

AMERISTAR CASINOS INC
Form SC 13D/A
June 02, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549
SCHEDULE 13D/A
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)
UNDER THE SECURITIES AND EXCHANGE ACT OF 1934
(Amendment No. 2)^()
AMERISTAR CASINOS, INC.**

(Name of Issuer)
COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)
03070Q 10 1

(CUSIP Number)
PETER C. WALSH
3773 HOWARD HUGHES PARKWAY, SUITE 490S
LAS VEGAS, NEVADA 89169
(702) 567-7000

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)
May 31, 2008

(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 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 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. 03070Q101

SCHEDULE 13D/A

PAGE 2 OF 7 PAGES

NAME OF REPORTING PERSONS

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

Estate of Craig H. Neilsen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
- (a)
 - (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (1)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 31,528,400

SHARED VOTING POWER

8

SHARES BENEFICIALLY OWNED BY 0

| | | |
|-----------------------------|-----------|--|
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER 31,528,400 |
| WITH | 10 | SHARED DISPOSITIVE POWER 0 |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,528,400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.1%

14 TYPE OF REPORTING PERSON*

OO - (2)

(1) The securities beneficially owned by the Estate of Craig H. Neilsen (the Estate) were acquired as a result of the death of Craig H. Neilsen on November 19, 2006. The securities were acquired by the Estate by operation of law upon Craig H. Neilsen s death. Therefore, this item is not

applicable.

- (2) The Reporting Person is an estate to which the securities reported herein passed upon the death of Craig H. Neilsen.
-

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 3 OF 7 PAGES

NAME OF REPORTING PERSONS

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

Ray H. Neilsen

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
- (a)
 - (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (3)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 203,568 (4)

SHARES BENEFICIALLY OWNED BY **8** SHARED VOTING POWER

31,528,400 (5)

| | | |
|-----------------------------|-----------|--|
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER 203,568 (4) |
| WITH | 10 | SHARED DISPOSITIVE POWER 31,528,400 (5) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,731,968

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.4%

14 TYPE OF REPORTING PERSON*

IN

(3) Ray H. Neilsen was named as co-personal representative and co-executor of the Estate. The securities beneficially owned by the Estate were acquired as a result of the death of Craig H. Neilsen. The securities were acquired by the Estate by operation of law upon Craig H. Neilsen's death.

Therefore, this item is not applicable.

- (4) Includes 60,968 shares subject to options exercisable within 60 days. These options have been granted pursuant to standard Company option plans.
 - (5) Includes 31,528,400 shares held by the Estate.
-

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 4 OF 7 PAGES

NAME OF REPORTING PERSONS

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

Gordon R. Kanofsky

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- 2**
- (a)
 - (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO (6)

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

NUMBER OF 0

SHARED VOTING POWER

8

SHARES
BENEFICIALLY
OWNED BY

31,732,826 (7)

| | | |
|-----------------------------|-----------|--------------------------|
| EACH REPORTING PERSON | 9 | SOLE DISPOSITIVE POWER |
| | | 0 |
| WITH | 10 | SHARED DISPOSITIVE POWER |
| | | 31,732,826 (7) |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

31,732,826

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.4%

14 TYPE OF REPORTING PERSON*

IN

(6) Gordon R. Kanofsky was named as co-personal representative and co-executor of the Estate. The securities beneficially owned by the Estate were acquired as a result of the death of Craig H. Neilsen. The securities were acquired by the Estate by operation of law upon Craig H.

Neilsen's death.
Therefore, this
item is not
applicable.

- (7) Includes
31,528,400
shares held by
the Estate. Also
includes 12,000
shares held by
the Kanofsky
Family Trust
Dated
January 27,
1998 (the
Kanofsky
Trust), of which
Mr. Kanofsky
and his spouse
are co-trustees,
and 192,426
shares subject to
options which
are exercisable
within 60 days,
which options
are also held by
the Kanofsky
Trust. These
options have
been granted
pursuant to
standard
Company option
plans.
-

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 5 OF 7 PAGES

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the SEC) on December 15, 2006, as amended by Amendment No. 1 thereto, filed with the SEC on October 22, 2007 (together, the Schedule 13D), by the Estate of Craig H. Neilsen, Ray H. Neilsen and Gordon R. Kanofsky, with respect to the common stock, par value \$0.01 per share, of Ameristar Casinos, Inc., a Nevada corporation (the Company). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

ITEM 2. IDENTITY AND BACKGROUND.

The purpose of this amendment is to update the titles of the persons described in this Item 2. Item 2(c) of the Schedule 13D is hereby amended to include the following information:

On May 31, 2008, the Company's Board of Directors amended the Company's Bylaws to create the executive officer positions of Chairman of the Board, Vice Chairman of the Board and Chief Executive Officer. On that date, the Board of Directors elected Ray H. Neilsen as Chairman of the Board and Gordon R. Kanofsky as Chief Executive Officer and Vice Chairman of the Board. Mr. Neilsen had previously served as Co-Chairman of the Board and Senior Vice President of the Company, and Mr. Kanofsky had previously served as Co-Chairman of the Board and Executive Vice President of the Company.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the Schedule 13D is hereby amended to include the information set forth in Item 2(c) above, which is hereby incorporated by reference in response to this Item 4.

CUSIP NO. 03070Q101

SCHEDULE 13D/A

PAGE 6 OF 7 PAGES

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.

Dated: June 2, 2008

ESTATE OF CRAIG H. NEILSEN

By: /s/ RAY H. NEILSEN

Name: Ray H. Neilsen

Title: Co-Personal Representative

By: /s/ GORDON R. KANOFSKY

Name: Gordon R. Kanofsky

Title: Co-Personal Representative

/s/ RAY H. NEILSEN

RAY H. NEILSEN

/s/ GORDON R. KANOFSKY

GORDON R. KANOFSKY

CUSIP NO. 03070Q101

SCHEDULE 13D/A
EXHIBIT INDEX

PAGE 7 OF 7 PAGES

Exhibit No.

Description of Exhibit

- 1 Joint Filing Agreement, dated as of December 15, 2006, by and among the Estate of Craig H. Nielsen, Ray H. Nielsen and Gordon R. Kanofsky (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Estate of Craig H. Nielsen, Ray H. Nielsen and Gordon R. Kanofsky with the SEC on December 15, 2006).