

HARRAHS ENTERTAINMENT INC
Form 8-K
May 31, 2006

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 31, 2006 (May 30, 2006)

Date of Report (Date of earliest event reported)

Harrah s Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-10410
(Commission File Number)

62-1411755
(IRS Employer
Identification Number)

One Caesars Palace Drive
Las Vegas, Nevada 89109
(Address of principal executive offices) (Zip
Code)

(702) 407-6000

(Registrant s telephone number, including area code)

One Harrah s Court

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Las Vegas, Nevada 89119

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 **Other Events.**

On May 30, 2006, the Registrant issued a press release relating to the tender offer for any and all of the outstanding 7.50% Senior Notes due January 15, 2009 and 8.00% Senior Notes due February 1, 2011 issued by its wholly-owned subsidiary, Harrah's Operating Company, Inc.

For additional information concerning the foregoing, a copy of the press release dated May 30, 2006 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 **Financial Statements and Exhibits.**

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

99.1 Text of press release, dated May 30, 2006.

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.

HARRAH S ENTERTAINMENT, INC.

Date: May 31, 2006

By:

/s/ Stephen H. Brammell
Stephen H. Brammell
Senior Vice President and General Counsel

EXHIBIT INDEX

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**Exhibit
Number**

Document Description

99.1 Text of press release, dated May 30, 2006.

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