SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden hours per response: 0.5

1. Name and Addre Jones Robert	ss of Reporting Person McDonald	n*	2. Issuer Name and Ticker or Trading Symbol <u>Eldorado Resorts, Inc.</u> [ERI]	(Check	tionship of Reporting Perso all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify
(Last) 100 WEST LIB	(First) ERTY STREET, 11	(Middle) 1TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 03/15/2016	Х	below) Chief Financial (below)
(Street) RENO NV 89501 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing Form filed by One Repor Form filed by More than Person	ting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	03/15/2016		М		28,768	Α	(1)	28,768	D	
Common Stock	03/15/2016		М		38,836	Α	(1)	67,604	D	
Common Stock	03/15/2016		М		11,175	Α	(1)	78,779	D	
Common Stock	03/15/2016		F		21,548	D	\$10.18	57,231	D	

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Expiration		Expiration Da	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit	(1)	03/15/2016		М			28,768	(2)	(2)	Common Stock	28,768	\$0	50,011	D	
Restricted Stock Unit	(1)	03/15/2016		М			38,836	(2)	(2)	Common Stock	38,836	\$ <mark>0</mark>	11,175	D	
Restricted Stock Unit	(1)	03/15/2016		М			11,175	(2)	(2)	Common Stock	11,175	\$0	0	D	

Explanation of Responses:

1. Restricted stock units are settled for common stock on a one-for-one basis.

2. On January 23, 2015, the reporting person was granted 28,768 time based restricted stock units and 38,836 performance based restricted stock units and on January 22, 2016, the reporting person was granted 11,175 time based restricted stock units. All restricted stock units vested upon retirement on March 15, 2016.

<u>/s/ Anthor</u>	<u>1y L. (</u>	Carai	<u>10, by</u>	
power of	attorn	<u>ey</u>		
			_	

03/17/2016

Date

** Signature of Reporting Person

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

 \ast If the form is filed by more than one reporting person, see Instruction 4 (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).

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

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 Number.