

Edgar Filing: RIVIERA HOLDINGS CORP - Form 8-K

RIVIERA HOLDINGS CORP  
Form 8-K  
December 13, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
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FORM 8-K  
CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 13, 2006

Riviera Holdings Corporation  
(Exact name of registrant as specified in its charter)

Nevada (State or other jurisdiction of incorporation)	000-21430 (Commission File Number) Identification No.)	88-0296885 (I.R.S. Employer
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2901 Las Vegas Boulevard, Las Vegas, Nevada (Address of principal executive offices)	89109 (Zip Code)
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Registrant's telephone number, including area code: (702) 794-9527

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure.

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On December 13, 2006, Riviera Holdings Corporation ("Riviera") issued a press release reporting the expiration of (i) the 30-day exclusive negotiating agreement with Ian Bruce Eichner ("Eichner") and a member of the D. E. Shaw group, which the parties had entered into on November 13, 2006 in connection with the nonbinding proposal from Eichner and the D. E. Shaw group to acquire all of the outstanding shares of Riviera at \$21 per share, and (ii) certain related approvals and waivers that Riviera's board of directors had granted. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information in this Item 7.01 and the exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, nor shall they be deemed incorporated by reference in any filing under the Securities Act, except as and when expressly set forth by such specific reference in such filing.

### Section 9 - Financial Statements and Exhibits

#### Item 9.01 Financial Statements and Exhibits.

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

Exhibit 99.1 Riviera press release dated December 13, 2006.

### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 13, 2006.

RIVIERA HOLDINGS CORPORATION

/s/ Mark Lefever

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Name: Mark Lefever

Title: Treasurer and Chief Financial Officer

### EXHIBIT 99.1

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

FOR FURTHER INFORMATION:

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AT THE COMPANY:

CONTACT:

Mark Lefever, Treasurer and CFO

(702) 794-9527 Voice

(702) 794-9442 Fax

Email: mlefever@theriviera.com

INVESTOR RELATIONS

CONTACT:

Betsy Truax, Skorpus Consulting

(208) 241-3704 Voice

(208) 232-5317 Fax

Email: BetsyT@cableone.net

FOR IMMEDIATE RELEASE:

### RIVIERA HOLDINGS CORPORATION ANNOUNCES EXPIRATION OF EXCLUSIVE NEGOTIATING AGREEMENT WITH IAN BRUCE EICHNER AND THE D. E. SHAW GROUP

LAS VEGAS, NEVADA (December 13, 2006) - Riviera Holdings Corporation (AMEX:RIV) today announced the expiration of the 30-day exclusive negotiating agreement that it entered into with Ian Bruce Eichner and a member of the D. E. Shaw group on November 13, 2006. Along with the expiration of the negotiating agreement, approvals and waivers that Riviera's board of directors had granted under Riviera's articles of incorporation and Nevada's business combination law to enable Mr. Eichner and members of the D. E. Shaw group to join together for purposes of their acquisition proposal also expired.

William L. Westerman, Riviera's Chief Executive Officer, said, "We remain committed to the growth and ongoing success of our Company and will continue to focus on maximizing our Company's performance."

#### Forward-Looking Statements

This news release contains "forward-looking statements," as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which we believe are reasonable at the present time. These forward-looking statements involve significant uncertainties as to whether we will achieve future growth and success. Our actual results and actual events may differ materially from what is expressed or implied in our forward-looking statements. We do not plan to update our forward-looking statements even though our situation or plans may change in the future, unless applicable law requires us to do so.

#### About Riviera Holdings Corporation

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