

RIVIERA HOLDINGS CORP
Form 3
March 12, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|---|--|---|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Metro Investment, LLC | | (Month/Day/Year) | RIVIERA HOLDINGS CORP [RIV] | |
| (Last) | (First) | (Middle) | 02/28/2007 | |
| 650 MADISON AVENUE | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | (Check all applicable) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| NEW YORK, NY 10022 | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|
| Common Stock, \$0.001 par value per share | 418,294 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Common Stock, \$0.001 par value per share | 836,588 | I | See footnote <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Metro Investment, LLC 650 MADISON AVENUE NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |
| FC208, LLC 4445 WAGON TRAIL AVENUE LAS VEGAS, NV 89118 | ^ | ^ X | ^ | ^ |
| TTERB Living Trust 4445 WAGON TRAIL AVENUE LAS VEGAS, NV 89118 | ^ | ^ X | ^ | ^ |
| Nelson Mitchell J 650 MADISON AVENUE NEW YORK, NY 10022 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/ Metro Investment, LLC by FC208, LLC, Member, by TTERB Living Trust dated 6/20/2000, Its sole member, by Brett Torino, Trustee | 03/12/2007 |
| __Signature of Reporting Person | Date |
| /s/ FC208, LLC, by TTERB Living Trust dated 6/20/2000, Its sole member, by Brett Torino, Trustee | 03/12/2007 |
| __Signature of Reporting Person | Date |
| /s/ TTERB Living Trust dated 6/20/2000 by Brett Torino, Trustee | 03/12/2007 |
| __Signature of Reporting Person | Date |
| /s/ Mitchell Nelson | 03/12/2007 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This is a joint filing by Metro Investment, LLC ("Metro Investment"); FC208, LLC ("FC208"); TTERB Living Trust dated 6/20/2000 ("TTERB"); and Mitchell Nelson (collectively, the "Reporting Persons"). (continued in footnote 2)
- (continued from footnote 1) RH1 directly owns 418,294 shares of common stock, par value \$0.001 per share ("the Common Stock"), of Riviera Holdings Corp., as reported on Form 3 filed August 23, 2006. Metro Investment, as the sole member of RH1, also may be deemed to have beneficial ownership of the foregoing shares of Common Stock. FC208, as a member of Metro Investment with a 56.52% equity interest in Metro Investment, also may be deemed to have beneficial ownership of the foregoing shares of Common Stock. TTERB, as the sole member of FC208, also may be deemed to have beneficial ownership of the foregoing shares of Common Stock.
- (3) LMN 134 Family Company LLC ("LMN134") indirectly owns 836,588 shares of Common Stock as reported on Form 3 filed August 23, 2006 and Form 4 filed on an even date herewith. Mitchell Nelson, as the managing member of LMN134, may be deemed to have

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beneficial ownership of the foregoing shares of Common Stock. Metro Investment is the designated filer. The Reporting Persons are filing this joint Form 3 because they may be regarded as part of a group. However, each Reporting Person disclaims beneficial ownership of the shares owned by the other Reporting Persons and disclaims membership in a group, and this filing shall not constitute an acknowledgement that the Reporting Persons are part of a group.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.