

|  |           |
|--|-----------|
| <b>OMB APPROVAL</b>                          |           |
| OMB Number:                                  | 3235-0104 |
| Estimated average burden hours per response: | 0.5       |

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |   |
|---|--|---|---|
| 1. Name and Address of Reporting Person *<br><u>Hercules Topco LLC</u><br><br>(Last) (First) (Middle)<br><u>C/O GENTING MALAYSIA BERHAD</u><br><u>24TH FLOOR, WISMA GENTING, JALAN SULTAN</u><br><br>(Street)<br><u>KUALA LUMPUR N8 50250</u><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year)<br><u>11/15/2019</u> | 3. Issuer Name and Ticker or Trading Symbol<br><u>EMPIRE RESORTS INC [ NYNY ]</u>   |   |
|   |  | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) Other (specify below) | 5. If Amendment, Date of Original Filed (Month/Day/Year)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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                    | 28,914,606  | D <sup>(1)(2)</sup>                                      |   |

**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) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|-----------------|---|--|--|---|
|  | Date Exercisable   | Expiration Date |   |  |  |   |
|  |  |                 | Title   |  |  |   |

**Explanation of Responses:**

- Pursuant to an executed binding term sheet (the "Term Sheet"), dated as of August 5, 2019, by and among Kien Huat Realty III Limited ("Kien Huat"), Genting Malaysia Berhad ("GenM") and Genting (USA) Limited ("Gen USA"), (i) Kien Huat contributed 15,714,606 shares of Common Stock, par value \$0.01 per share, of the Issuer ("Common Stock") to Hercules Topco LLC ("Parent") and Gen USA contributed 13,200,000 shares of Common Stock to Parent and (ii) Gen USA contributed 49% of amounts required to be paid by Parent pursuant to the Agreement and Plan of Merger by and among Parent, Hercules Merger Subsidiary Inc. and the Issuer (the "Merger Agreement") plus \$9,429,839.44 and Kien Huat contributed 51% of amounts required to be paid by Parent pursuant to the Merger Agreement, less \$9,429,839.44.
- Following such contributions, Kien Huat will continue to hold a 51% membership interest in Parent and Gen USA will continue to hold a 49% membership interest in Parent. \$9,429,839.44 was contributed to Parent by Gen USA, and deducted from Kien Huat's contribution, in order for Gen USA to maintain a membership interest of 49%, assuming that all shares of Common Stock contributed to Parent had a value of \$9.74 per share.

/s/ Gerard Lim, Vice-President and Secretary, Hercules Topco LLC 11/15/2019

\*\* Signature of Reporting Person Date

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

\* 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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**