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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	ddress of Reporting	Person*	2. Issuer Name and Ticker or Trading Symbol Eldorado Resorts, Inc. [ERI]		tionship of Reporting Per all applicable)	rson(s) to Issuer		
Reeg Thor	<u>liids</u>			X	Director	10% Owner		
(Last) (First) (Middle) 100 WEST LIBERTY STREET 11TH FLOOR			3. Date of Earliest Transaction (Month/Day/Year) 02/27/2020	X	Officer (give title below) Chief Executive	Other (specify below) e 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	oorting Person		
(City)	(State)	(Zip)			Form filed by More than One Reporting Person			
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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)	Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	(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)

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)		on 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)	02/27/2020		Α		25,877		(2)	(2)	Common Stock	25,877	\$0.00	25,877	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 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.

Remarks:

/s/ Anthony L. Carano, by power of attorney

02/28/2020

** 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