SEC Form 4

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

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1. Name and Ad Carano Ar	ddress of Reporting F <u>nthony L.</u>	Person*	2. Issuer Name and Ticker or Trading Symbol <u>Eldorado Resorts, Inc.</u> [ERI]	(Check	tionship of Reporting Pe all applicable) Director Officer (give title	rson(s) to Issuer 10% Owner Other (specify	
(Last) 100 WEST I) (First) (Middle) WEST LIBERTY STREET		3. Date of Earliest Transaction (Month/Day/Year) 11/14/2017	X	below) Exec VP and	below)	
(Street) <u>RENO NV 89501</u> (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
		Table I - Non-Der	vative Securities Acquired, Disposed of, or Bene	icially	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)		4. Securities / Disposed Of (5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)

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

	(eigi, puis, bais, manano, 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)		5. Numl of Derivati Securiti Acquire (A) or Dispose of (D) (I 3, 4 and	ive ies ed ed nstr.	6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and of Securiti Underlying Derivative (Instr. 3 ar	ies g Security	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)	11/14/2017		Α		14,965		(2)	(2)	Common Stock	14,965	\$0.00	14,965	D	

Explanation of Responses:

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

2. The restricted stock units were granted on November 14, 2017 pursuant to the 2015 Equity Incentive Plan. The restricted stock units will vest and become non-forfeitable upon the first anniversary of the date of grant, which will be November 14, 2018. 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/ Anthon	<u>y L. C</u>	Caran	0

11/20/2017 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.