

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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
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1. Name and Address of Reporting Person* <u>Quatmann Edmund L Jr</u> (Last) (First) (Middle) C/O ELDORADO RESORTS, INC. 100 WEST LIBERTY STREET, 11TH FLOOR (Street) RENO NV 89501 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Eldorado Resorts, Inc. [ERI]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 05/01/2017	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	05/01/2017		A		33,031	A	(1)(2)(3)	33,031	D	
Common Stock	05/01/2017		M		4,285 ⁽⁴⁾	A	(1)(2)(3)	37,316	D	
Common Stock	05/01/2017		M		4,282 ⁽⁴⁾	A	(1)(2)(3)	41,598	D	
Common Stock	05/01/2017		F		2,249	D	\$19.05	39,349	D	
Common Stock	05/03/2017		M		4,287	A	(5)	43,634	D	
Common Stock	05/03/2017		M		8,565	A	(5)	52,199	D	
Common Stock	05/03/2017		M		6,490	A	(5)	58,689	D	
Common Stock	05/03/2017		M		20,572	A	(5)	79,261	D	
Common Stock	05/03/2017		M		20,555	A	(5)	99,815	D	
Common Stock	05/03/2017		M		10,383	A	(5)	110,199	D	
Common Stock	05/03/2017		F		30,638	D	\$19.3	79,561	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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
Employee Stock Option (right to buy)	\$9.08	05/01/2017		A		46,402		(6)	04/27/2002	Common Stock	46,402	(1)(2)(3)	46,402	D	
Employee Stock Option (right to buy)	\$8.96	05/01/2017		A		44,211		(7)	04/25/2023	Common Stock	44,211	(1)(2)(3)	44,211	D	
Employee Stock Option (right to buy)	\$15.61	05/01/2017		A		20,784		(8)	04/24/2024	Common Stock	20,784	(1)(2)(3)	20,784	D	
Restricted Stock Units	(5)	05/01/2017		A		8,572		(9)	(1)(2)(3)	Common Stock	8,572	(1)(2)(3)	8,572	D	
Restricted Stock Units	(5)	05/01/2017		A		12,847		(10)	(1)(2)(3)	Common Stock	12,847	(1)(2)(3)	12,847	D	
Restricted Stock Units	(5)	05/01/2017		A		6,490		(11)	(1)(2)(3)	Common Stock	6,490	(1)(2)(3)	6,490	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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 Units	(5)	05/01/2017		A		20,572		(12)	(1)(2)(3)	Common Stock	20,572	(1)(2)(3)	20,572	D	
Restricted Stock Units	(5)	05/01/2017		A		20,555		(13)	(1)(2)(3)	Common Stock	20,555	(1)(2)(3)	20,555	D	
Restricted Stock Units	(5)	05/01/2017		A		10,383		(14)	(1)(2)(3)	Common Stock	10,383	(1)(2)(3)	10,383	D	
Restricted Stock Units	(5)	05/01/2017		M			4,285	(15)	(1)(2)(3)	Common Stock	4,285	(1)(2)(3)	4,285	D	
Restricted Stock Units	(5)	05/03/2017		M			4,282	(16)	(1)(2)(3)	Common Stock	4,282	(1)(2)(3)	8,565	D	
Restricted Stock Units	(5)	05/03/2017		M			4,287	(9)	(9)	Common Stock	4,287	\$0.00	0	D	
Restricted Stock Units	(5)	05/03/2017		M			8,565	(10)	(10)	Common Stock	8,565	\$0.00	0	D	
Restricted Stock Units	(5)	05/03/2017		M			6,490	(11)	(11)	Common Stock	6,490	\$0.00	0	D	
Restricted Stock Units	(3)	05/03/2017		M			20,572	(12)	(12)	Common Stock	20,572	\$0.00	0	D	
Restricted Stock Units	(5)	05/03/2017		M			20,555	(13)	(13)	Common Stock	20,555	\$0.00	0	D	
Restricted Stock Units	(5)	05/03/2017		M			10,383	(14)	(14)	Common Stock	10,383	\$0.00	0	D	

Explanation of Responses:

- On May 1, 2017, pursuant to an Agreement and Plan of Merger (the "Merger Agreement"), dated September 19, 2016, among Eldorado Resorts, Inc. ("ERI"), Isle of Capri Casinos, Inc. ("Isle"), Eagle I Acquisition Corp. ("Merger Sub A") and Isle of Capri Casinos LLC (f/k/a Eagle II Acquisition Company LLC) ("Merger Sub B"), Merger Sub A merged with and into Isle (the "First Step Merger"), and immediately following the First Step Merger, Isle merged with and into Merger Sub B. At the effective time of the First Step Merger (the "Effective Time"), each outstanding share of Isle common stock was converted into the right to receive, at the election of the holder and subject to the proration and reallocation provisions of the Merger Agreement, either 1.638 shares of ERI common stock (with cash paid in lieu of fractional shares) or \$23.00 in cash.
- (Continued from footnote 1) (Continued from footnote 1) In connection with the Merger Agreement, the reporting person received the shares of ERI common stock reported above and \$426,949.00 in cash in exchange for 38,729 shares of Isle common stock. On May 1, 2017, the closing price of ERI's common stock was \$19.15 per share. In addition, at the Effective Time, (i) each outstanding option to acquire shares of Isle common stock, whether vested or unvested, was converted into an option or right to purchase shares a number of shares of ERI common stock equal to the number of shares of Isle common stock subject to such option multiplied by 1.638, at an exercise price equal to the exercise price of such option divided by 1.638, and otherwise on the same terms and conditions as were applicable to such option immediately prior to the Effective Time.
- (Continued from footnote 2) (ii) each outstanding Isle performance stock unit was converted into a time-based restricted stock unit in respect of shares of ERI common stock at the target level of performance, in an amount equal to the number of shares of Isle common stock subject to such performance stock unit multiplied by 1.638 shares of ERI common stock (with aggregated fractional shares rounded to the nearest whole share) and vesting at the end of the original performance period (subject to the participant's continued employment through such date), and (iii) each outstanding Isle restricted stock unit ("Isle RSUs"), was converted into a restricted stock unit in respect of shares of ERI common stock, in an amount equal to 1.638 shares of ERI common stock (with aggregated fractional shares rounded to the nearest whole share) on the same terms and conditions as were applicable to such performance stock unit immediately prior to the Effective Time.
- Represents shares of ERI common stock into which Isle RSUs that had vested at the Effective Time were converted at the Effective Time.
- Restricted stock units convert into common stock on a one-for-one basis.
- Stock options to purchase shares of Isle common stock were initially granted April 27, 2015 and vest ratably over five years beginning April 27, 2016.
- Stock options to purchase shares of Isle common stock were initially granted April 25, 2016 and vest ratably over five years beginning April 25, 2017.
- Stock options to purchase shares of Isle common stock were initially granted on April 24, 2017 and vest ratably over five years beginning on April 24, 2018.
- Isle RSUs were initially granted April 27, 2015 and vest ratably over three years beginning April 27, 2016. On May 3, 2017, ERI accelerated the unvested portion of the RSUs.
- Isle RSUs were initially granted April 25, 2016 and vest ratably over three years beginning April 25, 2017. On May 3, 2017, ERI accelerated the unvested portion of the RSUs.
- Isle RSUs were initially granted April 24, 2017 and vest ratably over three years beginning on April 24, 2018. On May 3, 2017, ERI accelerated the unvested portion of the RSUs.
- Isle RSUs were initially granted as performance stock units on April 27, 2015, but converted to time-based awards as of the Effective Time and vest on April 29, 2018. On May 3, 2017, ERI accelerated the unvested portion of the RSUs.
- Isle RSUs were initially granted as performance stock units on April 25, 2016, but converted to time-based awards as of the Effective Time and vest on April 28, 2019. On May 3, 2017, ERI accelerated the unvested portion of the RSUs.
- Isle RSUs were initially granted as performance stock units on April 24, 2017, but converted to time-based awards as of the Effective Time and vest on April 24, 2020. On May 3, 2017, ERI accelerated the unvested portion of the RSUs.
- Vested Isle RSUs initially granted on April 27, 2015.
- Vested Isle RSUs initially granted on April 25, 2016.

Remarks:

Executive Vice President, Chief Legal Officer and Secretary

/s/ Edmund L. Quatmann Jr. 05/03/2017

** Signature of Reporting Person Date

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.

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