

# NEVADA GOLD & CASINOS INC

Filed by  
**OCHO INVESTMENTS LLC**

## **FORM SC 13G/A** (Amended Statement of Ownership)

Filed 02/09/17

Address	133 E. WARM SPRINGS ROAD SUITE 102 LAS VEGAS, NV 89119
Telephone	(702) 685-1000
CIK	0000277058
Symbol	UWN
SIC Code	7990 - Miscellaneous Amusement And Recreation
Industry	Casinos & Gaming
Sector	Consumer Cyclical
Fiscal Year	04/24

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)\*

Nevada Gold & Casinos, Inc.  
(Name of Issuer)

Common Stock, \$0.12 par value per share  
(Title of Class of Securities)

64126Q206  
(CUSIP Number)

12/31/2016  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this  
Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\*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 the disclosures provided in a prior cover page.

The information required in 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).

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1 **Names of Reporting Persons**

Ocho Investments LLC

2 **Check the appropriate box if a member of a Group (see instructions)**

- (a)   
(b)

3 **Sec Use Only**

4 **Citizenship or Place of Organization**

Delaware

**Number of Shares Beneficially Owned by Each Reporting Person With:**

5 **Sole Voting Power**  
1,504,389

6 **Shared Voting Power**  
0

7 **Sole Dispositive Power**  
1,504,389

8 **Shared Dispositive Power**  
0

9 **Aggregate Amount Beneficially Owned by Each Reporting Person**

1,504,389

10 **Check box if the aggregate amount in row (9) excludes certain shares  
(See Instructions)**

11 **Percent of class represented by amount in row (9)**

8.5%

12 **Type of Reporting Person (See Instructions)**

OO (Limited Liability Company)

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1 **Names of Reporting Persons**

Andris Upitis

2 **Check the appropriate box if a member of a Group (see instructions)**

- (a)   
(b)

3 **Sec Use Only**

4 **Citizenship or Place of Organization**

Number of Shares Beneficially Owned by Each Reporting Person With:

- 5 Sole Voting Power  
1,504,389
- 6 Shared Voting Power  
0
- 7 Sole Dispositive Power  
1,504,389
- 8 Shared Dispositive Power  
0
- 9 Aggregate Amount Beneficially Owned by Each Reporting Person  
1,504,389
- 10 Check box if the aggregate amount in row (9) excludes certain shares  
(See Instructions)  
[ ]
- 11 Percent of class represented by amount in row (9)  
8.5%
- 12 Type of Reporting Person (See Instructions)  
IN, HC

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Item 1.

(a) Name of Issuer:

Nevada Gold & Casinos, Inc.

(b) Address of Issuer's Principal Executive Offices:

133 E. Warm Springs Road, Suite 102, Las Vegas Nevada 89119

Item 2.

(a) Name of Person Filing:

- (1) Ocho Investments LLC, with respect to the shares of Common Stock directly held by it; and
- (2) Andris Upitis, as the sole manager and member of Ocho Investments LLC, with respect to the shares of Common Stock held by Ocho Investments LLC.

(b) Address of Principal Business Office or, if None, Residence:

5170 Howards Point Road, Excelsior, Minnesota 55331

(c) Citizenship:

- (1) Ocho Investments LLC is a Delaware limited liability company.
- (2) Andris Upitis is a United States citizen.

(d) Title and Class of Securities:

Common Stock, \$0.12 par value per share

(e) CUSIP No.:

64126Q206

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Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:  
Not Applicable

- (a)  Broker or dealer registered under Section 15 of the Act;
- (b)  Bank as defined in Section 3(a)(6) of the Act;
- (c)  Insurance company as defined in Section 3(a)(19) of the Act;
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940;
- (e)  An investment adviser in accordance with Rule

13d-1(b)(1)(ii)(E);

- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940;
- (j)  A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k)  Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

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**Item 4. Ownership**

The information required by Items 4(a) - (c) is set forth in Rows (5) - (11) of the cover page for each Reporting Person hereto and is incorporated herein by reference for each such Reporting Person.

The percentages set forth in this Schedule 13G are calculated based upon an aggregate of 17,798,356 common shares reported to be outstanding as of September 1, 2016, as disclosed in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended on October 31, 2016 filed on December 15, 2016.

- (a) **Amount Beneficially Owned:**
- (b) **Percent of Class:**
- (c) **Number of shares as to which such person has:**
  - (i) **Sole power to vote or to direct the vote:**
  - (ii) **Shared power to vote or to direct the vote:**
  - (iii) **Sole power to dispose or to direct the disposition of:**
  - (iv) **Shared power to dispose or to direct the disposition of:**

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [ ].

**Item 6. Ownership of more than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and classification of the subsidiary which acquired the security being reported on by the parent holding company or control person.**

Not Applicable

**Item 8. Identification and classification of members of the group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Section 240.14a-11.

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**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2017

OCHO INVESTMENTS LLC

By: /s/ Andris Upitis  
Name: Andris Upitis  
Title: Manager

By: /s/ Andris Upitis  
Name: Andris Upitis

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**JOINT FILING AGREEMENT**

The undersigned agree that the statement on Schedule 13G with respect to the Common Stock of Nevada Gold & Casinos, Inc., dated as of February 9, 2017, is, and any amendments thereto (including amendments on Schedule 13D) signed by each of the undersigned shall be, filed on behalf of each of them pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: February 9, 2017

OCHO INVESTMENTS LLC

By: /s/ Andris Upitis  
Name: Andris Upitis  
Title: Manager

By: /s/ Andris Upitis  
Name: Andris Upitis