

TRUMP HOTELS & CASINO RESORTS INC
Form SC 13D/A
April 25, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDED THERE TO FILED PURSUANT TO RULE 13d-2(a)

(Amendment No. 8)*

TRUMP HOTELS & CASINO RESORTS, INC.

(Name of Issuer)

COMMON STOCK, par value \$.01 per share

(Title of Class of Securities)

898168 10 9

(CUSIP Number)

Robert M. Pickus
Executive Vice President and Secretary

Trump Hotels & Casino Resorts, Inc. 1000 Boardwalk at Virginia Avenue Atlantic
City, New Jersey 08401 (609) 449-5570

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

April 24, 2002

(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 Rule 13d-1(e), 13d-1(f) or 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 13d-7(b) for other
parties to whom copies are to be sent.

(Page 1 of 7 Pages)

*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, as amended ("Act"), or otherwise subject to the liabilities of that

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section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

 CUSIP No. 898168 10 9

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 1 Names of Reporting Persons
 I.R.S. Identification Nos. of Above Persons (entities only)

DONALD J. TRUMP

 2 Check the Appropriate Box if a Member of a Group (a) []
 (b) [X]

3 SEC Use Only

 4 Source of Funds (See Instructions)

PF

 5 Check if Disclosure of Legal Proceeding is Required Pursuant to
 Items 2(d) or 2(e) []

6 Citizenship or Place of Organization

UNITED STATES

NUMBER OF SHARES	7	Sole Voting Power	
BENEFICIALLY OWNED			
BY EACH REPORTING			13,394,941
PERSON WITH			
	8	Shared Voting Power	
			3,618,267
	9	Sole Dispositive Power	
			13,394,941
	10	Shared Dispositive Power	
			3,618,267

 11 Aggregate Amount Beneficially Owned by Each Reporting Person

17,013,208

 12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
 (See Instructions) []

13 Percent of Class Represented by Amount in Row (11)

45.66%

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14 Type of Reporting Person (See Instructions)

IN

SCHEDULE 13D

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1 Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

TRUMP CASINOS, INC.

2 Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if Disclosure of Legal Proceeding is Required Pursuant to
Items 2(d) or 2(e) []

6 Citizenship or Place of Organization

NEW JERSEY

NUMBER OF SHARES	7	Sole Voting Power	
BENEFICIALLY OWNED			
BY EACH REPORTING			0
PERSON WITH			
	8	Shared Voting Power	
			1,407,017
	9	Sole Dispositive Power	
			0
	10	Shared Dispositive Power	
			1,407,017

11 Aggregate Amount Beneficially Owned by Each Reporting Person

1,407,017

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13 Percent of Class Represented by Amount in Row (11)

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6.01%

14 Type of Reporting Person (See Instructions)

CO

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1 Names of Reporting Persons
I.R.S. Identification Nos. of Above Persons (entities only)

TRUMP CASINOS II, INC.

2 Check the Appropriate Box if a Member of a Group (a) []
(b) [X]

3 SEC Use Only

4 Source of Funds (See Instructions)

OO

5 Check if Disclosure of Legal Proceeding is Required Pursuant to
Items 2(d) or 2(e) []

6 Citizenship or Place of Organization

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	Sole Voting Power	0
	8	Shared Voting Power	2,211,250
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power	2,211,250

11 Aggregate Amount Beneficially Owned by Each Reporting Person

2,211,250

12 Check if the Aggregate Amount in Row (11) Excludes Certain Shares
(See Instructions) []

13 Percent of Class Represented by Amount in Row (11)

9.13%

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14 Type of Reporting Person (See Instructions)

CO

This Amendment No. 8 amends Amendment No. 7 filed by the Reporting Persons with the Securities and Exchange Commission on August 10, 2001, and is being filed pursuant to Rule 13d-2(a) under the Act. Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in Amendment No. 7.

1. Item 5 is hereby amended by deleting the second full paragraph of Item 5 and replacing it with the following paragraph:

As of April 24, 2002, there were 22,010,027 shares of common stock, par value \$.01 per share (the "Common Stock"), of the Company outstanding (the "Outstanding Shares").

2. Item 5 is further amended by deleting the table set forth immediately after the second full paragraph of Item 5 and replacing it with the new table:

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Reporting Person	Number of Shares with Sole Power to Vote	Number of Shares with Shared Power to Vote	Number of Shares with Sole Power to Dispose	Number of Shares with Shared Power to Dispose	Agg of Ben
Donald J. Trump	13,394,941 (2)	3,618,267 (3)	13,394,941 (2)	3,618,267 (3)	17,
Trump Casinos, Inc.	0	1,407,017 (5)	0	1,407,017 (5)	
Trump Casinos II, Inc.	0	2,211,250 (7)	0	2,211,250 (7)	

Reporting Person	Adjusted Number of Shares Outstanding (1)	Percent of Shares Beneficially Owned (1)
Donald J. Trump	37,262,085 (4)	45.66%
Trump Casinos, Inc.	23,417,044 (6)	6.01%

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Trump Casinos II, 24,221,277 (8) 9.13%
Inc.

- (1) Pursuant to Rule 13d-3 promulgated under the Act, any securities not outstanding which are subject to options, warrants, rights or conversion privileges exercisable within 60 days are deemed to be outstanding for purposes of computing the percentage of outstanding securities of the class owned by such person but are not deemed to be outstanding for the purposes of computing the percentage of any other person.
- (2) Consists of (i) 1,761,000 shares of Common Stock held directly by Mr. Trump, (ii) 150 shares of Common Stock held indirectly by Mr. Trump as custodian for his children, (iii) 500,000 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$4.625 per share, (iv) 333,334 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$2.625 per share, (v) 333,334 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$2.20 per share, (vi) 166,667 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$2.75 per share and (vii) 10,300,456 shares of Common Stock issuable upon the conversion of limited partnership interests of Trump Hotels & Casino Resorts Holdings, L.P., a Delaware limited partnership ("THCR Holdings") of which Mr. Trump is a limited partner (the "Trump Conversion Shares").
- (3) Consists of (i) 1,407,017 shares of Common Stock issuable upon the conversion of limited partnership interests of THCR Holdings held by Trump Casinos, Inc., a New Jersey corporation ("TCI") of which Mr. Trump owns 100% (the "TCI Conversion Shares"), and (ii) 2,211,250 shares of Common Stock issuable upon the conversion of limited partnership interests of THCR Holdings held by Trump Casinos II, Inc., a Delaware corporation ("TCI-II") of which Mr. Trump owns 100% ("TCI-II Conversion Shares").
- (4) Consists of (i) the Outstanding Shares, (ii) 500,000 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$4.625 per share, (iii) 333,334 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of

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\$2.625 per share, (iv) 333,334 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$2.20 per share, (v) 166,667 shares of Common Stock issuable upon the exercise of options currently exercisable at an exercise price of \$2.75 per share, (vi) the Trump Conversion Shares, (vii) the TCI Conversion Shares and (viii) the TCI-II Conversion Shares.

- (5) Consists of the TCI Conversion Shares.
- (6) Consists of the (i) Outstanding Shares and (ii) TCI Conversion Shares.
- (7) Consists of the TCI-II Conversion Shares.
- (8) Consists of the (i) Outstanding Shares and (ii) TCI-II Conversion Shares.

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After reasonable inquiry and to the best knowledge and belief of the undersigned, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: April 25, 2002

/S/ DONALD J. TRUMP

Donald J. Trump

TRUMP CASINOS, INC.

By:

/S/ DONALD J. TRUMP

Name: Donald J. Trump
Title: Sole Director, President and
Treasurer

TRUMP CASINOS II, INC.

By: /S/ DONALD J. TRUMP

Name: Donald J. Trump
Title: Sole Director, President and
Treasurer

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