

W2007 FINANCE SUB, LLC
 Form 3
 October 30, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|---|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GOLDMAN SACHS GROUP INC | | | (Month/Day/Year) | GOLDEN ENTERTAINMENT, INC. [GDEN] | |
| (Last) | (First) | (Middle) | 10/20/2017 | | |
| 200 WEST STREET | | | 4. Relationship of Reporting Person(s) to Issuer | | |
| (Street) | | | (Check all applicable) | | |
| NEW YORK, Â NY Â 10282 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|
| Common Stock, par value \$0.01 per share | 4,050,104 | I | See footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

| Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|---------------------|--------------------|----------------------------------|----------------------------------|
|---------------------|--------------------|----------------------------------|----------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GOLDMAN SACHS GROUP INC 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| GOLDMAN SACHS & CO. LLC 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| WH ADVISORS, L.L.C. 2007 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| Whitehall Street Global Real Estate Limited Partnership 2007 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| W2007 FINANCE SUB, LLC 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |
| W2007/ACEP HOLDINGS, LLC 200 WEST STREET NEW YORK, NY 10282 | Â | Â X | Â | Â |

Signatures

/s/ Yvette Kotic,
Attorney-in-fact 10/30/2017

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 10/30/2017

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/s/ Yvette Kotic,
Attorney-in-fact 10/30/2017

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/s/ Yvette Kotic,
Attorney-in-fact 10/30/2017

__Signature of Reporting Person Date

/s/ Yvette Kotic,
Attorney-in-fact 10/30/2017

__Signature of Reporting Person Date

10/30/2017

/s/ Yvette Kotic,
Attorney-in-fact

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

This statement is being filed by The Goldman Sachs Group, Inc. ("GS Group"), Goldman Sachs & Co. LLC ("Goldman Sachs"), WH Advisors, L.L.C. 2007 ("WH Advisors"), Whitehall Street Global Real Estate Limited Partnership 2007 ("Whitehall"), W2007 Finance

- (1) Sub, LLC ("Finance") and W2007/ACEP Holdings, LLC ("Holdco," and together with WH Advisors, Whitehall and Finance, the "GS Investing Entities"). GS Group, Goldman Sachs, WH Advisors, Whitehall, Finance and Holdco are defined collectively, as the "Reporting Persons."

GS Group, Goldman Sachs, WH Advisors, Whitehall and Finance may be deemed to beneficially own indirectly 4,046,494 shares of common stock, par value \$0.01 per share (the "Common Stock") of Golden Entertainment, Inc. (the "Issuer") by reason of the direct

- (2) beneficial ownership of such shares by Holdco. Affiliates of GS Group are the general partner, managing general partner or other manager of the GS Investing Entities. Goldman Sachs is an investment manager of certain of the GS Investing Entities. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 3,610 shares of Common Stock and Goldman Sachs also had open short positions of 33,286 shares of Common Stock.

The Reporting Persons disclaim beneficial ownership of all shares of Common Stock in excess of their pecuniary interest, if any, and this

- (3) report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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