

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>Carano Gary L.</u> (Last) (First) (Middle) <u>C/O ELDORADO RESORTS, INC.</u> <u>100 WEST LIBERTY STREET, 11TH FLOOR</u> (Street) <u>RENO NV 89501</u> (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/19/2014</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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, par value \$0.00001	09/19/2014		A		10,892,847	A	(1)	10,892,847	I	See Footnote(2)
Common Stock, par value \$0.00001	09/19/2014		A		81,030	A	(3)	81,030	I	By Gary L. Carano S Corporation Trust
Common Stock, par value \$0.00001	09/19/2014		A		1,215,448	A	(4)	1,215,448	I	See Footnote(5)

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					

Explanation of Responses:

- 10,892,847 shares of the issuer's Common Stock, par value \$0.00001 per share ("Common Stock") were received by Recreational Enterprises, Inc. ("REI") in exchange for REI's membership interest in Eldorado HoldCo LLC ("HoldCo") as consideration for the merger of Eclair Acquisition Company, LLC, a wholly-owned subsidiary of the issuer ("Merger Sub"), with and into HoldCo.
- These shares are owned directly by REI. The reporting person has a direct ownership interest in REI and an indirect ownership interest in REI through the Gary L. Carano S Corporation Trust ("S Corporation Trust") and the Gary L. Carano Qualified S Corporation Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- 81,030 shares of the issuer's Common Stock were received by the S Corporation Trust in exchange for the S Corporation Trust's membership interest in HoldCo as consideration for the merger of Merger Sub with and into HoldCo.
- 1,215,448 shares of the issuer's Common Stock were received by Hotel Casino Realty Investments, Inc. ("HCRI") in exchange for HCRI's membership interest in HoldCo as consideration for the merger of Merger Sub with and into HoldCo.
- These shares are owned directly by HCRI. The reporting person is an indirect beneficial owner of interests held in HCRI by the S Corporation Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.

Anthony L. Carano, by power of attorney 09/19/2014

** 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.