

W2007 FINANCE SUB, LLC
 Form 4
 January 25, 2018

FORM 4

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

OMB APPROVAL

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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 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 *
GOLDMAN SACHS GROUP INC

2. Issuer Name and Ticker or Trading Symbol
GOLDEN ENTERTAINMENT, INC. [GDEN]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 200 WEST STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/23/2018

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10282
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/23/2018 | | S | | 4,046,494 | D | \$ 26.635 (2) |
| | | | | | 80,163 | I | (3) |

See footnotes (1) (2) (3) (4)

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

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SEC 1474 (9-02)

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

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| 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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

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

Signatures

/s/ Yvette Kusic,
Attorney-in-fact 01/25/2018

__Signature of Reporting Person Date

/s/ Yvette Kusic,
Attorney-in-fact 01/25/2018

__Signature of Reporting Person Date

/s/ Yvette Kosic,
Attorney-in-fact 01/25/2018

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/s/ Yvette Kosic,
Attorney-in-fact 01/25/2018

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/s/ Yvette Kosic,
Attorney-in-fact 01/25/2018

__Signature of Reporting Person Date

/s/ Yvette Kosic,
Attorney-in-fact 01/25/2018

__Signature of Reporting Person Date

Explanation of Responses:

* 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).

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."

(2) Pursuant to an underwriting agreement, dated January 18, 2018 (the "Underwriting Agreement"), and in connection with the registered public offering of shares of common stock, par value \$0.01 per share (the "Common Stock"), of Golden Entertainment, Inc., pursuant to the final prospectus supplement dated January 18, 2018, which offering was consummated on January 23, 2018 (the "Registered Public Offering"), the underwriters purchased and Holdco, as a selling stockholder, sold 4,046,494 shares of Common Stock.

(3) Goldman Sachs beneficially owns directly and GS Group may be deemed to beneficially own indirectly 80,163 shares of Common Stock and Goldman Sachs also has open short positions of 32,182 shares of Common Stock, reflecting changes due to exempt transactions. 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.

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