RIVIERA HOLDINGS CORP Form SC 13D/A August 02, 2006

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

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 5)*

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)

August 1, 2006

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), 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 NO.: 769627100

1 NAMES OF REPORTING PERSONS

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

	Flag Luxury	Riv, I	LC					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) _ (b) X							
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHIE	P OR PLA	CE OF ORGANIZATION					
NUMBER SHARES BENEFIC OWNED I EACH REPORT: PERSON	CIALLY BY ING	8 9 10	SOLE VOTING POWER 418,294 SHARED VOTING POWER 0 SOLE DISPOSITIVE POWER 418,294 SHARED DISPOSITIVE POWER 0 ENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	418,294							
12	CHECK BOX I CERTAIN SHA		GGREGATE AMOUNT IN ROW (11) EXCLUDES	1_1				
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
14	TYPE OF REE	PORTING						

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	SEC USE ONLY						
4	SOURCE OF F	 UNDS						
	WC							
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					
			0					
NUMBER	OF	8	SHARED VOTING POWER	_				
SHARES BENEFI	CIALLY BY 'ING		418,294					
OWNED :		9	SOLE DISPOSITIVE POWER	_				
REPORT PERSON			0					
		10	SHARED DISPOSITIVE POWER	_				
			418,294					
11	AGGREGATE AI	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	- PERSO	N			
	418,294							
12		F THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDE					
			EPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF REP	ORTING	PERSON					
	00							
CHAID	760607	1.00						
	NO.: 7696273 NAMES OF REI I.R.S. IDEN	PORTING	PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	MJX Flag Associates, LLC							

2	CHECK THE AP	PROPRIA	TE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONLY						
4	SOURCE OF FU	NDS					
	AF						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	CITIZENSHIP	OR PLAC	E OF ORGANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
			0				
NUMBER		8	SHARED VOTING POWER	-			
SHARES BENEFIC			418,294				
OWNED I	ING	9	SOLE DISPOSITIVE POWER	-			
REPORT: PERSON			0				
		10	SHARED DISPOSITIVE POWER	-			
			418,294				
11	AGGREGATE AM	OUNT BE	NEFICIALLY OWNED BY EACH REPORTING	PERSON	ı		
12	· 	THE AG	GREGATE AMOUNT IN ROW (11) EXCLUDES				
	CERTAIN SHAR			, _ 			
13	PERCENT OF C	LASS RE	PRESENTED BY AMOUNT IN ROW (11)				
	3.36%						
14	TYPE OF REPO	RTING P	ERSON				
	00						
	NO.: 7696271 NAMES OF REP I.R.S. IDENT	ORTING	PERSONS ON NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	LMN 134 Fami	ly Comp	any LLC				

2	CHECK THE .	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X				
3	SEC USE ONLY							
4	SOURCE OF	 FUNDS						
	AF							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
			0					
NUMBER	OF	8	SHARED VOTING POWER	_				
SHARES BENEFI			418,294					
OWNED EACH	ING	9	SOLE DISPOSITIVE POWER	-				
REPORT PERSON			0					
		10	SHARED DISPOSITIVE POWER	_				
			418,294	_				
11	AGGREGATE .	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	418,294							
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	s _				
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF REPORTING PERSON							
	00							
	NO.: 76962 NAMES OF R I.R.S. IDE	EPORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Flag Leisu	re Group	o, LLC					
2.	CHECK THE	APPROPRI	IATE BOX IF A MEMBER OF A GROUP	(a)				

(b) |X| SEC USE ONLY ______ SOURCE OF FUNDS AF CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) 6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware 7 SOLE VOTING POWER NUMBER OF 8 SHARED VOTING POWER SHARES BENEFICIALLY 418,294 OWNED BY 9 EACH SOLE DISPOSITIVE POWER REPORTING PERSON _____ 10 SHARED DISPOSITIVE POWER 418,294 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11 418,294 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.36% ______ TYPE OF REPORTING PERSON 00 -----CUSIP NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Sillerman Real Estate Ventures, 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 PURSUANT	I_	I						
6	CITIZENSHIP OR PLACE OF ORGANIZATION								
	Delaware								
		7	SOLE VOTING POWER						
			0						
NUMBER	OF	8	SHARED VOTING POWER	_					
SHARES BENEFI	CIALLY		418,294						
OWNED I	BY	9	SOLE DISPOSITIVE POWER	-					
REPORT: PERSON	_		0						
		10	SHARED DISPOSITIVE POWER	-					
			418,294						
11	AGGREGAT: 418,294	E AMOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	N				
12	CHECK BO		GGREGATE AMOUNT IN ROW (11) EXCLUDES	S _					
13		OF CLASS F	REPRESENTED BY AMOUNT IN ROW (11)						
	3.36%								
14	TYPE OF REPORTING PERSON								
	00								
		REPORTING DENTIFICAT	; PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)					
2	CHECK TH	E APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X				

	SEC USE ONLY							
	SOURCE OF FUNDS							
	00							
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _							
6			CE OF ORGANIZATION					
	United Sta	United States						
		 7	SOLE VOTING POWER					
			0					
NUMBER	OF	8	SHARED VOTING POWER					
SHARES BENEFIC	CIALLY		418,294					
OWNED I	ING	9	SOLE DISPOSITIVE POWER					
REPORT: PERSON			0					
		10	SHARED DISPOSITIVE POWER					
			418,294					
11	418,294		ENEFICIALLY OWNED BY EACH REPORTING		1			
12	CHECK BOX CERTAIN SH.		GGREGATE AMOUNT IN ROW (11) EXCLUDES	_				
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)					
	3.36%							
14	TYPE OF REPORTING PERSON							
	IN							
CUSIP 1	NO.: 76962 NAMES OF R I.R.S. IDE Paul Kanav	EPORTING NTIFICAT	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 ONLY						
4	SOURCE OF FUNDS						
	00						
5	CHECK IF DI PURSUANT TO		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	_			
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
	United States						
		7	SOLE VOTING POWER				
			0				
NUMBER	OF	8	SHARED VOTING POWER	-			
SHARES BENEFICOUNED			418,294	_			
EACH REPORT		9	SOLE DISPOSITIVE POWER				
PERSON			0				
		10	SHARED DISPOSITIVE POWER	-			
			418,294	_			
11	AGGREGATE A	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON			
	418,294						
12	 CHECK BOX I	F THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES	 3			
	CERTAIN SHA	ARES		1_1			
13	PERCENT OF	CLASS R	EPRESENTED BY AMOUNT IN ROW (11)				
	3.36%						
14	TYPE OF REP	ORTING	PERSON				
	IN						
	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	RH1, LLC						
2	CHECK THE A	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONI	.v					

4	SOURCE OF FUNDS							
	WC							
5	PURSUANT TO ITEM 2(d) or 2(e)							
6	CITIZENSH	IP OR PLA	ACE OF ORGANIZATION					
	United States							
		7	SOLE VOTING POWER					
			0					
NUMBER	OF	8	SHARED VOTING POWER					
SHARES BENEFIC			418,294					
OWNED I	BY	9	SOLE DISPOSITIVE POWER					
REPORT: PERSON			0					
		10	SHARED DISPOSITIVE POWER					
			418,294					
11	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	FERSC	NO			
	418 , 294							
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUDE	ES _				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	3.36%							
14	TYPE OF RE		PERSON					
	00							
CUSIP I	NO.: 76962 NAMES OF F I.R.S. IDE	REPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	3 ONLY)				
	ONIROT Liv	ving Trus	st 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							
	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 States							
		7	SOLE VOTING POWER					
			0					
NUMBER	OF	8	SHARED VOTING POWER					
SHARES BENEFI			418,294					
OWNED I		9	SOLE DISPOSITIVE POWER					
REPORT: PERSON	ING		0					
		10	SHARED DISPOSITIVE POWER					
			418,294					
11	AGGREGATE AN	MOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	418 , 294							
12	CHECK BOX II CERTAIN SHAI		GGREGATE AMOUNT IN ROW (11) EXCLUDES	1_1				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)							
	3.36%							
14	TYPE OF REPO	ORTING	PERSON					
	00							
	NO.: 7696273 NAMES OF REI I.R.S. IDEN	PORTING	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
	Brett Toring	0						
2				(a) _ (b) X				
3	SEC USE ONLY							

4	SOURCE OF I	FUNDS		
	WC			
5			RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	I_I
6	CITIZENSHI	P OR PL	ACE OF ORGANIZATION	
	United Stat	ces		
		7	SOLE VOTING POWER	
			0	
NUMBER	OF	8	SHARED VOTING POWER	_
SHARES BENEFI			418,294	
OWNED I	3Y	9	SOLE DISPOSITIVE POWER	_
REPORT PERSON	ING		0	
		10	SHARED DISPOSITIVE POWER	_
			418,294	
 12 	CERTAIN SHA	ARES	AGGREGATE AMOUNT IN ROW (11) EXCLUDE	ss _
13	3.36%	CH100	REFIGERALD BY TRICONY IN NOW (II)	
14		PORTING	PERSON	
± 1	IN	ORTINO	LINOON	
CUSTP	NO.: 76962	7100		
	NAMES OF R	EPORTIN	G PERSONS IION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Rivacq LLC			
2	CHECK THE A	APPROPR	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X
3	SEC USE ONI	LY		
4	SOURCE OF I	 FUNDS		

	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				
			627,442				
NUMBER	OF	8	SHARED VOTING POWER	_			
SHARES BENEFI			0				
OWNED :	BY	9	SOLE DISPOSITIVE POWER	_			
REPORT PERSON			627,442				
		10	SHARED DISPOSITIVE POWER	_			
			0				
	CERTAIN SE	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.03% 						
14	TYPE OF RE	EPORTING	PERSON				
	00						
	NO.: 76962 NAMES OF E	REPORTIN	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	SOF U.S. H	Hotel Co	-Invest Holdings, L.L.C.				
2	CHECK THE	APPROPR.	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X			
3	SEC USE ON	NLY					
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				
			0				
NUMBER	OF	8	SHARED VOTING POWER	-			
SHARES BENEFI			627,442				
OWNED I		9	SOLE DISPOSITIVE POWER	_			
REPORT PERSON	ING		0				
		10	SHARED DISPOSITIVE POWER	_			
			627,442				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442						
12	CHECK BOX	 IF THE <i>A</i>	AGGREGATE AMOUNT IN ROW (11) EXCLUDES	 S			
	CERTAIN SH	IARES		1_1			
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF RE	PORTING	PERSON				
	00						
	CUSIP NO.: 769627100 1 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
		SOF-VII U.S. Hotel Holdings, L.L.C.					
2	CHECK THE		ATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ON						
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				
			0				
NUMBER		8	SHARED VOTING POWER	•			
SHARES BENEFI	CIALLY		627,442				
OWNED I		9	SOLE DISPOSITIVE POWER	-			
REPORT PERSON			0				
		10	SHARED DISPOSITIVE POWER	-			
			627,442				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 627,442						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF RE	PORTING	PERSON				
	00						
	NO.: 76962 NAMES OF R	EPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	I-1/I-2 U.	S. Holdi	ings, L.L.C.				
2	CHECK THE	APPROPRI	IATE 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	CITIZENSH	IP OR PL	ACE OF ORGANIZATION			
	Delaware					
		7				
			0			
NUMBER	OF	8	SHARED VOTING POWER	_		
SHARES BENEFIC			627,442			
OWNED E EACH		9	SOLE DISPOSITIVE POWER	_		
REPORTI PERSON	ING		0			
		10	SHARED DISPOSITIVE POWER	_		
			627,442			
 13	CERTAIN SE		REPRESENTED BY AMOUNT IN ROW (11)	_ 		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.03%		DEDGON			
L 4	TYPE OF RI	EPORTING	PERSON			
	00					
CUSIP 1	NO.: 76962		2 DEDCOME			
Ţ			TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	Starwood (Global Op	oportunity Fund VII-A, L.P.			
2	CHECK THE	APPROPR:	IATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X		
3	SEC USE ON					
 1	SOURCE OF	FUNDS				
	WC					
 5	CHECK IF I	 DISCLOSUI	RE OF LEGAL PROCEEDINGS IS REQUIRED			

PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware _____ SOLE VOTING POWER NUMBER OF 8 SHARED VOTING POWER SHARES BENEFICIALLY 627,442 OWNED BY 9 SOLE DISPOSITIVE POWER EACH REPORTING 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 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 Global Opportunity Fund VII-B, L.P. ______ CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |_| (b) |X| ______ 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 PLA	CE OF ORGANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
			0			
NUMBER SHARES		8	SHARED VOTING POWER			
	CIALLY		627,442			
EACH REPORT		9	SOLE DISPOSITIVE POWER			
PERSON			0	_		
		10	SHARED DISPOSITIVE POWER			
			627,442	_		
11	AGGREGATE AM	OUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON	1	
	627,442					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.03%					
14	TYPE OF REPORTING PERSON					
	PN					
CUSIP 1	Starwood US	ORTING IFICAT: Opport	ION NOS. OF ABOVE PERSONS (ENTITIES unity Fund VII-D, L.P.	ONLY)		
2			ATE BOX IF A MEMBER OF A GROUP	(a) (b)		
3	SEC USE ONLY					
4	SOURCE OF FU					
	WC					
5	CHECK IF DIS	CLOSURI	E OF LEGAL PROCEEDINGS IS REQUIRED			

6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
			0	
NUMBER		8	SHARED VOTING POWER	
SHARES	CIALLY		627,442	
OWNED :		9	SOLE DISPOSITIVE POWER	
REPORT PERSON			0	
		10		
			627,442	
11	ACCDECATE AN	4○IINT E	BENEFICIALLY OWNED BY EACH REPORTING	
11	627,442	-100N1 L	PENELICIALLI OWNED DI EACH REFORTING	EERSON
12			AGGREGATE AMOUNT IN ROW (11) EXCLUDES	
12	CERTAIN SHAI		CONDONIE AMOUNT IN NOW (II) EXCEODED	1_1
 13	PERCENT OF (CLASS F	REPRESENTED BY AMOUNT IN ROW (11)	
	5.03%			
			PERSON	
	PN			
CUSIP :	NO.: 7696271 NAMES OF REI		G PERSONS	
			TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	Starwood US	Opport	unity Fund VII-D-2, L.P.	
2	CHECK THE A	PPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X
				·
3	SEC USE ONLY	ľ		
4	SOURCE OF FU			
	WC			
5	CHECK IF DIS	SCLOSUF	RE OF LEGAL PROCEEDINGS IS REQUIRED	
	PURSUANT TO	ITEM 2	2(d) or 2(e)	1_1

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	Delaware				
		7	SOLE VOTING POWER		
			0		
NUMBER	OF	8	SHARED VOTING POWER	_	
SHARES BENEFI			627,442		
OWNED I		9	SOLE DISPOSITIVE POWER	-	
REPORT PERSON			0		
		10	SHARED DISPOSITIVE POWER	-	
			627,442		
1.1	ACCRECATE AN	IOLINE D		-	
11		IOUNI B	ENEFICIALLY OWNED BY EACH REPORTING	PERSC	JN
12	627,442 CHECK BOX IF	 THE A	GGREGATE AMOUNT IN ROW (11) EXCLUDES	 S	
	CERTAIN SHAF	ES		_	
13	PERCENT OF C	LASS R	EPRESENTED BY AMOUNT IN ROW (11)		
	5.03%				
14	TYPE OF REPO	RTING	PERSON		
	PN				
	T.C.C.C.T.	0.0			
	NO.: 7696271	ORTING		ONIT 1/1	
			ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
			ospitality Fund I-1, L.P.		
2	CHECK THE AP	PROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	
3	SEC USE ONLY				
4	SOURCE OF FU	INDS			
	WC				
5	CHECK IF DIS		E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	 _	
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION		

	Delaware					
		7	SOLE VOTING POWER			
			0			
NUMBER	OF	8	SHARED VOTING POWER	_		
SHARES BENEFIC			627,442			
OWNED I		9	SOLE DISPOSITIVE POWER	_		
REPORT: PERSON	ING		0			
		10	SHARED DISPOSITIVE POWER	_		
			627,442			
				_		
11		AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERS(ON	
	627 , 442 					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)			
	5.03%					
14	TYPE OF RE	EPORTING	PERSON			
	PN					
CUSTP	NO.: 76962	27100				
	NAMES OF E	REPORTING	G PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)	
			Hospitality Fund I-2, L.P.		,	
2			TATE BOX IF A MEMBER OF A GROUP		 _	
۷	CHECK THE	ALLINOLINI	ATE BOX II A FILMBER OF A GROOT	(b)	· - ·	
3	SEC USE ON					
4	SOURCE OF	FUNDS				
	WC					
5			RE OF LEGAL PROCEEDINGS IS REQUIRED	·	_	
6	CITIZENSHI	 IP OR PL <i>a</i>	ACE OF ORGANIZATION			

	Delaware						
		7	SOLE VOTING POWER				
			0				
NUMBER SHARES		8	SHARED VOTING POWER	_			
	CIALLY		627,442				
EACH REPORT		9	SOLE DISPOSITIVE POWER				
PERSON	-		0				
		10	SHARED DISPOSITIVE POWER				
			627,442	_			
11	AGGREGATE AM	MOUNT E	BENEFICIALLY OWNED BY EACH REPORTING	PERSO	N		
	627 , 442						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13	PERCENT OF C	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REPO	RTING	PERSON				
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CUSIP 1		PORTING	TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
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Ζ			CATE BOX IF A MEMBER OF A GROUP	(a) (b)			
3	SEC USE ONLY						
4	SOURCE OF FU	JNDS					
	AF						
5	CHECK IF DIS		RE OF LEGAL PROCEEDINGS IS REQUIRED	 _	 I		
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
	Delaware						

		7	SOLE VOTING POWER				
			0				
NUMBER	OF	8	SHARED VOTING POWER	_			
	CIALLY		627,442				
OWNED I	BY	9	SOLE DISPOSITIVE POWER	_			
REPORT: PERSON	ING		0				
		10	SHARED DISPOSITIVE POWER	_			
			627,442				
				_			
11	AGGREGATE AM	IOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON			
	627 , 442						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES						
13	PERCENT OF C	LASS R	EPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REPO	RTING	PERSON				
	00						
	NO.: 7696271		PERSONS				
_		-	ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	SCG Hotel Ma	ınageme	nt, L.L.C.				
2	CHECK THE AP			(a) _ (b) X			
3	SEC USE ONLY						
4	SOURCE OF FU	INDS					
	AF 						
5	CHECK IF DIS PURSUANT TO			1_1			
6	CITIZENSHIP	OR PLA	CE OF ORGANIZATION				
	Delaware						

		7	SOLE VOTING POWER			
			0			
NUMBER	OF	8	SHARED VOTING POWER	-		
SHARES BENEFIC			627,442			
OWNED I		9	SOLE DISPOSITIVE POWER	-		
REPORT: PERSON			0			
		10	SHARED DISPOSITIVE POWER	-		
			627,442	_		
11	AGGREGATE	AMOUNT E	SENEFICIALLY OWNED BY EACH REPORTING	PERSON		
	627,442					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _					
13	PERCENT OF	CLASS F	EPRESENTED BY AMOUNT IN ROW (11)			
	5.03%					
	TYPE OF REPORTING PERSON					
	00					
CUCTD	NO.: 76962	7100				
	NAMES OF R	EPORTING	PERSONS TION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	Starwood C	apital (Group Global, LLC			
2	CHECK THE	APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X		
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	AF					
5			RE OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	I_I		
6	CITIZENSHI	P OR PLA	CE OF ORGANIZATION			
	Connecticu	t				
		 7	SOLE VOTING POWER			

			0				
NUMBER	OF	8	SHARED VOTING POWER	•			
SHARES BENEFIC			627,442				
OWNED EACH		9	SOLE DISPOSITIVE POWER	•			
REPORTI PERSON	ING		0				
		10	SHARED DISPOSITIVE POWER	-			
			627,442				
11		OUNT BE	ENEFICIALLY OWNED BY EACH REPORTING	PERSON			
	627 , 442 						
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _						
13	PERCENT OF C	LASS RE	EPRESENTED BY AMOUNT IN ROW (11)				
	5.03%						
14	TYPE OF REPO	RTING F	PERSON				
	00						
	NO.: 7696271	ORTING					
			ON NOS. OF ABOVE PERSONS (ENTITIES	ONLY)			
	Barry S. Ste	rnlicht 	: 				
2	CHECK THE AP	PROPRI <i>P</i>	ATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X		
3	SEC USE ONLY						
4	SOURCE OF FU	NDS					
	00						
5	CHECK IF DISC PURSUANT TO		OF LEGAL PROCEEDINGS IS REQUIRED	_			
6	CITIZENSHIP (OR PLAC	CE OF ORGANIZATION				
	United State:	S					
		 7	SOLE VOTING POWER				

			123,000					
NUMBER		8	SHARED VOTING POWER					
SHARES BENEFIC			627,442					
OWNED I		9	SOLE DISPOSITIVE POWER					
REPORT: PERSON	ING		123,000					
		10	SHARED DISPOSITIVE POWER					
			627,442					
11	AGGREGATE	AMOUNT E	BENEFICIALLY OWNED BY EACH REPORTIN	IG PERSO	N			
	750,642							
12	CHECK BOX CERTAIN SH		AGGREGATE AMOUNT IN ROW (11) EXCLUI	DES _				
13	PERCENT OF	CLASS F	REPRESENTED BY AMOUNT IN ROW (11)					
	6.02%							
14	TYPE OF REPORTING PERSON							
	IN							
	NO.: 76962 NAMES OF R I.R.S. IDE High Deser	EPORTING	TION NOS. OF ABOVE PERSONS (ENTITIE	ES ONLY)				
2	CHECK THE	APPROPRI	TATE BOX IF A MEMBER OF A GROUP	(a) (b)	_ X			
3	SEC USE ONLY							
4	SOURCE OF	FUNDS						
	AF							
5			RE OF LEGAL PROCEEDINGS IS REQUIRED)	.1			
6	CITIZENSHI	P OR PLA	ACE OF ORGANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
			627,441					

26

				_				
NUMBER	OF	8	SHARED VOTING POWER	_				
SHARES BENEFI			0					
OWNED I		9	SOLE DISPOSITIVE POWER	_				
REPORT: PERSON	ING		627,441					
		10	SHARED DISPOSITIVE POWER	_				
			0	_				
11	AGGREGATE	AMOUNT B	ENEFICIALLY OWNED BY EACH REPORTING	PERSON				
	627,441							
12	CHECK BOX		GGREGATE AMOUNT IN ROW (11) EXCLUDE	s _				
13			EPRESENTED BY AMOUNT IN ROW (11)					
	5.03%							
14	TYPE OF RI	EPORTING	PERSON					
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	NO.: 76962 NAMES OF I I.R.S. IDI LAMB Parti	REPORTING ENTIFICAT	PERSONS ION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)				
2	CHECK THE		ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X				
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	WC							
5			E OF LEGAL PROCEEDINGS IS REQUIRED (d) or 2(e)	_				
6	CITIZENSH	IP OR PLA	CE OF ORGANIZATION					
	Illinois							
		7	SOLE VOTING POWER					
			0					

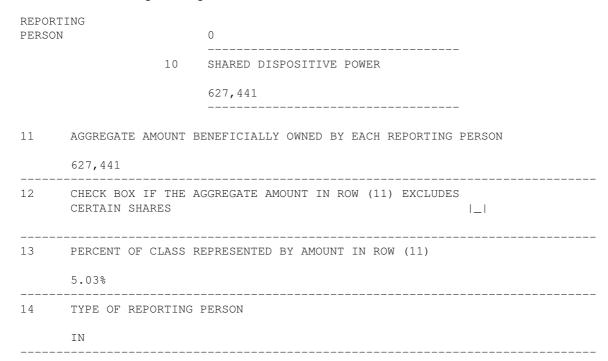
NUMBER SHARES BENEFIC OWNED I EACH REPORT: PERSON	OF	8	SHARED VOTING POWER				
			627,441				
	ВҮ	9	SOLE DISPOSITIVE POWER				
	ING		0				
		10	SHARED DISPOSITIVE POWER	-			
			627,441				
11		E AMOUNT E	ENEFICIALLY OWNED BY EACH REPORTING	PERSON			
	627,441						
12	CHECK BOX		GGREGATE AMOUNT IN ROW (11) EXCLUDES	; _			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						
	5.03%						
14	TYPE OF REPORTING PERSON						
	00						
	NO.: 769627100 NAMES OF REPORTING PERSONS						
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)						
	LAMB Investors, Inc.						
2	CHECK THE	E APPROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X			
3	SEC USE (
4	SOURCE OF FUNDS						
	AF						
5	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _						
6	CITIZENSHIP OR PLACE OF ORGANIZATION						
	Delaware						
		7	SOLE VOTING POWER				
			0				
NUMBER	OF	8	SHARED VOTING POWER	-			

	_09	, 	9.1.1.1.2.1.1.1.02.2.1.1.6.0.001.1	70 102/11
	CIALLY		627,441	
OWNED BY EACH		9	SOLE DISPOSITIVE POWER	-
REPORT PERSON			0	
		10	SHARED DISPOSITIVE POWER	-
			627,441	
11	ACCDECATE A	MOIINIT I	BENEFICIALLY OWNED BY EACH REPORTING	DEDCON
11		MOUNI I	DENEFICIALLI OWNED DI LACH REPORTING	PERSON
	627,441 		ACCEPTANT MOUNT IN DOM (11) PROTIDE	
12	CERTAIN SHA		AGGREGATE AMOUNT IN ROW (11) EXCLUDES	_
13	PERCENT OF	CLASS I	REPRESENTED BY AMOUNT IN ROW (11)	
	5.03%			
14	TYPE OF REP	ORTING	PERSON	
	CO			
	NO.: 769627 NAMES OF RE I.R.S. IDEN	PORTING	G PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)
	LAMB, LLC			
2	CHECK THE A	PPROPRI	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 PURSUANT TO		RE OF LEGAL PROCEEDINGS IS REQUIRED	I_I
6	CITIZENSHIP	OR PLA	ACE OF ORGANIZATION	
	Delaware			
		7	SOLE VOTING POWER	
			0	
NUMBER SHARES	OF	8	SHARED VOTING POWER	-

BENEFT	CTAT.T.Y		627,441			
BENEFICIALLY OWNED BY EACH REPORTING		0	·	-		
		9	SOLE DISPOSITIVE POWER			
PERSON			0	-		
		10	SHARED DISPOSITIVE POWER			
			627,441	_		
11	PERSON					
	627,441					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _					
13	PERCENT OF (CLASS F	EPRESENTED BY AMOUNT IN ROW (11)			
	5.03%					
14	TYPE OF REPO		PERSON			
	00					
	NO.: 7696271 NAMES OF REE I.R.S. IDENT	ORTING	F PERSONS FION NOS. OF ABOVE PERSONS (ENTITIES	ONLY)		
	ISLE Investo	ors, LI	.c			
2	CHECK THE A	PROPRI	ATE BOX IF A MEMBER OF A GROUP	(a) _ (b) X		
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
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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					
		 7	SOLE VOTING POWER			
			75,300			
MIIMPPP	O.E.	0		-		
NUMBER SHARES		8	SHARED VOTING POWER			
BENEFI	CIALLY		0			

OWNED	RY	9			
EACH REPORT		9	SOLE DISPOSITIVE POWER		
PERSON			75,300		
		10	SHARED DISPOSITIVE POWER		
			0		
11	AGGREGATE A	AMOUNT I	BENEFICIALLY OWNED BY EACH REPORTING	G PERSON	
	75 , 300				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _				
13	PERCENT OF	CLASS E	REPRESENTED BY AMOUNT IN ROW (11)		
	0.60%				
14	TYPE OF REE	PORTING	PERSON		
	00				
CUSIP	P NO.: 769627100 NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY) Greg Carlin				
1	I.R.S. IDEN	EPORTING		S ONLY)	
	I.R.S. IDEN	EPORTING			
2	I.R.S. IDEN	EPORTING NTIFICAT APPROPRI	FION NOS. OF ABOVE PERSONS (ENTITIES	(a) _	
2	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI	EPORTING NTIFICAT APPROPRI LY	FION NOS. OF ABOVE PERSONS (ENTITIES	(a) _	
2	I.R.S. IDEN Greg Carlir CHECK THE F	EPORTING NTIFICAT APPROPRI LY	FION NOS. OF ABOVE PERSONS (ENTITIES	(a) _	
2	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI	EPORTING NTIFICAT APPROPRI LY	TION NOS. OF ABOVE PERSONS (ENTITIES	(a) _	
2	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI SOURCE OF E OO CHECK IF DO PURSUANT TO	EPORTING NTIFICAT APPROPRI LY FUNDS ISCLOSUE D ITEM 2	FION NOS. OF ABOVE PERSONS (ENTITIES LATE BOX IF A MEMBER OF A GROUP RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e)	(a) _ (b) X	
2 3 4	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI SOURCE OF E OO CHECK IF DO PURSUANT TO	EPORTING NTIFICAT APPROPRI LY FUNDS ISCLOSUE D ITEM 2	TION NOS. OF ABOVE PERSONS (ENTITIES LATE BOX IF A MEMBER OF A GROUP RE OF LEGAL PROCEEDINGS IS REQUIRED	(a) _ (b) X	
2 3 4	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI SOURCE OF E OO CHECK IF DO PURSUANT TO	EPORTING NTIFICATION NTIFICATI	TION NOS. OF ABOVE PERSONS (ENTITIES LATE BOX IF A MEMBER OF A GROUP RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e) ACE OF ORGANIZATION	(a) _ (b) X	
2 3 4	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI SOURCE OF E OO CHECK IF DO PURSUANT TO CITIZENSHIE	EPORTING NTIFICATION NTIFICATI	TION NOS. OF ABOVE PERSONS (ENTITIES LATE BOX IF A MEMBER OF A GROUP RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e)	(a) _ (b) X	
2 3 4	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI SOURCE OF E OO CHECK IF DO PURSUANT TO CITIZENSHIE	EPORTING NTIFICATION NTIFICATI	TION NOS. OF ABOVE PERSONS (ENTITIES LATE BOX IF A MEMBER OF A GROUP RE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e) ACE OF ORGANIZATION	(a) _ (b) X	
2 3 4	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI SOURCE OF F OO CHECK IF DI PURSUANT TO CITIZENSHIE United Stat	EPORTING NTIFICATION NTIFICATI	TION NOS. OF ABOVE PERSONS (ENTITIES LATE BOX IF A MEMBER OF A GROUP RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e) ACE OF ORGANIZATION SOLE VOTING POWER	(a) _ (b) X	
2 2 3 4 4 5 5 6 6 NUMBER SHARES	I.R.S. IDEN Greg Carlin CHECK THE A SEC USE ONI SOURCE OF F OO CHECK IF DI PURSUANT TO CITIZENSHIE United Stat	EPORTING NTIFICATION APPROPRI LY FUNDS ISCLOSUR D ITEM 2 P OR PLA	TION NOS. OF ABOVE PERSONS (ENTITIES LATE BOX IF A MEMBER OF A GROUP RE OF LEGAL PROCEEDINGS IS REQUIRED 2 (d) or 2 (e) ACE OF ORGANIZATION SOLE VOTING POWER 0	(a) _ (b) X	

EACH	J	9	SOLE DISPOSITIVE POWER			
REPORTI PERSON	-		0			
ILINDON		1.0				
		10	SHARED DISPOSITIVE POWER			
			702,741			
11	AGGREGATE AI	MOUNT I	BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	702,741					
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES _					
13	REPRESENTED BY AMOUNT IN ROW (11)					
5.66%						
14	TYPE OF REPORTING PERSON					
	IN					
	IO.: 769627		C DEDSONS			
_			TION NOS. OF ABOVE PERSONS (ENTITIES ONLY)			
	Neil Bluhm					
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				
	00					
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) _					
6			ACE OF ORGANIZATION			
	United States					
		es				
			SOLE VOTING POWER			
			SOLE VOTING POWER 0			
NUMBER	OF		SOLE VOTING POWER			
NUMBER SHARES BENEFIC		7	SOLE VOTING POWER 0			
SHARES	CIALLY	7	SOLE VOTING POWER 0SHARED VOTING POWER			



This Amendment No. 5 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, and Amendment No. 4 on May 18, 2006, by Flag Luxury Riv, LLC; Flag Luxury Properties, LLC; MJX Flag Associates, LLC; Flag Leisure Group, LLC; Sillerman Real Estate Ventures, LLC; Robert Sillerman; Paul Kanavos; RH1, LLC; ONIROT 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; Barry S. Sternlicht; High Desert Gaming, LLC; LAMB Partners; LAMB, LLC; ISLE Investors, LLC; Greg Carlin; Neil Bluhm; with respect to the common stock, par value \$0.001 per share, of Riviera Holdings Corp., a Nevada corporation. This Amendment No. 5 is also being filed by LMN 134 Family Company LLC ("LMN134") and LAMB Investors, Inc.("LAMB Investors"). 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.

On August 2, 2006, FLR, FLP, MJX, FLG, SREV, LMN134, Robert Sillerman, Paul Kanavos, RH1, ONIROT, 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, Barry S. Sternlicht, HDG, LAMB Partners, LAMB, LLC, LAMB Investors, ISLE, Greg Carlin and Neil Bluhm entered into an agreement amending and restating the Amended Joint Filing Agreement dated as of April 5, 2006 (the "Second Amended and Restated Joint Filing Agreement") to, among other things, include LMN134 and LAMB Investors as joint filers. The foregoing and subsequent references to, and descriptions of, the Second Amended and Restated Joint Filing Agreement are qualified in their entirety by reference

to the Second Amended and Restated Joint Filing Agreement, the terms of which are incorporated herein by reference to Exhibit 10.9 hereto.

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

Item 2 is hereby supplemented as follows:

LMN134, a limited liability company formed under the laws of Delaware, is a partner of MJX. LMN134's business address is 134 East 80th Street, NYC 10021 and its principal business is investing.

LAMB Investors is a corporation formed under the laws of Delaware with its business address at 900 North Michigan Avenue, Suite 1900, Chicago, IL 60611. LAMB Investors' principal business is the holding of the 0.01% interest in LAMB Partners.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

Response unchanged.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 is hereby supplemented as follows:

Pursuant to the Stock Purchase Agreement (the "Stock Purchase Agreement"), dated as of December 22, 2005, among Flag Luxury Riv, LLC, Rivacq LLC, High Desert Gaming LLC (collectively, the "Buyers"), William L. Westerman ("Westerman") and The William L. Westerman 2004 Revocable Family Trust (the "Trust"), the Trust agreed, subject to certain conditions precedent, including the issuance of such approvals or other assurances as the Buyers may deem necessary or desirable from the Nevada gaming authorities and the Colorado gaming authorities, to sell to the Buyers 650,000 shares of Common Stock (the "Second Purchased Shares") and to grant the Buyers an irrevocable option (the "Option") to purchase 441,471 additional shares of Common Stock (the "Option Shares"). The sale of the Second Purchased Shares and the Option Shares was conditioned upon the satisfaction or waiver of certain conditions including the approval for the acquisition of such shares by the Nevada gaming authorities.

On July 31, 2006, the Nevada State Gaming Control Board advised the Buyers' counsel that the acquisition of the Second Purchased Shares and the Option Shares (collectively, 1,091,471 shares of Common Stock) by the Buyers from Westerman and the Trust would not constitute a change of control requiring prior approval pursuant to Nevada gaming regulations. Accordingly, on August 1, 2006, the Buyers gave notice to Mr. Westerman and the Trust that the closing for the sale and purchase of the Second Purchased Shares will be held on August 4, 2006. The Buyers also notified Mr. Westerman and the Trust that (i) they have elected to exercise their option to purchase all of the Option Shares and (ii) the closing of the purchase and sale of the Option Shares will be held on August 4, 2006.

The Buyers issued a press release regarding the foregoing on the date

hereof. A copy of the press release is filed herewith as Exhibit 10.8 and incorporated herein by reference.

ITEM 5. INTEREST IN SECURITIES OF THE COMPANY

Item 5 is hereby supplemented as follows:

Pursuant to the Stock Purchase Agreement, FLR has agreed to acquire 218,294 shares of Common Stock from the Trust. The closing of such acquisition is currently scheduled to be held on August 4, 2006. Accordingly, FLR may be deemed to have beneficial ownership of such shares of Common Stock, which represents approximately 1.76% of the outstanding shares of Common Stock as of August 1, 2006 and which, together with the other shares of Common Stock beneficially owned by FLR, constitutes approximately 3.36% of the outstanding shares of Common Stock as of August 1, 2006. FLP, as a member of FLR with a 100% equity interest in FLR, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. MJX, as a member of FLP with an approximate 36% equity interest in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. FLG, as the managing member of FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. SREV, as a member of FLG with a 50% equity interest in FLG and owner of substantially all of the equity of MJX, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LMN134, with an ownership interest in MJX and an ultimate interest of approximately 0.61% in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Robert Sillerman, as the sole member of SREV and President of MJX and with an ultimate interest of approximately 36% in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Paul Kanavos, as President of FLR, FLP, and FLG and with an ultimate interest of approximately 36.61% in FLP, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.

Pursuant to the Stock Purchase Agreement, RH1 has agreed to acquire 218,294 shares of Common Stock from the Trust. The closing of such acquisition is currently scheduled to be held on August 4, 2006. Accordingly, RH1 may be deemed to have beneficial ownership of such shares of Common Stock, which represents approximately 1.76% of the outstanding shares of Common Stock as of August 1, 2006 and which, together with the other shares of Common Stock beneficially owned by RH1, constitutes approximately 3.36% of the outstanding shares of Common Stock as of August 1, 2006. ONIROT, as the sole member of RH1, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Brett Torino, as the sole Trustee of ONIROT, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.

Pursuant to the Stock Purchase Agreement, Rivacq has agreed to acquire 327,442 shares of Common Stock from the Trust. The closing of such acquisition is currently scheduled to be held on August 4, 2006. Accordingly, Rivacq may be deemed to have beneficial ownership of such shares of Common Stock, which represents approximately 2.63% of the outstanding shares of Common Stock as of August 1, 2006 and which, together with the other shares of Common Stock beneficially owned by Rivacq, constitutes approximately 5.03% of the outstanding shares of Common Stock as of August 1, 2006. SOF Co-Invest, as the sole member of Rivacq, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of SOF VII and Hotel Fund, as the sole members of SOF Co-Invest, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of the Opportunity Funds, as the sole members of SOF VII, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Each of the Hospitality Funds, as the sole members of the Hotel Fund, may be deemed to have beneficial ownership of the foregoing shares of Common Stock. SOF VII Management, as the general partner of each of the

Opportunity Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Hotel Management, as the general partner of each of the Hospitality Funds, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. SCGG, as the managing member of SOF VII Management and Hotel Management, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Barry S. Sternlicht, as the Chairman and CEO of SCGG and CEO of SOF VII and Hotel Fund, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Mr. Sternlicht also directly holds 123,200 shares of Common Stock, which, together

with the 627,442,000 shares of Common Stock that he may be deemed to own beneficially in his capacity as Chairman and CEO of SCGG and as an executive officer of certain affiliates as described above, constitutes approximately 6.02% of the outstanding shares of Common Stock as of August 1, 2006.

Pursuant to the Stock Purchase Agreement, HDG has agreed to acquire 327,441 shares of Common Stock from the Trust. The closing of such acquisition is currently scheduled to be held on August 4, 2006. Accordingly, HDG may be deemed to have beneficial ownership of such shares of Common Stock, which represents approximately 2.63% of the outstanding shares of Common Stock as of August 1, 2006 and which, together with the other shares of Common Stock beneficially owned by HDG, constitutes approximately 5.03% of the outstanding shares of Common Stock as of August 1, 2006. LAMB Partners, as a member of HDG with an approximate 74% equity interest in HDG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LAMB Investors, as a partner in LAMB Partners, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. LAMB, LLC, as the managing partner and holder of substantially all of the equity of LAMB Partner and as the owner of all the equity interest in LAMB Investors, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Greg Carlin, as a manager of HDG, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock. Neil Bluhm, as a manager of HDG and as managing member of LAMB, LLC, may also be deemed to have beneficial ownership of the foregoing shares of Common Stock.

Since Greg Carlin is also the manager of ISLE, he may be deemed to have beneficial ownership of the 75,300 shares of Common Stock held by Isle, which, together with the 627,441 shares of Common Stock that he may be deemed to own beneficially in his capacity as a manager of HDG, constitutes approximately 5.66% of the outstanding shares of Common Stock as of August 1, 2006.

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

Response unchanged.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

Item 7 is hereby supplemented as follows:

10.8 Press Release, dated August 2, 2006.

10.9 Second Amended and Restated Joint Filing Agreement

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 /s/ Robert Sillerman By: _____ Name: Robert Sillerman Title: Member LMN 134 Family Company LLC By: /s/ Robert Sillerman Name: Robert Sillerman Title: Member Robert Sillerman /s/ Robert Sillerman Paul Kanavos /s/ Paul Kanavos RH1, LLC

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By: ONIROT Living Trust dated 06/20/2000
       Its sole member
       By: /s/ Brett Torino
       Name: Brett Torino
       Title: Trustee
   ONIROT Living Trust dated 06/20/2000
   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
      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. SCG Hotel Management, L.L.C. By: Its general partner By: Starwood Capital Group Global, L.L.C. Its General manager By: /s/ Barry S. Sternlicht _____ Name: Barry S. Sternlicht Title: Chief Executive Officer SOF-VII Management, L.L.C. By: Starwood Capital Group Global, L.L.C. _____ Its General manager By: /s/ Barry S. Sternlicht

Name: Barry S. Sternlicht Title: Chief Executive Officer SCG Hotel Management, L.L.C. By: Starwood Capital Group Global, L.L.C. Its General manager By: /s/ Barry S. Sternlicht Name: Barry S. Sternlicht Title: Chief Executive Officer Starwood Capital Group Global, LLC By: /s/ Barry S. Sternlicht Name: Barry S. Sternlicht Title: Chief Executive Officer Barry S. Sternlicht /s/ Barry S. Sternlicht High Desert Gaming, LLC By: /s/ Greg Carlin _____ Name: Greg Carlin Title: Manager LAMB Partners By: LAMB, LLC Its managing partner By: /s/ Neil Bluhm _____ Name: Neil Bluhm

Title: Managing Member

LAMB Investors, Inc.

By: LAMB, LLC

Its sole owner

By: /s/ Neil Bluhm

Name: Neil Bluhm Title: Managing Member

LAMB, LLC

By: /s/ Neil Bluhm

Name: Neil Bluhm Title: Managing Member

ISLE Investors, LLC

By: /s/ Greg Carlin

Name: Greg Carlin Title: Manager

Greg Carlin

/s/ Greg Carlin

Neil Bluhm

/s/ Neil Bluhm

Dated: August 2, 2006