

HOLMES MAX

Form 3

November 25, 2008

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *PLAINFIELD SPECIAL
SITUATIONS MASTER FUND
LTD.

(Last) (First) (Middle)

C/O PLAINFIELD ASSET
MANAGEMENT LLC, 55
RAILROAD AVENUE

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
11/24/20083. Issuer Name and Ticker or Trading Symbol
RIVIERA HOLDINGS CORP [RIV]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
____X____ 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⁾ 5Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Date3. 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	Â	Â X	Â	Â
PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â
HOLMES MAX C/O PLAINFIELD ASSET MANAGEMENT LLC 55 RAILROAD AVENUE GREENWICH, CT 06830	Â	Â X	Â	Â

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.

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Remarks:

*DulyÂ authorizedÂ pursuantÂ toÂ PowerÂ ofÂ Attorney,Â datedÂ FebruaryÂ 1,Â 2007,Â byÂ andÂ onÂ behalfÂ ofÂ Ma

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.