
Section 1: SC 13D/A (SC 13D/A)

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934*
(Amendment No. 5)*

Eldorado Resorts, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

28470R102
(CUSIP Number)

Recreational Enterprises, Inc.
P.O. Box 2540
100 West Liberty Street, Suite 1150
Reno, Nevada, 89501
(775) 328-0102

with a copy to:

Deborah R. Conrad
Milbank LLP
2029 Century Park East, Floor 33
Los Angeles, California 90067
(424) 386-4000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 17, 2020
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act

(however, see the Notes).

SCHEDULE 13D

CUSIP No. 28470R102

1	NAME OF REPORTING PERSON Recreational Enterprises, Inc.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 8,775,867
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 8,775,867
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,775,867	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.28% (1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) CO	

(1) Calculated based on a total of 77,796,891 shares of common stock (“Common Stock”) of Eldorado Resorts, Inc. (“ERI” or “Issuer”) outstanding as of February 24, 2020, according to information filed by the Issuer on February 28, 2020.

SCHEDULE 13D

CUSIP No. 28470R102

1	NAME OF REPORTING PERSON Donald L. Carano Family Trust	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (See Item 3)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Nevada	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 8,775,867
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 8,775,867
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,775,867	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.28% (1)	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) OO	

(1) Calculated based on a total 77,796,891 shares of Common Stock outstanding as of February 24, 2020, according to information filed by the Issuer on February 28, 2020.

Item 1. Security and Issuer

Recreational Enterprises, Inc., a Nevada corporation (“REI”), Donald L. Carano Family Trust (the “Trust”) and Donald L. Carano (together with REI and the Trust, the “Reporting Persons”) initially filed this Schedule 13D on September 19, 2014, as amended by Amendment No. 1 to Schedule 13D filed on September 22, 2016, Amendment No. 2 to Schedule 13D filed on October 13, 2017, Amendment No. 3 to Schedule 13D filed on November 20, 2017 and Amendment No. 4 to Schedule 13D filed on June 24, 2019 (collectively, the “Schedule 13D”). The purpose of this Amendment No. 5 is to amend and supplement the Schedule 13D with respect to shares of common stock, par value \$0.00001 per share (the “Common Stock”), of Eldorado Resorts, Inc., a Nevada corporation (“ERI” or the “Issuer”). Other information regarding the Reporting Persons and their purchases of the Issuer’s common stock remain true and correct and can be found in the Schedule 13D incorporated herein by this reference.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended to add the following supplemental information:

The name, business address, present principal occupation or employment and citizenship of each executive officer and director of REI and the name, principal business and address of any corporation or other organization in which such employment is conducted is set forth in Schedule I hereto.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended by adding to the end of Item 4 the following:

As previously disclosed, REI pledged 3,800,000 shares of Common Stock as collateral to secure its obligations under a margin loan agreement with a third party commercial bank. On March 17, 2020, 2,354,000 pledged shares of Common Stock were sold for an average price of \$11.674 per share on the open market by the third party commercial bank as a result of an unmet margin call under such loan. Approximately \$1.1 million remains payable under the margin loan. REI expects that such portion of the remaining 1,446,000 pledged shares as is necessary to satisfy the remaining \$1.1 million of obligations will be sold on March 18, 2020, at which time the obligations under the margin loan will be satisfied and no shares of Common Stock will be subject to a pledge.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is amended to read as follows:

(a) and (b) As of the date hereof, REI owns beneficially 8,775,867 shares of Common Stock, representing approximately 11.28% of the outstanding Common Stock of the Issuer (based on a total of 77,796,891 shares of Common Stock outstanding as of February 24, 2020, according to information filed by ERI on February 28, 2020).

As of the date hereof, the Trust, which holds a direct ownership interest in REI, had shared voting and dispositive power with respect to all 8,775,867 shares of Common Stock owned beneficially by REI, representing approximately 11.28% of the outstanding Common Stock of the Issuer.

(c) Except as described in Item 3 above, no Reporting Person has effected any transaction in the Common Stock during the past 60 days.

(d) To the extent that REI determines to make a dividend, including from the proceeds of the sale of shares of Common Stock owned directly by REI, the Trust and the other shareholders of REI have the right to receive a portion of such dividends based on their percentage ownership of REI.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is amended to add the following supplemental information:

In addition, REI has a remaining 1,446,000 shares of Common Stock pledged as collateral security under a margin loan agreement with a third party commercial bank. Other than upon the occurrence, if any, of certain types of default under the revolving line of credit, REI retains the right to vote and dispose of the shares subject to the pledge.

Except as set forth above, none of the Reporting Persons has any contract, arrangement, understanding or relationship (legal or otherwise) with any person with respect to any securities of the Issuer.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned, severally and not jointly, certifies that the information set forth in this statement is true, complete and correct.

Dated: March 17, 2020

Recreational Enterprises, Inc.

By: /s/ Gary L. Carano
Name: Gary L. Carano
Title: Vice President & Director

Donald L. Carano Family Trust

By: /s/ Gary L. Carano
Name: Gary L. Carano
Title: Trustee

SCHEDULE I

Directors and Executive Officers of Recreational Enterprises, Inc.

The following table sets forth the name, business address and present principal occupation or employment of each director and executive officer of Recreational Enterprises, Inc. ("REI"). Each such person is a U.S. citizen, and, unless otherwise noted, the business address of each such person is 100 West Liberty Street, 11th Floor, Reno Nevada 89501.

<u>Name</u>	<u>Present Principal Occupation</u>
Gary L. Carano Director and Vice President	Vice President, REI Executive Chairman of the Board, Eldorado Resorts, Inc. ("ERI"). The address of ERI is 100 West Liberty Street, Suite 1150, Reno, Nevada 89501.
Gene R. Carano Director, Secretary and Treasurer	Secretary, Treasurer, REI
Thomas R. Reeg Director	Director, REI Chief Executive Officer and Director, ERI

[Form 13D - Schedule I]

[\(Back To Top\)](#)