

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

**FORM SB-2  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**Full House Resorts, Inc.**

(Name of Small Business Issuer as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**7990**  
(Primary Standard Industrial  
Classification Code Number)

**13-3391527**  
(I.R.S. Employer  
Identification Number)

**4670 S. Fort Apache Road  
Suite 190  
Las Vegas, Nevada 89147  
(702) 221-7800**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Andre M. Hilliou  
Chief Executive Officer  
4670 S. Fort Apache Road  
Suite 190  
Las Vegas, Nevada 89197  
(702) 221-7800**

(Name, Address Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

**Michele Keusch, Esq.  
Greenberg Traurig, PA  
1221 Brickell Avenue  
Miami, Florida 33131  
(305) 579-0500**

**S. Jason Nabors, Esq.  
Matthew T. Franklin, Esq.  
Haskell Slaughter Young & Rediker, LLC  
1400 Park Place Tower  
2001 Park Place North  
Birmingham, Alabama 35203  
(205) 251-1000**

Approximate Date of Proposed Sale to Public: As soon as practicable after the effective date of the Registration Statement.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-136341

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)(3)	Amount of Registration Fee (4)
Common Stock, \$.0001 par value per share	200,000	\$3.25	\$650,000	\$70

- (1) Represents only the additional number of shares being registered. Does not include the securities that the Registrant previously registered on the Registration Statement on Form SB-2 (File No. 333-136341).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Section 6(b) of the Securities Act and computed pursuant to Rule 457(a) promulgated under the Securities Act.
- (3) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form SB-2 (File No. 333-136341), as amended, is hereby registered.

- (4) Represents the registration fee only for the additional number of shares being registered. A filing fee of \$2,550.00 was previously paid for the securities that the Registrant previously registered on the Registration Statement on Form SB-2 (File No. 333-136341).

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE  
SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE  
SECURITIES ACT OF 1933, AS AMENDED.**

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**EXPLANATORY NOTE**

We are filing this registration statement with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the public offering of securities contemplated by the registration statement on Form SB-2 (File No. 333-136341), originally filed by us with the Securities and Exchange Commission on August 4, 2006, and subsequently amended, and includes the registration statement facing page, this page, the signature page, an exhibit index and exhibits. It is being filed for the sole purpose of registering an additional 200,000 shares of common stock pursuant to Rule 462(b), and these additional shares do not represent more than 20% of the maximum aggregate offering price set forth for each class of securities in the "Calculation of Registration Fee" table in the registration statement on Form SB-2 (File No. 333-136341), as subsequently amended. The information set forth in the registration statement on Form SB-2 (File No. 333-136341), as subsequently amended, is incorporated by reference herein. The required opinions and consents are listed on the exhibit index attached hereto and filed herewith.

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**PART II**  
**INFORMATION NOT REQUIRED IN PROSPECTUS**

**Item 27. Exhibits.**

<u>Exhibit Number</u>	<u>Description of Document</u>
5.1	Opinion of Greenberg Traurig, P.A.
23.1	Consent of Greenberg Traurig, P.A. (included in Exhibit 5.1)
23.2	Consent of Piercy, Bowler, Taylor & Kern, Certified Public Accountants and Business Advisors, a Professional Corporation
24.1*	Powers of Attorney of the directors and officers of the registrant

\* Previously filed with the Commission in connection with the Registration Statement on Form SB-2 (File No. 333-136341) originally filed on August 4, 2006 and subsequently amended, and incorporated herein by reference.

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**SIGNATURES**

In accordance with the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form SB-2 and authorized this Registration Statement to be signed on its behalf by the undersigned, in the city of Las Vegas, state of Nevada, on December 19, 2006.

FULL HOUSE RESORTS, INC.

Date: December 19, 2006

By: /s/ Andre M. Hilliou  
Andre M. Hilliou, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Name and Capacity</u>	<u>Date</u>
<u>J. Michael Paulson, Chairman of the Board</u>	December , 2006
<u>/s/ Andre M. Hilliou</u> Andre M. Hilliou, Chief Executive Officer and Director (Principal Executive Officer)	December 19, 2006
<u>**</u> Lee A. Iacocca, Director	December 19, 2006
<u>William P. McComas, Director</u>	December , 2006
<u>**</u> Carl G. Braunlich, Director	December 19, 2006
<u>**</u> Mark J. Miller, Director	December 19, 2006
<u>/s/ James Meier</u> James Meier, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	December 19, 2006
<u>**By: /s/ Andre M. Hilliou</u> Andre M. Hilliou Attorney-in-fact	

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**EXHIBIT INDEX**

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## FORM OF OPINION OF GREENBERG TRAURIG, P.A.

December 19, 2006

Full House Resorts, Inc.  
4670 S. Fort Apache Road  
Suite 190  
Las Vegas, Nevada 89147

Ladies and Gentlemen:

We are acting as counsel to Full House Resorts, Inc., a Delaware corporation (the "Company"), in connection with the filing with the Securities and Exchange Commission (the "Commission"), under the Securities Act of 1933, as amended (the "Act"), the Registration Statement on Form SB-2 filed with the Commission on December 19, 2006 under Rule 462(b) promulgated under the Act (the "Registration Statement"), relating to the offer and sale pursuant to the Registration Statement of up to 200,000 shares of Common Stock, par value \$0.0001 per share of the Company (the "Common Stock"). The Shares are to be sold pursuant to an underwriting agreement to be entered into by and between the Company and Sterne, Agee & Leach, Inc. (in the form filed as Exhibit 1.1 to Amendment No. 2 to the Registration Statement on Form SB-2 (File No. 333-136341), the "Underwriting Agreement").

In connection with the preparation of the Registration Statement and this opinion letter, we have examined, considered and relied upon the following documents (collectively, the "Documents"): (1) the Registration Statement, (2) the Company's Amended and Restated Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware, (3) the Company's By-laws, (4) resolutions of the Board of Directors of the Company, and (5) such other documents and matters of law as we have considered necessary or appropriate for the expression of the opinions contained herein.

In rendering the opinions set forth below, we have assumed without investigation the genuineness of all signatures and the authenticity of all Documents submitted to us as originals, the conformity to authentic original documents of all Documents submitted to us as copies, and the veracity of the Documents. As to questions of fact material to the opinions hereinafter expressed, we have relied upon the Documents.

Based solely upon and subject to the Documents, and subject to the qualifications set forth below, we are of the opinion that the Shares have been duly authorized and the Shares will be validly issued, fully paid and non-assessable when the Shares have been issued and sold by the Company and the Company has received the purchase price therefor in accordance with the terms of the Underwriting Agreement.

Our opinion expressed above is limited to the General Corporation Law of the State of Delaware. Our opinion is rendered only with respect to the laws, and the rules, regulations and orders thereunder, which are currently in effect.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters" in the prospectus contained in the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required by Section 7 of the Act, and the rules and regulations thereunder.

Very truly yours,

GREENBERG TRAURIG, P.A.

By: /s/ Michele L. Keusch  
Michele L. Keusch

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors  
Full House Resorts, Inc.  
Las Vegas, Nevada

We consent to use in this Registration Statement on Form SB-2 of our reports dated March 21, 2006 (except for Notes 2, 3 and 13, as to which the date is April 12, 2006 and Note 13, as to which the date is June 1, 2006), relating to the consolidated financial statements of Full House Resorts, Inc. and July 18, 2006, relating to Stockman's Casino, Inc., respectively, as of and for the years ended December 31, 2005 and 2004. We also consent to the reference to our Firm under the caption "Experts" in the Prospectus.

/s/ Piercy Bowler Taylor & Kern

Piercy, Bowler, Taylor & Kern  
Certified Public Accountants and Business Advisors  
A Professional Corporation  
Las Vegas, Nevada

December 18, 2006