

CAESARS ENTERTAINMENT Corp  
Form 8-K  
May 20, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**May 20, 2014 (May 19, 2014)**

**Date of Report (Date of earliest event reported)**

**Caesars Entertainment Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**001-10410**  
**(Commission**

**File Number)**

**62-1411755**  
**(IRS Employer**

**Identification Number)**

**Caesars Entertainment  
Operating Company, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware  
(State of Incorporation)**

**001-10413  
(Commission**

**75-1941623  
(IRS Employer**

**File Number)  
One Caesars Palace Drive**

**Identification Number)**

**Las Vegas, Nevada 89109**

**(Address of principal executive offices) (Zip Code)**

**(702) 407-6000**

**(Registrant's telephone number, including area code)**

**N/A**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure.**

On May 20, 2014, Caesars Entertainment Corporation ( Caesars Entertainment ) issued a press release announcing that its subsidiary, Caesars Entertainment Operating Company, Inc. ( CEOC ), has amended its previously announced cash tender offers for any and all of its 5.625% Senior Notes due 2015 and any and all of its 10.00% Second-Priority Senior Secured Notes due 2015, subject to financing and other conditions. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information set forth in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any of Caesars Entertainment's or CEOC's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing. The filing of this Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.* The following exhibit is being furnished herewith:

**Exhibit**

| <b>No.</b> | <b>Description</b>                         |
|------------|--|
| 99.1       | Text of press release, dated May 20, 2014. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAESARS ENTERTAINMENT CORPORATION

Date: May 20, 2014

By: /s/ DONALD A. COLVIN  
Donald A. Colvin  
Executive Vice President and Chief Financial  
Officer

CAESARS ENTERTAINMENT OPERATING  
COMPANY, INC.

Date: May 20, 2014

By: /s/ DONALD A. COLVIN  
Donald A. Colvin  
Executive Vice President and Chief Financial  
Officer

**Exhibit Index**

**Exhibit**

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|------------|--|
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