RIVIERA HOLDINGS CORP Form SC 13D/A April 17, 2007

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 11)*

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)

April 16, 2007

(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), 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 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 1 | SIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Flag Luxury Riv, 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 | CITIZENSH | IP OR PLA | CE OF ORGANIZATION | | | | | |
| | Delaware | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| NUMBER SHARES | | | 418,294 | | | | | |
| | CIALLY | 8 | SHARED VOTING POWER | | | | | |
| EACH REPORT | | | 0 | | | | | |
| PERSON | | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | | | 418,294 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | - | | | | |
| 11 | AGGREGATE | AMOUNT B | ENEFICIALLY OWNED BY EACH REPORTING | PERSON | | | | |
| | 418 , 294 | | | | | | | |
| 12 | CHECK BOX CERTAIN SE | | GGREGATE AMOUNT IN ROW (11) EXCLUDES | _ | | | | |
| 13 | PERCENT OF | CLASS R | EPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 3.36% | | | | | | | |
| 14 | TYPE OF RE | EPORTING | | | | | | |
| | 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| _____ 3 SEC USE ONLY ______ SOURCE OF FUNDS WC CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ 7 SOLE VOTING POWER NUMBER OF 0 _____ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 836,588 REPORTING 9 SOLE DISPOSITIVE POWER PERSON _____ 10 SHARED DISPOSITIVE POWER 836,588 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 836**,**588 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.71% _____ 14 TYPE OF REPORTING PERSON 00

CUSIP NO.: 769627100

| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | | |
|------------------|---|----------|---------------------------------------|--------|-----|--|--|--|
| | MJX Flag Associates, LLC | | | | | | | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X | | | | | | | |
| 3 | SEC USE ON | | | | | | | |
| 4 | SOURCE OF I | 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 | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| NUMBER | R OF | | 0 | | | | | |
| SHARES BENEFI | CIALLY | 8 | SHARED VOTING POWER | | | | | |
| OWNED EACH | BY | | 836,588 | | | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | - | | | | |
| | | | 0 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | 10 | 836,588 | | | | | |
| | | | | | | | | |
| 11 | AGGREGATE A | AMOUNT I | BENEFICIALLY OWNED BY EACH REPORTING | PERSON | 1 | | | |
| | 836,588 | | | | | | | |
| 12 | CHECK BOX CERTAIN SHA | | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | | I_I | | | |
| 13 | PERCENT OF | CLASS 1 | REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 6.71% | | | | | | | |
| 14 | TYPE OF REI | | PERSON | | | | | |
| | 00 | | | | | | | |
| | | | | | | | | |

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

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

| | | | TABL DOV THE A MEMBER OF A GROUP | | | | | |
|------------------|---|----------|--------------------------------------|---------|--|--|--|--|
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X | | | | | | | |
| 3 | SEC USE ON | LY | | | | | | |
| 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 | S ICIALLY | | 0 | | | | | |
| | | 8 | SHARED VOTING POWER | = | | | | |
| OWNED EACH | | | 836,588 | | | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | _ | | | | |
| | | | 0 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | _ | | | | |
| | | | 836,588 | | | | | |
| 11 | AGGREGATE | AMOUNT E | BENEFICIALLY OWNED BY EACH REPORTING | PERSON | | | | |
| | 836,588 | | | | | | | |
| 12 | CHECK BOX CERTAIN SH | | AGGREGATE AMOUNT IN ROW (11) EXCLUDE | s _ | | | | |
| 13 | PERCENT OF | CLASS E | REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 6.71% | | | | | | | |
| 14 | TYPE OF RE | PORTING | PERSON | | | | | |
| | 00 | | | | | | | |
| | | | | | | | | |
| CUSTP | NO.: 76962 | 7100 | | | | | | |

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

| | Flag Leisure | Group | , LLC | | | | | |
|------------------|---|---------|---|------------|---|--|--|--|
| 2 | CHECK THE AP | PROPRI | ATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | | |
| 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 PLA | CE OF ORGANIZATION | | | | | |
| | Delaware | | | | | | | |
| | | | SOLE VOTING POWER | | | | | |
| NUMBER | OF | | 0 | | | | | |
| | CIALLY BY ING | 8 | SHARED VOTING POWER | | | | | |
| OWNED I | | | 836,588 | | | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 836,588 | _ | | | | |
| 11 | AGGREGATE AM | IOUNT B | ENEFICIALLY OWNED BY EACH REPORTING | PERSO: | N | | | |
| | CERTAIN SHAR | ES | GGREGATE AMOUNT IN ROW (11) EXCLUDES | | _ | | | |
| | | | EPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 6.71% | | | | | | | |
| 14 | TYPE OF REPO | RTING | PERSON | | | | | |
| | 00 | | | | | | | |
| | | | | | | | | |
| | NO.: 7696271 NAMES OF REP I.R.S. IDENT | ORTING | PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | | | | |

| | Sillerman F | Real Est | ate Ventures, LLC | | | | | | |
|------------------|--|----------|---|--------------|--------|--|--|--|--|
| 2 | CHECK THE A | APPROPRI | ATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | | | |
| 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 | CITIZENSHIE | OR PLA | CE OF ORGANIZATION | | | | | | |
| | Delaware | | | | | | | | |
| | | | SOLE VOTING POWER | | | | | | |
| NUMBER | | | 0 | | | | | | |
| | CIALLY | 8 | | | | | | | |
| OWNED : | | | 836,588 | | | | | | |
| REPORT PERSON | ING | 9 | SOLE DISPOSITIVE POWER | | | | | | |
| | | | 0 | | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | | |
| | | | 836,588 | | | | | | |
| 11 | AGGREGATE A | AMOUNT E | SENEFICIALLY OWNED BY EACH REPORTING | PERSON | | | | | |
| | 836,588 | | | | | | | | |
| 12 | CERTAIN SHA | ARES | GGREGATE AMOUNT IN ROW (11) EXCLUDES | I | _ | | | | |
| | | | EPRESENTED BY AMOUNT IN ROW (11) | | | | | | |
| | 6.71% | | | | | | | | |
| 14 | TYPE OF REE | PORTING | PERSON | | | | | | |
| | 00 | | | | | | | | |
| | | | | | | | | | |
| | NO.: 769627 NAMES OF RE I.R.S. IDEN | EPORTING | F PERSONS TON NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | | | | | |
| | Mitchell J. | . Nelson | 1 | | | | | | |

| 2 | CHECK THE A | APPROPRI | TATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | | |
|---------------------------|---|----------|---|------------|-----|--|--|--|
| 3 | SEC USE ONLY | | | | | | | |
| 4 | SOURCE OF FUNDS | | | | | | | |
| | 00 | | | | | | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _ | | | | | | | |
| 6 | CITIZENSHIE | OR PLA | ACE OF ORGANIZATION | | | | | |
| | United Stat | ces | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| NUMBER | | | 0 | | | | | |
| SHARES BENEFI OWNED | CIALLY | 8 | SHARED VOTING POWER | | | | | |
| EACH | | | 836,588 | | | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 836,588 | | | | | |
| 11 | AGGREGATE A | AMOUNT E | BENEFICIALLY OWNED BY EACH REPORTING 1 | PERSON | 1 | | | |
| | 836,588 | | | | | | | |
| 12 | CHECK BOX I | IF THE A | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | | 1_1 | | | |
| 13 | PERCENT OF | CLASS F | REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 6.71% | | | | | | | |
| 14 | TYPE OF REE | PORTING | PERSON | | | | | |
| | IN | | | | | | | |
| | | | | | | | | |
| | NO.: 769627 NAMES OF RE I.R.S. IDEN | EPORTING | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES (| ONLY) | | | | |
| | Robert Sill | Lerman | | | | | | |
| | | | | | | | | |

| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X | | | | | | | | |
|-------------------|---|---------|--------------------------------------|--------|-----|--|--|--|--|
| 3 | SEC USE ONLY | | | | | | | | |
| 4 | SOURCE OF FU | JNDS | | | | | | | |
| | 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 State | es | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | | |
| NUMBER | OF | | 0 | | | | | | |
| SHARES BENEFIC | CIALLY | 8 | SHARED VOTING POWER | | | | | | |
| OWNED I | ВУ | | 836,588 | | | | | | |
| REPORT: PERSON | | 9 | SOLE DISPOSITIVE POWER | - | | | | | |
| | | | 0 | | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | - | | | | | |
| | | | 836,588 | | | | | | |
| | | | | - | | | | | |
| 11 | | MOUNT B | ENEFICIALLY OWNED BY EACH REPORTING | PERSON | 1 | | | | |
| | 836 , 588 | | | | | | | | |
| 12 | CHECK BOX II | | GGREGATE AMOUNT IN ROW (11) EXCLUDES | | 1_1 | | | | |
| 13 | PERCENT OF (| CLASS R | EPRESENTED BY AMOUNT IN ROW (11) | | | | | | |
| | 6.71% | | | | | | | | |
| 14 | TYPE OF REPO | ORTING | PERSON | | | | | | |
| | IN | | | | | | | | |
| | CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | | | |
| | Paul Kanavos | S | | | | | | | |

| 2 | CHECK THE APPE | | _ X | | | | | |
|------------------|---|------------|---|------------|-----|--|--|--|
| 3 | SEC USE ONLY | | | | | | | |
| 4 | SOURCE OF FUNI |)S | | | | | | |
| | 00 | | | | | | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _ | | | | | | | |
| 6 | CITIZENSHIP OF | R PLAC | E OF ORGANIZATION | | | | | |
| | United States | | | | | | | |
| | 5 | 7 | SOLE VOTING POWER | | | | | |
| NUMBER SHARES | OF | | 0 | | | | | |
| | | 3 | SHARED VOTING POWER | | | | | |
| EACH | ING | | 836,588 | | | | | |
| PERSON | | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| | 1 | L 0 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 836,588 | | | | | |
| 11 | AGGREGATE AMOU | JNT BE | NEFICIALLY OWNED BY EACH REPORTING | PERSON | | | | |
| | 836 , 588 | | | | | | | |
| 12 | CHECK BOX IF TO CERTAIN SHARES | | GREGATE AMOUNT IN ROW (11) EXCLUDES | | 1_1 | | | |
| 13 | PERCENT OF CLA | ASS RE | PRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 6.71% | | | | | | | |
| 14 | TYPE OF REPORT | ΓING P | ERSON | | | | | |
| | IN | | | | | | | |
| | NO.: 769627100 NAMES OF REPOR I.R.S. IDENTIE RH1, LLC | RTING | PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | | | | |
| 2 | CHECK THE APPE | ROPRIA | TE BOX IF A MEMBER OF A GROUP | (a) (b) | | | | |

| 3 | SEC USE ONLY | | | | | | | |
|-------------------|--|------------------------|--|---------|--|--|--|--|
| 4 | SOURCE OF | FUNDS | | | | | | |
| | WC | | | | | | | |
| 5 | | | E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e) | 1_1 | | | | |
| 6 | CITIZENSH | IP OR PLA | CE OF ORGANIZATION | | | | | |
| | Nevada | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| NUMBER | OF | | 418,294 | | | | | |
| | CIALLY | 8 | SHARED VOTING POWER | | | | | |
| OWNED I | | | 0 | | | | | |
| REPORT: PERSON | | 9 | SOLE DISPOSITIVE POWER | | | | | |
| | | | 418,294 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | | | |
| | | | 0 | | | | | |
| 11 | AGGREGATE | AMOUNT B | ENEFICIALLY OWNED BY EACH REPORTING I | PERSON | | | | |
| 12 | CHECK BOX CERTAIN SE | | GGREGATE AMOUNT IN ROW (11) EXCLUDES | I_I | | | | |
| 13 | PERCENT OF | F CLASS R | EPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 3.36% | | | | | | | |
| 14 | TYPE OF RE | EPORTING | PERSON | | | | | |
| | 00 | | | | | | | |
| CUSIP 1 | NO.: 76962 NAMES OF F I.R.S. IDE | REPORTING ENTIFICAT | ION NOS. OF ABOVE PERSONS (ENTITIES (| DNLY) | | | | |
| 2 | CHECK THE | APPROPRI | ATE BOX IF A MEMBER OF A GROUP | (a) | | | | |

| 3 | SEC USE (| ONLY | | | |
|-------------------|-----------|-------------|--|--------------|----|
| 4 | SOURCE O | F FUNDS | | | |
| 1 | BOOKOE O | 1 1000 | | | |
| | AF | | | | |
| 5 | | | E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e) | I | _1 |
| 6 | CITIZENS | HIP OR PLAC | CE OF ORGANIZATION | | |
| | Delaware | | | | |
| | | 7 | SOLE VOTING POWER | | |
| NUMBER | OF | | 418,294 | | |
| SHARES BENEFIC | עדזגדי | 0 | SHARED VOTING POWER | | |
| OWNED E | | 0 | SHARED VOIING FOWER | | |
| EACH REPORTI | INC | | 0 | | |
| PERSON | LING | 9 | SOLE DISPOSITIVE POWER | | |
| | | | 418,294 | | |
| | | 10 | SHARED DISPOSITIVE POWER | | |
| | | | 0 | | |
| | AGGREGATI | E AMOUNT BI | ENEFICIALLY OWNED BY EACH REPORTING | PERSON | |
| 12 | CHECK BOX | | GGREGATE AMOUNT IN ROW (11) EXCLUDES | | _l |
| 13 | | OF CLASS RI | EPRESENTED BY AMOUNT IN ROW (11) | | |
| | 3.36% | | | | |
| 14 | TYPE OF I | REPORTING I | PERSON | | |
| | 00 | | | | |
| | | | | | |
| CUSIP N | | REPORTING | PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | |
| | FC208, L | | | | |
| 2 | CHECK THI | | ATE BOX IF A MEMBER OF A GROUP | (a) (b) | |

| 3 | SEC USE O | NLY | | | |
|------------------|--------------------------|---------------|---|------------|-----|
| 4 | SOURCE OF | FUNDS | | | |
| | AF | | | | |
| 5 | | | RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e) | | I_I |
| 6 | CITIZENSH | IP OR PLA | ACE OF ORGANIZATION | | |
| | Colorado | | | | |
| | | 7 | SOLE VOTING POWER | | |
| NUMBER | OF | | 0 | | |
| | CIALLY | 8 | SHARED VOTING POWER | | |
| OWNED : | | | 418,294 | | |
| REPORT PERSON | ING | 9 | SOLE DISPOSITIVE POWER | | |
| | | | 0 | | |
| | | 10 | SHARED DISPOSITIVE POWER | | |
| | | | 418,294 | | |
| 11 | AGGREGATE | AMOUNT F | BENEFICIALLY OWNED BY EACH REPORTING | PERSO | N |
| | 418,294 | | | | |
| 12 | CHECK BOX | | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | | I_I |
| 13 | PERCENT O | F CLASS F | REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 3.36% | | | | |
| 14 | TYPE OF RI | EPORTING | PERSON | | |
| | 00 | | | | |
| | | | | | |
| | NO.: 76962 NAMES OF I | REPORTING | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | |
| | TTERB Liv | ing Trust | dated 6/20/2000 | | |
| 2 | CHECK THE | APPROPRI | TATE BOX IF A MEMBER OF A GROUP | (a) (b) | |
| 3 | SEC USE O | NLY | | | |

| 4 | SOURCE OF FUNDS | | | | | | | |
|-------------------|----------------------------|----------|---|------------|-----|--|--|--|
| | AF | | | | | | | |
| 5 | | | RE OF LEGAL PROCEEDINGS IS REQUIRED | | I_I | | | |
| 6 | CITIZENSHIE | OR PLA | ACE OF ORGANIZATION | | | | | |
| | Nevada | | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | | |
| NUMBER | OF | | 0 | | | | | |
| | | 8 | SHARED VOTING POWER | - | | | | |
| OWNED I | | | 418,294 | | | | | |
| REPORT: PERSON | ING | 9 | SOLE DISPOSITIVE POWER | - | | | | |
| | | | 0 | | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | - | | | | |
| | | | 418,294 | | | | | |
| 11 | AGGREGATE A | AMOUNT E | BENEFICIALLY OWNED BY EACH REPORTING | PERSON | N | | | |
| 12 | CHECK BOX I | | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | 3 | I_I | | | |
| 13 | PERCENT OF | CLASS E | REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 3.36% | | | | | | | |
| 14 | TYPE OF REE | PORTING | PERSON | | | | | |
| | 00 | | | | | | | |
| | | | | | | | | |
| | NO.: 769627 NAMES OF RE | EPORTING | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | | | | |
| | Brett Torir | 10 | | | | | | |
| 2 | CHECK THE A | APPROPRI | TATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | | |
| 3 | SEC USE ONI | | | | | | | |

| 4 | SOURCE OF | FUNDS | | | | |
|------------------|--|----------|---|--|--|--|
| | WC | | | | | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _ | | | | | |
| 6 | CITIZENSHI | IP OR PL | ACE OF ORGANIZATION | | | |
| | United Sta | ates | | | | |
| | | 7 | SOLE VOTING POWER | | | |
| NUMBER | | | 0 | | | |
| | CIALLY | 8 | SHARED VOTING POWER | | | |
| OWNED : | BY | | 418,294 | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | | | |
| | | | 0 | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | |
| | | | 418,294 | | | |
| 11 | AGGREGATE 418,294 | AMOUNT | BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | |
| 12 | CHECK BOX CERTAIN SE | | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | | | |
| 13 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (11) | | | |
| | 3.36% | | | | | |
| 14 | TYPE OF RE | EPORTING | PERSON | | | |
| | IN | | | | | |
| | | | | | | |
| | NO.: 76962 NAMES OF F I.R.S. IDE | REPORTIN | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | |
| | Rivacq LLC | C | | | | |
| | | | | | | |
| 2 | CHECK THE | APPROPR | IATE BOX IF A MEMBER OF A GROUP (a) _ (b) X | | | |

| 4 | 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 PLA | ACE OF ORGANIZATION | | | | |
| | Delaware | | | | | | |
| | | | SOLE VOTING POWER | | | | |
| NUMBER | | | 627,442 | | | | |
| | CIALLY | 8 | SHARED VOTING POWER | _ | | | |
| OWNED I | | | 0 | | | | |
| REPORT PERSON | ING | 9 | SOLE DISPOSITIVE POWER | _ | | | |
| | | | 627,442 | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | _ | | | |
| | | | 0 | | | | |
| | | | | _ | | | |
| 11 | | MOUNT E | BENEFICIALLY OWNED BY EACH REPORTING | PERSO! | N | | |
| | 627,442 | | | | | | |
| 12 | CHECK BOX I | | AGGREGATE AMOUNT IN ROW (11) EXCLUDE: | S | 1_1 | | |
| 13 | PERCENT OF | CLASS F | REPRESENTED BY AMOUNT IN ROW (11) | | | | |
| | 5.03% | | | | | | |
| 14 | TYPE OF REP | ORTING | PERSON | | | | |
| | 00 | | | | | | |
| | | | | | | | |
| | CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | |
| | SOF U.S. Ho | tel Co- | -Invest Holdings, L.L.C | | | | |
| 2 | CHECK THE A | PPROPRI | TATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | |
| 3 | SEC USE ONL | Y | | | | | |

| 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 | | 0 | | | |
| SHARES BENEFI | CIALLY | 8 | SHARED VOTING POWER | | | |
| OWNED I | | | 627,442 | | | |
| REPORT: PERSON | ING | 9 | SOLE DISPOSITIVE POWER | - | | |
| | | | 0 | | | |
| | | 10 | SHARED DISPOSITIVE POWER | · - | | |
| | | | 627,442 | | | |
| 12 | CHECK BOX CERTAIN SH | | AGGREGATE AMOUNT IN ROW (11) EXCLUDE | | I_I | |
| 13 | PERCENT OF | CLASS E | REPRESENTED BY AMOUNT IN ROW (11) | | | |
| | 5.03% | | | | | |
| 14 | TYPE OF RE | PORTING | PERSON | | | |
| | 00 | | | | | |
| | | | | | | |
| | NO.: 76962 NAMES OF R I.R.S. IDE | EPORTING | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | | |
| | SOF-VII U. | S. Hote | l Holdings, L.L.C. | | | |
| 2 | CHECK THE | APPROPRI | IATE BOX IF A MEMBER OF A GROUP | (a) (b) | | |
| 3 | SEC USE ON | | | | | |
| | | | | | | |

| | AF | | | | | | |
|------------------|---|-----------------------|---|------------|-----|--|--|
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _ | | | | | | |
| 6 | CITIZENSH | IP OR PL | ACE OF ORGANIZATION | | | | |
| | Delaware | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | |
| NUMBER | | | 0 | | | | |
| | CIALLY | 8 | SHARED VOTING POWER | _ | | | |
| OWNED EACH | | | 627,442 | | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | _ | | | |
| | | | 0 | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | _ | | | |
| | | | 627,442 | | | | |
| 12 | CHECK BOX | | AGGREGATE AMOUNT IN ROW (11) EXCLUDE: | S | I_I | | |
| | | | DEDDEGENEED DV AMOUNT IN DOW (11) | | | | |
| 13 | 5.03% | r CLASS I | REPRESENTED BY AMOUNT IN ROW (11) | | | | |
| | 7.03% TYPE OF R | | DEDCON | | | | |
| 14 | 00 | LFORTING | FERSON | | | | |
| | | | | | | | |
| | | REPORTING ENTIFICA | G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES ings, L.L.C. | ONLY) | | | |
| 2 | CHECK THE | APPROPR | IATE BOX IF A MEMBER OF A GROUP | (a) (b) | | | |
| 3 | SEC USE O | NLY | | | | | |
| 4 | SOURCE OF | FUNDS | | | | | |

| | AF | | | | | | |
|---|--------------------------|-------------|---------------------------------------|-------------------|--|--|--|
| 5 | | F DISCLOSUF | I_I | | | | |
| 6 | CITIZENS | SHIP OR PLA | ACE OF ORGANIZATION | | | | |
| | Delaware | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | |
| NUMBER | | | 0 | | | | |
| | CIALLY | 8 | SHARED VOTING POWER | _ | | | |
| OWNED : | | | 627,442 | | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | _ | | | |
| | | | 0 | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | - | | | |
| | | | 627,442 | | | | |
| 11 | AGGREGAT 627,442 | TE AMOUNT E | BENEFICIALLY OWNED BY EACH REPORTING | PERSON | | | |
| 12 | CHECK BC | | AGGREGATE AMOUNT IN ROW (11) EXCLUDE: | s _ | | | |
| 13 | PERCENT | OF CLASS R | REPRESENTED BY AMOUNT IN ROW (11) | | | | |
| | 5.03% | | | | | | |
| 14 | TYPE OF REPORTING PERSON | | | | | | |
| | 00 | | | | | | |
| CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Starwood Global Opportunity Fund VII-A, L.P. | | | | | | | |
| 2 | CHECK TH | HE APPROPRI | TATE BOX IF A MEMBER OF A GROUP | (a) _ (b) X | | | |
| 3 | SEC USE | ONLY | | | | | |
| 4 | SOURCE C | OF FUNDS | | | | | |
| | WC | | | | | | |

| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _ | | | | | | |
|------------------|--|-----------|--------------------------------------|-------------------|--|--|--|
| 6 | CITIZENSHI | | | | | | |
| | Delaware | | | | | | |
| | | 7 | SOLE VOTING POWER | | | | |
| NUMBER SHARES | OF | | 0 | _ | | | |
| | | 8 | SHARED VOTING POWER | | | | |
| EACH REPORT | TNG | | 627,442 | _ | | | |
| PERSON | | 9 | SOLE DISPOSITIVE POWER | | | | |
| | | | 0 | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | • | | | |
| | | | 627,442 | | | | |
| 11 | AGGREGATE 627,442 | AMOUNT I | BENEFICIALLY OWNED BY EACH REPORTING | PERSON | | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _ | | | | | | |
| 13 | PERCENT OF | | REPRESENTED BY AMOUNT IN ROW (11) | | | | |
| | 5.03% | | | | | | |
| 14 | TYPE OF RE | PORTING | PERSON | | | | |
| | PN | | | | | | |
| | | | | | | | |
| | CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | | | | | | |
| | Starwood G | Global Op | oportunity Fund VII-B, L.P. | | | | |
| 2 | CHECK THE | APPROPR: | IATE BOX IF A MEMBER OF A GROUP | (a) _ (b) X | | | |
| 3 | SEC USE ON | ILY | | | | | |
| 4 | SOURCE OF | FUNDS | | | | | |
| | WC | | | | | | |
| | | | | | | | |

| 5 | | | RE OF LEGAL PROCEEDINGS IS REQUIRES 2(d) or 2(e) | D _ |
|------------------------------|------------------------------------|-----------|---|-------------------|
| 5 | CITIZENSH | IP OR PL | ACE OF ORGANIZATION | |
| | Delaware | | | |
| | | 7 | SOLE VOTING POWER | |
| NUMBER | OF | | 0 | |
| SHARES BENEFIC DWNED E | CIALLY | 8 | | |
| EACH | | | 627,442 | |
| REPORTI PERSON | LING | 9 | SOLE DISPOSITIVE POWER | |
| | | | 0 | |
| | | 10 | SHARED DISPOSITIVE POWER | |
| | | | 627,442 | |
| | | | | _ |
| 12 | CHECK BOX | | AGGREGATE AMOUNT IN ROW (11) EXCLUI | DES _ |
| 13 | | F CLASS 1 | REPRESENTED BY AMOUNT IN ROW (11) | |
| | 5.03% | | DEDCOM | |
| 14 | TYPE OF R | EPORTING | PERSON | |
| | PN | | | |
| CUSIP N 1 | NO.: 7696 NAMES OF I.R.S. ID | REPORTING | G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIE | ES ONLY) |
| | Starwood | US Opport | cunity Fund VII-D, L.P. | |
| 2 | CHECK THE | APPROPR: | IATE BOX IF A MEMBER OF A GROUP | (a) _ (b) X |
| 3 | SEC USE O | NLY | | |
| 1 | SOURCE OF | ' FUNDS | | |
| | WC | | | |
| 5 | CHECK IF | DISCLOSU | RE OF LEGAL PROCEEDINGS IS REQUIRE | D |

PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware -----7 SOLE VOTING POWER NUMBER OF SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 627,442 REPORTING 9 SOLE DISPOSITIVE POWER PERSON 10 SHARED DISPOSITIVE POWER 627,442 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442 ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 1_1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.03% TYPE OF REPORTING PERSON PN CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Starwood US Opportunity Fund VII-D-2, L.P. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ______ 3 SEC USE ONLY -----SOURCE OF FUNDS CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1_1

| 6 | CITIZENSHIP | OR PL | ACE OF ORGANIZATION | | | |
|------------------|--|-------------|---|-------------------|--|--|
| | Delaware | | | | | |
| | | 7 | SOLE VOTING POWER | | | |
| NUMBER | | | 0 | | | |
| SHARES BENEFI | | 8 | SHARED VOTING POWER | | | |
| OWNED EACH | | | 627,442 | | | |
| REPORT PERSON | _ | 9 | SOLE DISPOSITIVE POWER | | | |
| | | | 0 | | | |
| | | 10 | SHARED DISPOSITIVE POWER | | | |
| | | | 627,442 | | | |
| | | | | | | |
| 11 | AGGREGATE A | MOUNT | BENEFICIALLY OWNED BY EACH REPORTING I | PERSON | | |
| | 627,442 | | | | | |
| 12 | CHECK BOX I CERTAIN SHA | ARES | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | 1_1 | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | | | | |
| | 5.03% | | | | | |
| 14 | TYPE OF REPORTING PERSON | | | | | |
| | PN | | | | | |
| | | | | | | |
| | NO.: 769627 | | | | | |
| 1 | NAMES OF RE | | G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES (| ONLY) | | |
| | Starwood Ca | pital | Hospitality Fund I-1, L.P. | | | |
| 2 | CHECK THE A | APPROPR | | (a) _ (b) X | | |
| 3 | SEC USE ONI | Y | | | | |
| 4 | SOURCE OF F | UNDS | | | | |
| | WC | | | | | |
| 5 | | | RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e) | I_I | | |

| | CITIZENSIII | P OR PL | ACE OF ORGANIZATION | |
|------------------|--|--|--|--|
| | Delaware | | | |
| | | 7 | SOLE VOTING POWER | |
| NUMBER | | | 0 | |
| | ICIALLY | 8 | SHARED VOTING POWER | |
| OWNED EACH | | | 627,442 | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | |
| | | | 0 | |
| | | 10 | | |
| | | | 627,442 | |
| 11 | ACCRECATE | ΔM∩IINT ' | BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| 11 | 627,442 | AMOUNT . | DENEFICIALLI OWNED DI EACH REFORTING FERSON | |
| 12 | | TE THE | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | |
| 12 | CERTAIN SH | | _ | |
| 13 | | | REPRESENTED BY AMOUNT IN ROW (11) | |
| 10 | 5.03% | 021100 | 10110011111 | |
| | | | | |
| 14 | TYPE OF RE | PORTING | PERSON | |
| 14 | TYPE OF RE | PORTING | PERSON | |
| 14 | | PORTING | PERSON | |
| | | | PERSON | |
| | PN NO.: 76962 NAMES OF R | 7100 EPORTIN | G PERSONS | |
| | PN NO.: 76962 NAMES OF R I.R.S. IDE | 7100 EPORTIN NTIFICA | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) | |
| | PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C | 7100 EPORTIN NTIFICA apital | G PERSONS | |
| CUSIP | PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C | 7100 EPORTIN NTIFICA apital | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. | |
| CUSIP 1 | PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C | 7100 EPORTIN NTIFICA apital APPROPR | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. IATE BOX IF A MEMBER OF A GROUP (a) _ | |
| CUSIP 1 | PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE | 7100 EPORTIN NTIFICA apital APPROPR | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. IATE BOX IF A MEMBER OF A GROUP (a) _ | |
| CUSIP 1 | PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE SEC USE ON | 7100 EPORTINA NTIFICA apital APPROPR LY | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. IATE BOX IF A MEMBER OF A GROUP (a) _ | |
| CUSIP 12 3 | PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE SEC USE ON | 7100 EPORTINA NTIFICA apital APPROPR LY | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. | |
| CUSIP 12 3 | PN NO.: 76962 NAMES OF R I.R.S. IDE Starwood C CHECK THE SEC USE ON SOURCE OF WC | 7100 EPORTINA NTIFICA apital APPROPR LY FUNDS | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Hospitality Fund I-2, L.P. | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

| | Delaware | | | | |
|---------------------------|------------------------------|----------|---|------------|----------|
| | | 7 | SOLE VOTING POWER | | |
| NUMBER | | | 0 | | |
| SHARES BENEFI OWNED | CIALLY | 8 | SHARED VOTING POWER | _ | |
| EACH REPORT | | | 627,442 | _ | |
| PERSON | | 9 | SOLE DISPOSITIVE POWER | | |
| | | | 0 | _ | |
| | | 10 | SHARED DISPOSITIVE POWER | | |
| | | | 627,442 | _ | |
| 11 | AGGREGATE AN | MOUNT E | BENEFICIALLY OWNED BY EACH REPORTING | PERSO | N |
| | 627,442 | | | | |
| 12 | | | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | S | 1_1 |
| 13 | PERCENT OF (| CLASS F | REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 5.03% | | | | |
| 14 | TYPE OF REPO | ORTING | PERSON | | |
| | PN | | | | |
| | | | | | |
| CUSIP 1 | NO.: 7696273 NAMES OF REI | PORTING | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES | ONLY) | |
| | SOF-VII Mana | agement | ., L.L.C. | | |
| 2 | | | TATE BOX IF A MEMBER OF A GROUP | (a) (b) | _ X |
| 3 | SEC USE ONLY | | | | |
| 4 | SOURCE OF FU | JNDS | | | |
| | AF | | | | |
| 5 | CHECK IF DIS | | RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e) | | |
| 6 | CITIZENSHIP | OR PLA | ACE OF ORGANIZATION | | |

| | Delaware | | | | | | |
|------------------|----------------------------|-------------|---------------------------------------|------------|----------|--|--|
| | | 7 | SOLE VOTING POWER | | | | |
| NUMBER | | | 0 | | | | |
| | CIALLY | 8 | SHARED VOTING POWER | _ | | | |
| OWNED EACH | BY | | 627,442 | | | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | _ | | | |
| | | | 0 | | | | |
| | | 10 | SHARED DISPOSITIVE POWER | _ | | | |
| | | | 627,442 | | | | |
| | | | | _ | | | |
| 11 | AGGREGATE AI | MOUNT I | BENEFICIALLY OWNED BY EACH REPORTING | PERSC | N | | |
| | 627,442 | | | | | | |
| 12 | CHECK BOX II | | AGGREGATE AMOUNT IN ROW (11) EXCLUDES | S | 1_1 | | |
| 13 | PERCENT OF | CLASS I | REPRESENTED BY AMOUNT IN ROW (11) | | | | |
| | 5.03% | | | | | | |
| 14 | TYPE OF REP | ORTING | PERSON | | | | |
| | 00 | | | | | | |
| | | | | | | | |
| | NO.: 769627 NAMES OF RE | PORTING | | OMT W | | | |
| | | | TION NOS. OF ABOVE PERSONS (ENTITIES | ONLI) | | | |
| | SCG Hotel M | | | | | | |
| 2 | CHECK THE A | PPROPR. | IATE BOX IF A MEMBER OF A GROUP | (a) (b) | _ X | | |
| 3 | SEC USE ONL | Y | | | | | |
| 4 | SOURCE OF F | UNDS | | | | | |
| | AF | | | | | | |
| 5 | CHECK IF DI | SCLOSUI | RE OF LEGAL PROCEEDINGS IS REQUIRED | | | | |
| | PURSUANT TO | | | | 1_1 | | |
| 6 | CITIZENSHIP | OR PLA | ACE OF ORGANIZATION | | | | |

Delaware SOLE VOTING POWER NUMBER OF Ω SHARES _____ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 627,442 REPORTING 9 SOLE DISPOSITIVE POWER PERSON 10 SHARED DISPOSITIVE POWER 627,442 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES ______ 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.03% 14 TYPE OF REPORTING PERSON 00 ______ CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Starwood Capital Group Global, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| ______ 3 SEC USE ONLY ______ 4 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 Connecticut

| | | 7 | SOLE VOTING POWER | | |
|------------------|-------------|----------|---|------------|-----|
| NUMBER OF | | | 0 | | |
| | ICIALLY | 8 | SHARED VOTING POWER | | |
| OWNED EACH | | | 627,442 | | |
| REPORT PERSON | | 9 | SOLE DISPOSITIVE POWER | | |
| | | | 0 | | |
| | | 10 | SHARED DISPOSITIVE POWER | | |
| | | | 627,442 | | |
| | | | | | |
| 11 | AGGREGATE A | AMOUNT 1 | BENEFICIALLY OWNED BY EACH REPORTING | F PERSC | N |
| | 627,442 | | | | |
| 12 | CHECK BOX T | | AGGREGATE AMOUNT IN ROW (11) EXCLUDI | ES | 1_1 |
| 13 | PERCENT OF | CLASS | REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 5.03% | | | | |
| 14 | TYPE OF RE | PORTING | PERSON | | |
| | 00 | | | | |
| | | | | | |
| | NO.: 76962 | | | | |
| 1 | NAMES OF RE | | G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES | S ONLY) | |
| | Barry S. St | ernlic | ht | | |
| 2 | CHECK THE A | APPROPR | IATE BOX IF A MEMBER OF A GROUP | (a) (b) | |
| 3 | SEC USE ONI | | | | |
| 4 | SOURCE OF E | | | | |
| | 00 | | | | |
| 5 | | | RE OF LEGAL PROCEEDINGS IS REQUIRED | | |
| | | | 2(d) or 2(e) | | 1_1 |
| 6 | CITIZENSHI | OR PL | ACE OF ORGANIZATION | | |
| | United Stat | ces | | | |
| | | | | | |

| | | 7 | SOLE VOTING POWER |
|--|--|----|--------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON | | | 123,200 |
| | | 8 | SHARED VOTING POWER |
| | | | 627,442 |
| | | 9 | SOLE DISPOSITIVE POWER |
| | | | 123,200 |
| | | 10 | SHARED DISPOSITIVE POWER |
| | | | 627,442 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 750,642 | | |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _ | | |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) | | |
| | 6.02% | | |
| 14 | TYPE OF REPORTING PERSON | | |
| | IN | | |

This Amendment No. 11 amends and supplements the statement on Schedule 13D (the "Statement") originally filed with the Securities and Exchange Commission on December 28, 2005, and amended by Amendment No. 1 on March 3, 2006, Amendment No. 2 on March 23, 2006, Amendment No. 3 on April 5, 2006, Amendment No. 4 on May 18, 2006, Amendment No. 5 on August 2, 2006, Amendment No. 6 on August 4, 2006, Amendment No. 7 on March 12, 2007, Amendment No. 8 on March 23, 2007, Amendment No. 9 on March 26, 2007 and Amendment No. 10 on March 30, 2007 by Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; LMN 134 Family Company LLC; Mitchell Nelson; Robert Sillerman; Paul Kanavos; RH1, LLC; Metro Investment, LLC; FC208, LLC; TTERB Living Trust dated 6/20/2000; 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, 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; and Barry S. Sternlicht with respect to the common stock, par value \$0.001 per share, of Riviera Holdings Corp., a Nevada corporation. High Desert Gaming, LLC; LAMB Partners; LAMB, LLC; LAMB Investors, Inc., ISLE Investors, LLC; BCB Consultants, LLC; Greg Carlin; Neil Bluhm; and, Brian C. Black are no longer required to file this Statement as more fully discussed in Item 4 herein. 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 Fourth Amended and Restated Joint Filing Agreement, dated as of April 16, 2007, a copy of which was filed as Exhibit 10.17 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

As previously reported in Amendment No. 9, HDG has advised FLR, Rivacq and RH1 that it no longer intends to act jointly with FLR, Rivacq and RH1 in connection with any proposed acquisition of the Company. Accordingly, FLR, RH1, Rivacq LLC and HDG entered into a letter agreement, dated April 16, 2007 (the "Exit Agreement"), pursuant to which the parties agreed that HDG would no longer be subject to the terms and conditions of the Amended and Restated Joint Bidding Agreement. Subject to the terms of the Exit Agreement, under certain circumstances, HDG will be entitled to a portion of the Topping Fee, if such Topping Fee is paid to Parent pursuant to the Merger Agreement, or reimbursement of expenses, if Parent, FLR, Rivacq or RH1 acquire the Company. As a result of executing the Exit Agreement, HDG, LAMB Partners, LAMB LLC, LAMB Investors, ISLE, BCB, Greg Carlin, Neil Bluhm and Brian Black will no longer be joint filers to this Statement.

The foregoing and subsequent references to, and descriptions of, the Exit Agreement are qualified in their entirety by reference to the Exit Agreement, the terms of which are incorporated herein by reference to Exhibit 10.16.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Response unchanged.

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

Item 6 is hereby supplemented as follows:

- 15. On April 16, 2007, FLR, RH1, Rivacq and HDG entered into a letter agreement, the contents of which are described in Item 4 herein. A copy of such letter agreement is filed herewith as Exhibit 10.16 and incorporated herein by reference.
- 16. On April 16, 2007, FLR, FLP, MJX, FLG, SREV, LMN134, Mitchell J. Nelson, Robert Sillerman, Paul Kanavos, RH1, Metro Investment, FC208, TTERB, Brett Torino, Rivacq, SOF Co-Invest, SOF VII, Hotel Fund, Opportunity Fund VII-A, Opportunity Fund VII-B, Opportunity Fund VII-D, Opportunity Fund VII D-2, Hospitality Fund I-1, Hospitality I-2, SOF VII Management, Hotel Management,

SCGG and Barry S. Sternlicht entered into the Fourth Amended and Restated Joint Filing Agreement. A copy of the Fourth Amended and Restated Joint Filing Agreement is filed herewith as Exhibit 10.17 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

- 10.16 Letter Agreement, dated April 16, 2007, among Flag Luxury Riv, LLC, RH1, LLC, Rivacq LLC and High Desert Gaming, LLC.
- 10.17 Fourth Amended and Restated Joint Filing Agreement, dated April 16, 2007 by and among Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; LMN 134 Family Company LLC, Mitchell J. Nelson, Robert Sillerman; Paul Kanavos; RH1, LLC; Metro Investment, LLC; FC208, LLC; TTERB Living Trust dated 6/20/2000; 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-D, L.P.; Starwood U.S. Opportunity Fund VII-D, 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; and Barry S. Sternlicht.

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 LMN 134 Family Company LLC By: /s/ Mitchell J. Nelson Name: Mitchell J. Nelson Title: Managing Member Mitchell J. Nelson /s/ Mitchell J. Nelson _____ [Amendment No. 11 to Schedule 13D] Robert Sillerman /s/ Robert Sillerman _____ Paul Kanavos /s/ Paul Kanavos RH1, LLC By: Metro Investment, LLC Its sole member By: FC208, LLC Member By: TTERB Living Trust dated 6/20/2000 Its sole member By: /s/ Brett Torino Name: Brett Torino Title: Trustee Metro Investment, LLC

By: FC208, LLC

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Member

By: TTERB Living Trust dated 6/20/2000 Its sole member

By: /s/ Brett Torino

Name: Brett Torino Title: Trustee

FC208, LLC

By: TTERB Living Trust dated 6/20/2000 Its sole member

By: /s/ Brett Torino

Name: Brett Torino Title: Trustee

[Amendment No. 11 to Schedule 13D]

TTERB Living Trust dated 6/20/2000

By: /s/ Brett Torino

Name: Brett Torino Title: Trustee

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

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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
[Amendment No. 11 to Schedule 13D]
                          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
                          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.
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By: SOF-VII Management, L.L.C.

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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

[Amendment No. 11 to Schedule 13D]

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. 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

[Amendment No. 11 to Schedule 13D]

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

Dated: April 16, 2007