RIVIERA HOLDINGS CORP Form SC 13D/A June 11, 2007

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 19)*

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)

June 8, 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	NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Flag Luxury Riv, LLC						
2			ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X			
3	SEC USE ON	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) RH1, 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 Nevada ______ 7 SOLE VOTING POWER NUMBER OF 418,294 _____ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH REPORTING 9 SOLE DISPOSITIVE POWER PERSON 418,294 _____ 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 418,294 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.36% _____ 14 TYPE OF REPORTING PERSON 00 ______

CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) FX Luxury Realty, 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 836,588 EACH 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)							
	CKX, Inc.	CKX, Inc.						
2	CHECK THE A	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X						
3	SEC USE ONL							
4	SOURCE OF F	UNDS						
	BK							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHIP	OR PL	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
NUMBER			0					
	ICIALLY BY	8	SHARED VOTING POWER					
OWNED EACH			836,588					
REPORT PERSON		9	SOLE DISPOSITIVE POWER					
			0					
		10	SHARED DISPOSITIVE POWER					
			836,588					
11	AGGREGATE A	MOIINT I	BENEFICIALLY OWNED BY EACH REPORTING P	ERSON				
			21.21.01.1221 025 21 2 1.21.01.11.10 1	21.001.				
12	836,588							
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)					
	6.71%							
14	TYPE OF REP	ORTING	PERSON					
	CO							

CUSIP NO.: 769627100

1 NAMES OF REPORTING PERSONS

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

	Flag Luxury	Proper	ties, LLC		
2	CHECK THE A	PPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONL	Υ			
4	SOURCE OF F				
	WC				
5	CHECK IF DI PURSUANT TO		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		I_I
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER SHARES			0		
BENEFI	CIALLY	8	SHARED VOTING POWER	_	
OWNED EACH			836,588		
REPORT PERSON		9	SOLE DISPOSITIVE POWER	-	
			0		
		10	SHARED DISPOSITIVE POWER	-	
			836,588	_	
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSO	N
	836,588				
12	CHECK BOX I CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES	5	I_I
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF REP	ORTING	PERSON		
	00				
CUSIP	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	

	MJX Flag As	sociate	es, LLC			
2	CHECK THE A	.PPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)		
3	SEC USE ONL	.Υ				
4	SOURCE OF F					
	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 SHARES			0			
BENEFI	CIALLY	8	SHARED VOTING POWER			
OWNED I			836,588			
REPORT: PERSON		9	SOLE DISPOSITIVE POWER	_		
			0			
		10	SHARED DISPOSITIVE POWER	-		
			836,588	_		
11	AGGREGATE A	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N	
12	CHECK BOX I		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	5	_	
			REPRESENTED BY AMOUNT IN ROW (11)			
	6.71%					
14	TYPE OF REP	ORTING	PERSON			
	00					
	NO.: 769627 NAMES OF RE		G PERSONS			

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

LMN 134 Family Company 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) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF Ω SHARES ______ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY EACH 836,588 REPORTING _____ 9 PERSON SOLE DISPOSITIVE POWER 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 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.71% ______ 14 TYPE OF REPORTING PERSON 00 -----CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Mitchell J. Nelson

2	CHECK THE A	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONI	LY			
4	SOURCE OF F	FUNDS			
	00				
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		1_1
6	CITIZENSHIF	OR PLA	CE OF ORGANIZATION		
	United Stat	ces			
		7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES BENEFICOUNED	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 I	PERSON	1
	836,588				
12	CHECK BOX I	F THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES		I_I
13	PERCENT OF	CLASS F	EPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF REF	PORTING	PERSON		
	IN				
	NO.: 769627 NAMES OF RE I.R.S. IDEN	EPORTING	; PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)	
	ONIROT Livi	ing Trus	t dated 6/20/2000		

2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ON	NLY			
4	SOURCE OF	FUNDS			
	WC				
5	CHECK IF I			_	
6	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER			0		
	CIALLY	8	SHARED VOTING POWER	-	
OWNED :	CING		836,588		
REPORT PERSON		9	SOLE DISPOSITIVE POWER	-	
			0		
		10	SHARED DISPOSITIVE POWER	-	
			836,588	_	
11		AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N
	836 , 588 				
12	CHECK BOX CERTAIN SE		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	3	I_I
13	PERCENT OF	F CLASS E	REPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF RE	EPORTING	PERSON		
	00				
		REPORTING ENTIFICA:	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	Flag Leisu				
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a)	1_1

				(b)	X
3	SEC USE ON	NLY			
4	SOURCE OF	FUNDS			
	AF				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED		I_I
6	CITIZENSH	IP OR PL <i>i</i>	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER	OF		0		
	CIALLY	8	SHARED VOTING POWER	_	
OWNED I			836,588		
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	_	
			836,588		
11	AGGREGATE 836,588	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	Л
12	CHECK BOX CERTAIN SI		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	S	1_1
13	PERCENT OF	F CLASS F	REPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF R	EPORTING	PERSON		
	00				
	NO.: 76962 NAMES OF I	REPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	MJX Real I	Estate Ve	entures, LLC		
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X

3	SEC USE O	NLY			
4	SOURCE OF	 FUNDS			
	AF				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED		I_I
6	CITIZENSH Delaware	 IP OR PL <i>P</i>	CE OF ORGANIZATION		
		 7	SOLE VOTING POWER		
NUMBER	OF		0		
SHARES BENEFI		8	SHARED VOTING POWER		
OWNED I			836,588		
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			836,588		
11	AGGREGATE	AMOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	1
	836,588				
12	CHECK BOX CERTAIN S		GGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1
13	PERCENT O	F CLASS F	EPRESENTED BY AMOUNT IN ROW (11)		
	6.71%				
14	TYPE OF R	EPORTING	PERSON		
	00				
	NO.: 7696 NAMES OF I.R.S. ID Robert F.	REPORTING ENTIFICAT	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)	

3	SEC USE ON	ILY		
4	SOURCE OF	FUNDS		
	00			
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	I_I
6	 CITIZENSHI	P OR PLA		
	United Sta	ites		
		7	COLE VOTING DOWED	
		1	SOLE VOTING POWER	
NUMBER SHARES			0	
BENEFICOUNED I		8	SHARED VOTING POWER	
EACH			836,588	
REPORT: PERSON		9	SOLE DISPOSITIVE POWER	
			0	
		10	SHARED DISPOSITIVE POWER	
			836,588	
11	AGGREGATE	AMOUNT E	ENEFICIALLY OWNED BY EACH REPORTING P	ERSON
	836,588			
12	CHECK BOX CERTAIN SH		GGREGATE AMOUNT IN ROW (11) EXCLUDES	1_1
13	PERCENT OF	CLASS F	EPRESENTED BY AMOUNT IN ROW (11)	
	6.71%			
14	TYPE OF RE		PERSON	
	IN			
	NO.: 76962 NAMES OF R I.R.S. IDE	REPORTING	PERSONS TON NOS. OF ABOVE PERSONS (ENTITIES O	NLY)
	Paul Kanav	ros		
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP (a) _ b) X

3	SEC USE ON	ILY					
4	SOURCE OF	FUNDS					
	00						
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		I_I		
6	CITIZENSHI	P OR PLA	CE OF ORGANIZATION				
	United Sta	ites					
		7	SOLE VOTING POWER				
NUMBER	OF		0				
	CIALLY	8	SHARED VOTING POWER	-			
OWNED EACH			836,588				
REPORTI PERSON		9	SOLE DISPOSITIVE POWER				
			0				
		10	SHARED DISPOSITIVE POWER	-			
			836,588				
11	AGGREGATE 836,588	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON			
12	CHECK BOX CERTAIN SH		GGREGATE AMOUNT IN ROW (11) EXCLUDES	5	1_1		
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)				
	6.71%						
14	TYPE OF RE	PORTING	PERSON				
	IN						
	NO.: 76962 NAMES OF R I.R.S. IDE Brett Tori	REPORTING ENTIFICAT	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ON	ILY					

4	SOURCE OF FUNDS					
	WC					
5	CHECK IF DI PURSUANT TO		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)		I_I	
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION			
	United Stat	es				
		7	SOLE VOTING POWER			
NUMBER	OF		0			
		8	SHARED VOTING POWER			
OWNED I			836,588			
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER			
			0			
		10	SHARED DISPOSITIVE POWER			
			836,588			
11	AGGREGATE A	MOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	1	
12	CHECK BOX I CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES	;	I_I	
13	PERCENT OF	CLASS F	EPRESENTED BY AMOUNT IN ROW (11)			
	6.71%					
14	TYPE OF REP	ORTING	PERSON			
	IN					
	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTING	PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	Rivacq LLC					
2	CHECK THE A	PPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)		
3	SEC USE ONL					

4	SOURCE OF I	FUNDS		
	AF			
5	CHECK IF D	ISCLOSU	RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_I
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER	OF		319,995	
	CIALLY	8	SHARED VOTING POWER	
OWNED I			0	
REPORT: PERSON	ING	9	SOLE DISPOSITIVE POWER	
			319,995	
		10	SHARED DISPOSITIVE POWER	
			0	
11	319 , 995		BENEFICIALLY OWNED BY EACH REPORTING 1	
12	CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	1_1
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	2.57%			
14	TYPE OF REI	PORTING	PERSON	
	00			
	NO.: 76962 NAMES OF RI I.R.S. IDEI	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES (ONLY)
	SOF U.S. H	otel Co	-Invest Holdings, L.L.C	
2	CHECK THE A	APPROPR		(a) _ (b) X
3	SEC USE ON			

TING 319,995 O 10 SHARED DISPOSITIVE POWER 319,995 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 319,995 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES TYPE OF REPORTING PERSON OO NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) SOF-VII U.S. Hotel Holdings, L.L.C. CHECK THE APPROPRIATE 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)	 _
 6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
NUMBER			0	
	CIALLY	8	SHARED VOTING POWER	_
OWNED EACH	BY		319,995	
REPORT PERSON	-	9	SOLE DISPOSITIVE POWER	_
			0	
		10	SHARED DISPOSITIVE POWER	_
			319,995	
	CERTAIN SH	ARES	AGGREGATE AMOUNT IN ROW (11) EXCLUDE	s _
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	2.57%			
14	TYPE OF RE	PORTING	PERSON	
	00			
CUSIP 1	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	I-1/I-2 U.	S. Hold	ings, L.L.C.	
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X
3	SEC USE ON	LY		
	SOURCE OF			

	AF				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		I_I
6	CITIZENSH	IP OR PL	ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER			0		
SHARES BENEFICOUNED I	CIALLY	8	SHARED VOTING POWER	_	
EACH			319,995		
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	_	
			319,995		
12	CHECK BOX		AGGREGATE AMOUNT IN ROW (11) EXCLUDE:	 S	_
1.2	DEDCENT O		REPRESENTED BY AMOUNT IN ROW (11)		
13	2.57%	r CLASS I	REFRESENTED DI AMOUNT IN NOW (II)		
	2.57% TYPE OF R		DEDCON		
14	00	LFORTING	FERSON		
		REPORTING ENTIFICA	G PERSONS IION NOS. OF ABOVE PERSONS (ENTITIES pportunity Fund VII-A, L.P.	ONLY)	
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE O	NLY			
 4	SOURCE OF	FUNDS			

	WC						
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			0				
SHARES BENEFI	CIALLY	8	SHARED VOTING POWER	_			
OWNED EACH	BY		319,995				
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_			
			0				
		10	SHARED DISPOSITIVE POWER	_			
			319,995				
	319,995		BENEFICIALLY OWNED BY EACH REPORTING				
12	CHECK BO		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	S	1_1		
13	PERCENT	OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	2.57%						
14	TYPE OF	 REPORTING	PERSON				
	PN						
CUSIP 1	I.R.S. I	REPORTING DENTIFICAT	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES Opportunity Fund VII-B, L.P.	ONLY)			
2	CHECK TH	E APPROPRI	IATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE	ONLY					
4	SOURCE O						
WC							

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 SHARES			0			
	CIALLY	8	SHARED VOTING POWER			
EACH REPORT			319,995			
PERSON		9	SOLE DISPOSITIVE POWER	-		
			0			
		10	SHARED DISPOSITIVE POWER	=		
			319,995			
11	AGGREGATE 319,995	AMOUNT 1	BENEFICIALLY OWNED BY EACH REPORTING	PERSON	N	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCENT O	F CLASS I	REPRESENTED BY AMOUNT IN ROW (11)			
	2.57%					
14	TYPE OF R	EPORTING	PERSON			
	PN					
		REPORTING ENTIFICA	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	Starwood 	US Opport	tunity Fund VII-D, L.P.			
2	CHECK THE	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	· - ·	
3	SEC USE O	NLY				
4	SOURCE OF	FUNDS				
	WC					

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 SHARES	OF		0	_		
	CIALLY	8	SHARED VOTING POWER			
EACH REPORTI			319,995	_		
PERSON	-ING	9	SOLE DISPOSITIVE POWER			
			0	_		
		10	SHARED DISPOSITIVE POWER			
			319,995			
12	CHECK BOX CERTAIN SI		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	IS	1_1	
					_	
13	PERCENT OF	F CLASS 1	REPRESENTED BY AMOUNT IN ROW (11)			
	2.57%					
14	TYPE OF RE	EPORTING	PERSON			
	PN					
		REPORTING ENTIFICA	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES tunity Fund VII-D-2, L.P.	S ONLY)		
 2			IATE BOX IF A MEMBER OF A GROUP	(a) (b)		
 3	SEC USE ON	VLY				
4	SOURCE OF	FUNDS				
	WC					
 5	CHECK IF I	OISCLOSU	RE 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 SHARES BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 319,995 REPORTING 9 PERSON SOLE DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 319,995 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 319,995 ______ CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 1_1 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.57% TYPE OF REPORTING PERSON PN CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Starwood Capital Hospitality Fund I-1, 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	OF		0		
		8	SHARED VOTING POWER		
OWNED I			319,995		
REPORT: PERSON		9	SOLE DISPOSITIVE POWER		
			0		
		10	SHARED DISPOSITIVE POWER		
			319,995		
11		MOUNT :	BENEFICIALLY OWNED BY EACH REPORTING	PERSO!	N
	319 , 995 				
12	CHECK BOX I CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDES		1_1
13	PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	2.57%				
	TYPE OF REP		PERSON		
	PN				
	NO.: 769627				
1	NAMES OF RE I.R.S. IDEN		FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	Starwood Ca	pital	Hospitality Fund I-2, L.P.		
2	CHECK THE A	PPROPR	IATE BOX IF A MEMBER OF A GROUP		
				(b)	X
3	SEC USE ONL				
4	SOURCE OF F	'UNDS			
	WC				
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		 _

			ACE OF ORGANIZATION		
	Delaware				
		7	SOLE VOTING POWER		
NUMBER			0		
	CIALLY	8	SHARED VOTING POWER	_	
OWNED :			319,995		
REPORT PERSON	_	9	SOLE DISPOSITIVE POWER	_	
			0		
		10	SHARED DISPOSITIVE POWER	_	
			319,995		
				_	
11		AMOUNT :	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	ON
	319 , 995				
12	CERTAIN SH	ARES	AGGREGATE AMOUNT IN ROW (11) EXCLUDE		1_1
13			REPRESENTED BY AMOUNT IN ROW (11)		
	2.57%				
14	TYPE OF RE	PORTING	PERSON		
	PN				
	PN 				
CUSIP	NO.: 76962 NAMES OF R	EPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTIN NTIFICA		ONLY)	
	NO.: 76962 NAMES OF R I.R.S. IDE SOF-VII U.	EPORTIN NTIFICA S. Mana	TION NOS. OF ABOVE PERSONS (ENTITIES		 _
12	NO.: 76962 NAMES OF R I.R.S. IDE SOF-VII U.	EPORTIN NTIFICA S. Mana APPROPR	TION NOS. OF ABOVE PERSONS (ENTITIES gement, L.L.C.	 (a)	 _
12	NO.: 76962 NAMES OF R. I.R.S. IDE: SOF-VII U. CHECK THE	EPORTIN' NTIFICA S. Mana APPROPR LY	TION NOS. OF ABOVE PERSONS (ENTITIES gement, L.L.C.	(a) (b)	 _
1 2 3	NO.: 76962 NAMES OF R. I.R.S. IDE: SOF-VII U. CHECK THE SEC USE ON	EPORTIN' NTIFICA S. Mana APPROPR LY	TION NOS. OF ABOVE PERSONS (ENTITIES gement, L.L.C	(a) (b)	 _

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware					
		7	SOLE VOTING POWER			
	R OF		0			
	CIALLY	8	SHARED VOTING POWER	-		
OWNED EACH	BY		319,995			
REPORT PERSON	_	9	SOLE DISPOSITIVE POWER	_		
			0			
		10	SHARED DISPOSITIVE POWER	_		
			319,995			
11		MOINT I	DENDETCIALLY OWNED BY EACH DEDODATING	- DEDGO	.T	
11		MOUNT	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N	
	319,995		ACCRECATE ANOTHER THE DOLL (11) EVOLUTE			
12	CERTAIN SHAI		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	>	1_1	
 1 3	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
13	2.57%					
 1 4	TYPE OF REP		PERSON			
	00	31(111(0				
CIISTP	NO.: 769627	1 0 0				
1	NAMES OF REI	PORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	SCG Hotel Ma			ONLIT		
2				(a)	 _	
2		1110111	INTE BOX II II IIBIBBIX OF II GROOF	(b)		
3	SEC USE ONL	 Y				
		_				
4	SOURCE OF F	JNDS				
	AF					
 5		SCLOSUI	RE OF LEGAL PROCEEDINGS IS REQUIRED			
-	PURSUANT TO				1_1	
 6	CITIZENSHTP	OR PT.	ACE OF ORGANIZATION			
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION			

	Delaware					
		7	SOLE VOTING POWER			
NUMBER			0			
	CIALLY	8	SHARED VOTING POWER	_		
OWNED EACH	BY		319,995			
REPORT PERSON		9	SOLE DISPOSITIVE POWER	_		
			0			
		10	SHARED DISPOSITIVE POWER	-		
			319,995			
				_		
11	AGGREGATE AI	MOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	PERSC	N	
	319 , 995					
12	CHECK BOX II		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	S	1_1	
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	2.57%					
14	TYPE OF REP	ORTING	PERSON			
	00					
CUSIP 1	NO.: 769627 NAMES OF REI	PORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	Starwood Cap	pital (Group Global, LLC			
2	CHECK THE A	PPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X	
3	SEC USE ONLY	Y				
	SOURCE OF F	INDS				
1	AF	JNDD				
5	PURSUANT TO		RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)		1_1	
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION			

Connecticut SOLE VOTING POWER NUMBER OF Ω SHARES _____ BENEFICIALLY 8 SHARED VOTING POWER OWNED BY 319,995 EACH REPORTING 9 SOLE DISPOSITIVE POWER PERSON 10 SHARED DISPOSITIVE POWER 319,995 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 319,995 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES 12 CERTAIN SHARES ______ PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.57% 14 TYPE OF REPORTING PERSON 00 ______ CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Barry S. Sternlicht CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| ______ 3 SEC USE ONLY ______ 4 SOURCE OF FUNDS 00 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 1_1 6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

		7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			123,200
		8	SHARED VOTING POWER
			319,995
		9	SOLE DISPOSITIVE POWER
			123,200
		10	SHARED DISPOSITIVE POWER
			319,995
11	AGGREGATE A	MOUNT I	BENEFICIALLY OWNED BY EACH REPORTING PERSON
	443,195		
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDES
	CERTAIN SHA		_
			REPRESENTED BY AMOUNT IN ROW (11)
	3.56%		
14	TYPE OF REP	ORTING	PERSON
	IN		

This Amendment No. 19 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, Amendment No. 10 on March 30, 2007, Amendment No. 11 on April 17, 2007, Amendment No. 12 on April 27, 2007, Amendment No. 13 on May 4, 2007; Amendment No. 14 on May 15, 2007; Amendment No. 15 on May 16, 2007; Amendment No. 16 on May 30, 2007, Amendment No. 17 on June 1, 2007 and Amendment No. 18 on June 5, 2007 by Flag Luxury Riv, LLC; FX Luxury Realty, LLC; CKX, Inc.; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; MJX Real Estate Ventures, LLC; LMN 134 Family Company LLC; Mitchell Nelson; ONIROT Living Trust dated 6/20/2000; Robert F.X. Sillerman; Paul Kanavos; RH1, LLC; 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 Corporation, 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 Sixth Amended and Restated Joint Filing Agreement, dated as of June 4, 2007, a copy of which is filed herewith as Exhibit 10.27 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:

As the request of the Company's financial advisor, Jeffries & Company, Inc. (the "Financial Advisor"), Parent sent the Financial Advisor a non-binding indication of interest letter (the "Indication of Interest Letter") in which the Parent reiterates its proposal to engage in the Merger Transaction described in Amendment No. 15 to this Statement.

The foregoing and subsequent references to, and descriptions of, the Indication of Interest Letter, are qualified in their entirety by reference to such Indication of Interest Letter, which is incorporated by reference to Exhibit 10.29 hereto.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Item 5 is hereby supplemented as follows:

Response unchanged.

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

Item 6 is hereby supplemented as follows:

25. On June 8, 2007, Parent sent to the Financial Advisor the Indication of Interest Letter. A copy of the Indication of Interest Letter is filed herewith as Exhibit 10.29 and incorporated herein by reference.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

10.29 Indication of Interest Letter from Riv Acquisition Holdings to Jefferies & Company, Inc., dated June 8, 2007.

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 RH1, LLC By: Flag Leisure Group, LLC Its sole member By: /s/ Paul Kanavos Name: Paul Kanavos Title: President Flag Leisure Group, LLC By: /s/ Paul Kanavos _____ Name: Paul Kanavos Title: President Flag Luxury Properties, LLC By: /s/ Paul Kanavos _____ Name: Paul Kanavos Title: President Paul Kanavos /s/ Paul Kanavos FX Luxury Realty, LLC By: Flag Luxury Properties, LLC By: /s/ Paul Kanavos Name: Paul Kanavos Title: President By: CKX, Inc. By: /s/ Robert F.X. Sillerman _____

> Name: Robert F.X. Sillerman Title: Chief Executive Officer

MJX Flag Associates, LLC By: /s/ Robert F.X. Sillerman Name: Member Title: Robert F.X. Sillerman CKX, Inc. By: /s/ Robert F.X. Sillerman Name: Robert F.X. Sillerman Title: Chief Executive Officer MJX Real Estate Ventures, LLC By: /s/ Robert F.X. Sillerman Name: Robert F.X. Sillerman Title: Member Robert F.X. Sillerman /s/ Robert F.X. Sillerman LMN 134 Family Company LLC By: /s/ Mitchell J. Nelson Name: Mitchell J. Nelson Title: Managing Member Mitchell J. Nelson /s/ Mitchell J. Nelson ONIROT Living Trust Dated 06/20/2000 By: /s/ Brett Torino ______ Name: Brett Torino Title: Trustee Brett Torino By: /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 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. 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

Dated: June 11, 2007