

HOLMES MAX
Form 3
November 25, 2008

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 | |
| Â PLAINFIELD SPECIAL SITUATIONS MASTER FUND LTD. | | | (Month/Day/Year) | RIVIERA HOLDINGS CORP [RIV] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O PLAINFIELD ASSET MANAGEMENT LLC,Â 55 RAILROAD AVENUE | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| GREENWICH,Â CTÂ 06830 | | | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

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 | 1,355,013 ⁽¹⁾ | D ⁽¹⁾ | Â |

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 | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|---|--|---------------|--------------|--|
|--|---|--|---------------|--------------|--|

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| (Month/Day/Year) | | | Derivative Security (Instr. 4) | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|--------------------|-------|-----------------------------------|---|--|------------|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| PLAINFIELD SPECIAL SITUATIONS MASTER FUND LTD. C/O PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |
| HOLMES MAX C/O PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE GREENWICH, CT 06830 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| /s/Thomas X. Fritsch, Managing Director and General Counsel, on behalf of Plainfield Asset Management LLC | 11/25/2008 |
| __Signature of Reporting Person | Date |
| /s/Thomas X. Fritsch, Authorized Individual, on behalf of Plainfield Special Situations Master Fund Limited | 11/25/2008 |
| __Signature of Reporting Person | Date |
| /s/Thomas X. Fritsch, Attorney in Fact*, on behalf of Max Holmes | 11/25/2008 |
| __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) These shares are owned directly by Plainfield Special Situations Master Fund Limited (?Master Fund?) and indirectly by Plainfield Asset Management LLC, a Delaware limited liability company (?Asset Management?), and Max Holmes, an individual. Asset Management is the manager of the Master Fund. Max Holmes is the chief investment officer of Asset Management. Each of Asset Management and Max Holmes disclaims beneficial ownership of all such shares, except to the extent to which each holds a pecuniary interest therein.

^

Remarks:

*Duly authorized pursuant to Power of Attorney, dated February 1, 2007, by and on behalf of Ma

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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