## SEC Form 4

## FORM 4

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

OMB APPROVAL

	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
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### 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 Number: 3235-0287 Estimated average burden hours per response: 0.5

1. Name and Address of Reporting Person <sup>*</sup> Reeg Thomas			2. Issuer Name <b>and</b> Ticker or Trading Symbol Eldorado Resorts, Inc. [ERI]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)							
				X	Director Officer (give title	10% Owner						
(Last) 100 WEST	(First) LIBERTY STREJ	(Middle) ET 11TH FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 01/25/2019	X	below) Chief Executiv	Other (specify below) re Officer						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)								
RENO	NV	89501		X	Form filed by One Rep	5						
(City)	(State)	(Zip)	_		Form filed by More the Person	an One Reporting						
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		(1130.4)

# 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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		s 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)	01/25/2019		Α		59,044		(2)	(2)	Common Stock	59,044	\$0.00	59,044	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 January 25, 2019 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 January 25, 2022. 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:

<u>/s/ Anthony L. Carano, by</u> power of attorney

### 01/28/2019

\*\* 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.

Date