# SEC Form 4

I

# 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 Address of Reporting Person <sup>*</sup> <u>Lepori Stephanie</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol Eldorado Resorts, Inc. [ ERI ]	(Check	tionship of Reporting Perse all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify				
(Last) 100 WEST L	Last) (First) (Middle) .00 WEST LIBERTY STREET 11TH FLOOR		3. Date of Earliest Transaction (Month/Day/Year) 01/01/2018	Х	below) Chief Accounting	below)				
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line)	idual or Joint/Group Filing	(Check Applicable				
RENO	NV	89501		X	Form filed by One Report	rting Person				
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting				
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									

### 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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock	01/01/2018		М		15,778	Α	\$31.65	15,778	D	
Common Stock	01/01/2018		F		4,511	D	\$31.65	11,267	D	

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

				-				-							
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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	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)	01/01/2018		М		15,778		(2)	(2)	Common Stock	15,778	\$0.00	0	D	
Restricted Stock Unit	(1)	11/15/2017		A		935		(3)	(3)	Common Stock	935	\$0.00	0	D	

#### Explanation of Responses:

1. Restricted stock units convert into common stock on a one-for-one basis.

2. Restricted Stock Units were awarded on 1/23/15 and vested on 1/1/18.

3. The restricted stock units were granted on November 15, 2017 pursuant to the 2015 Equity Incentive Plan. The restricted stock units will vest and become non-forfeitable upon the third anniversary of the date of grant, which will be November 15, 2020. The restricted stock units will settle in common stock upon vesting. Unvested restricted stock units will vest upon (x) the termination of employment if such termination is without cause, for good reason, or due to the death or the disability of the reporting person and (y) consummation of a change of control of Eldorado Resorts, Inc.

#### Remarks:

/s/ Anthony L. Carano, by

power of attorney

01/03/2018

Date

\*\* Signature of Reporting Person

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

\* 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.