Instruction 1(b).

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT	OF CHANGES	IN BENEFICIAL	OWNERSHIP

	OMB APPROVAL								
	OMB Number:	3235-0287							
	Estimated average I	ourden							
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*													Relationship of Reporting Person(s) to Issuer (Check all applicable)							
Carano	Gary L.					uore	200	0011	2)					3	Directo	r		10% Ow	ner	
(Last) (First) (Middle)						Date of Earliest Transaction (Month/Day/Year)							_ >	Officer below)	(give title		Other (s below)	pecify		
100 WEST LIBERTY STREET 11TH FLOOR				02/	02/27/2020								Exec. Chairman of the Board							
(Street)					4. If	f Ame	ndment, [Date o	of Original F	iled	(Month/Da	ay/Year)		6. In		oint/Group	Filing	(Check App	olicable	
RENO	N	V	89501											3	X Form filed by One Reporting Person					
(City)	(Si	tate)	(Zip)			Form filed by More than Person							One Repor	ting						
		Tab	le I - Non	n-Deriva	ative	e Se	curities	s Ac	quired, [Dis	posed c	f, or Be	ene	ficiall	y Owned					
1. Title of Security (Instr. 3) 2. Transa Date (Month/L			Execution Date		Date,	Transaction Disposed Code (Instr. 5)			ties Acqui I Of (D) (In			5. Amour Securitie Beneficia Owned F Reported	es For (D) Following ed etion(s)		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
									Code	v	Amount	ınt (A) or P					Price	Transact (Instr. 3 a		
		-	Table II - I (uired, Di , options						Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution I if any (Month/Day	Date, Ti	1. Fransaction Code (Instr. 3)				6. Date Exercisa Expiration Date (Month/Day/Yea		of Securities		curity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)		
				Code	ode	v	(A)	(D)	Date Exercisable		Expiration Date	Title	or Nu of	umber						
Restricted	(1)	02/27/2020			Α		42,792		(2)	T	(2)	Common	42	2,792	\$0.00	42,792		D		

Explanation of Responses:

Remarks:

/s/ Anthony L. Carano, by 02/28/2020 power of attorney

** 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.

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.

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

^{2.} The restricted stock units were granted on January 26, 2018 pursuant to the 2015 Equity Incentive Plan, subject to achievement of specified performance objectives which were satisfied on February 26, 2020. The restricted stock units will vest and become non-forfeitable on January 1, 2021. 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.