

CAESARS ENTERTAINMENT Corp  
Form 8-K  
April 02, 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**

**April 2, 2014 (March 27, 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)**

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**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)**

**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 1.01 Entry into a Material Definitive Agreement

On March 27, 2014, Caesars Entertainment Corporation ( Caesars ) entered into an Underwriting Agreement (the Underwriting Agreement ) between Caesars and Citigroup Global Markets Inc. (the Underwriter ), for the sale of 7 million shares of its common stock, par value \$0.01 per share. The Underwriter has agreed to purchase the common stock from Caesars at a price of \$19.40 per share, which resulted in \$135.8 million of proceeds to Caesars before expenses. The Underwriter may offer the shares of common stock from time to time for sale in one or more transactions on the Nasdaq Global Select Market, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. The common shares were offered pursuant to an effective shelf registration statement on Form S-3 (File No. 333-180115) (the Registration Statement ). The offering closed on April 2, 2014. Pursuant to the terms of the Underwriting Agreement, Caesars has agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriter may be required to make because of any of those liabilities.

The Underwriter also has an option to purchase up to an additional 1.05 million shares of common stock on the same terms for 30 days from the date of the prospectus supplement to the Registration Statement.

The Underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The Underwriter and its affiliates have in the past and may in the future perform various financial advisory, investment banking and other services for Caesars and its affiliates in the ordinary course of business, for which they received and will receive customary fees and expenses. In particular, certain affiliates of the Underwriter are lenders and, in certain instances, agents under the Caesars debt facilities. In the ordinary course of their various business activities, the Underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of Caesars. The Underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The summary set forth above is not intended to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement attached hereto as Exhibit 1.1.

### Item 9.01 Financial Statements and Exhibits

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

#### Exhibit

No.	Description
1.1	Underwriting Agreement between Caesars Entertainment Corporation and Citigroup Global Markets Inc., dated March 27, 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: April 2, 2014

By: /s/ MICHAEL D. COHEN  
Michael D. Cohen  
Senior Vice President, Deputy General Counsel and  
Corporate Secretary

**Exhibit Index**

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