "group" as such term is used in Section 13(d)(1)(k) of the rules and regulations under the Securities Exchange Act of 1934, as amended.

ITEM 1. SECURITY AND ISSUER

Response unchanged.

ITEM 2. IDENTITY AND BACKGROUND

Response unchanged.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Response unchanged.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby supplemented as follows:

The Reporting Persons have engaged in discussions with a special committee of the Board and its advisors regarding the negotiation of a possible Acquisition Transaction. These discussions have culminated in the special committee's rejection of the Reporting Persons' offer. Accordingly, the Reporting Persons have notified the special committee that they are terminating all discussions regarding a possible Acquisition Transaction at this time. The Reporting Persons may engage in purchases or sales of shares of Common Stock, on the open market or otherwise, from time to time and depending on market conditions, in order to increase or decrease their stake in the Company, subject to any applicable restrictions under U.S. securities laws, including, without limitation, Rule 144 under the Securities Act of 1933, as amended. In addition, the Reporting Persons may or may not proceed with the Second Purchase and/or the acquisition of some or all of the shares of Common Stock subject to the Option (the "Option Purchase"), in each case pursuant to the Stock Purchase Agreement, and, should the Reporting Persons elect to do so, they shall take such actions as they deem appropriate in order to satisfy the closing conditions to the Second Purchase and/or the Option Purchase.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Response unchanged.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS, OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE COMPANY.

Response unchanged.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None.

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.

Flag Luxury Riv, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos Title: President

Flag Luxury Properties, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos Title: President

MJX Flag Associates, LLC

By: /s/ Robert Sillerman

Name: Member

Title: Robert Sillerman

Flag Leisure Group, LLC

By: /s/ Paul Kanavos

Name: Paul Kanavos Title: President

Sillerman Real Estate Ventures, LLC

By: /s/ Robert Sillerman

Name: Robert Sillerman

Title: Member

Robert Sillerman

/s/ Robert Sillerman

Paul Kanavos

/s/ Paul Kanavos

Brett Torino /s/ Brett Torino Rivacq LLC By: SOF U.S. Hotel Co-Invest Holdings, L.L.C. By: SOF-VII U.S. Hotel Holdings, L.L.C. By: /s/ Barry S. Sternlicht _____ Name: Barry S. Sternlicht Title: Chief Executive Officer By: I-1/I-2 U.S. Holdings, L.L.C. By: /s/ Barry S. Sternlicht _____ Name: Barry S. Sternlicht Title: Chief Executive Officer SOF U.S. Hotel Co-Invest Holdings, L.L.C. By: SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht _____

Name: Barry S. Sternlicht Title: Chief Executive Officer

By: I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht Title: Chief Executive Officer

SOF-VII U.S. Hotel Holdings, L.L.C.

By: /s/ Barry S. Sternlicht _____

Name: Barry S. Sternlicht Title: Chief Executive Officer

I-1/I-2 U.S. Holdings, L.L.C.

By: /s/ Barry S. Sternlicht ______

Name: Barry S. Sternlicht Title: Chief Executive Officer

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Starwood Global Opportunity Fund VII-A,
L.P.
By: SOF-VII Management, L.L.C.
   Its general partner
   By: Starwood Capital Group Global,
       L.L.C.
       _____
   Its General manager
          By: /s/ Barry S. Sternlicht
         Name: Barry S. Sternlicht
          Title: Chief Executive Officer
Starwood Global Opportunity Fund VII-B,
L.P.
By: SOF-VII Management, L.L.C.
     ______
Its general partner
   By: Starwood Capital Group Global, L.L.C.
   Its General manager
         By: /s/ Barry S. Sternlicht
             _____
         Name: Barry S. Sternlicht
         Title: Chief Executive Officer
Starwood U.S. Opportunity Fund VII-D, L.P.
By: SOF-VII Management, L.L.C.
     Its general partner
     By: Starwood Capital Group Global, L.L.C.
        Its General manager
         By: /s/ Barry S. Sternlicht
         Name: Barry S. Sternlicht
         Title: Chief Executive Officer
Starwood U.S. Opportunity Fund VII-D-2, L.P.
By: SOF-VII Management, L.L.C.
     Its general partner
   By: Starwood Capital Group Global, L.L.C.
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Its General manager
      By: /s/ Barry S. Sternlicht
      Name: Barry S. Sternlicht
      Title: Chief Executive Officer
Starwood Capital Hospitality Fund I-1, L.P.
By: SCG Hotel Management, L.L.C.
    _____
    Its general partner
    By: Starwood Capital Group Global, L.L.C.
   Its General manager
         By: /s/ Barry S. Sternlicht
         Name: Barry S. Sternlicht
         Title: Chief Executive Officer
Starwood Capital Hospitality Fund I-2, L.P.
By: SCG Hotel Management, L.L.C.
     _____
     Its general partner
     By: Starwood Capital Group Global, L.L.C.
        _____
        Its General manager
         By: /s/ Barry S. Sternlicht
            _____
         Name: Barry S. Sternlicht
         Title: Chief Executive Officer
SOF-VII Management, L.L.C.
By: Starwood Capital Group Global, L.L.C.
   Its General manager
   By: /s/ Barry S. Sternlicht
      _____
   Name: Barry S. Sternlicht
   Title: Chief Executive Officer
SCG Hotel Management, L.L.C.
By: Starwood Capital Group Global, L.L.C.
   Its General manager
   By: /s/ Barry S. Sternlicht
```

Name: Barry S. Sternlicht

Title: Chief Executive Officer Starwood Capital Group Global, LLC By: /s/ Barry S. Sternlicht Name: Barry S. Sternlicht Title: Chief Executive Officer Barry S. Sternlicht /s/ Barry S. Sternlicht High Desert Gaming, LLC By: /s/ Greg Carlin Name: Greg Carlin Title: Manager LAMB Partners By: LAMB, LLC _____ Its managing partner By: /s/ Neil Bluhm _____ Name: Neil Bluhm Title: Managing Member LAMB, LLC By: /s/ Neil Bluhm Name: Neil Bluhm Title: Managing Member ISLE Investors, LLC By: /s/ Greg Carlin _____ Name: Greg Carlin Title: Manager Greg Carlin /s/ Greg Carlin _____

Neil Bluhm

/s/ Neil Bluhm

Dated: March 3, 2006