

CAESARS ENTERTAINMENT Corp
Form DEF 14A
April 12, 2017

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

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- Preliminary
- Proxy Statement Confidential, for Use of the Commission
- Only as permitted by Rule 14a-6(e)(2)) Definitive
- Proxy Statement Definitive
- Additional Materials Soliciting Material
- Pursuant to §240.14a-12

CAESARS ENTERTAINMENT CORPORATION

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

One Caesars Palace Drive
Las Vegas, Nevada 89109

April 12, 2017

Dear Fellow Stockholders:

We cordially invite you to attend our 2017 Annual Meeting of Stockholders, which will be held on Thursday, May 4, 2017, at 9:00 a.m., Pacific Time, in Florentine I Ballroom at Caesars Palace, One Caesars Palace Drive, Las Vegas, Nevada.

At the meeting, we will vote on proposals to elect four directors and ratify the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for 2017.

Whether or not you expect to attend the meeting, please promptly complete, sign, date and return the enclosed proxy card, or grant your proxy electronically over the Internet or by telephone, so that your shares will be represented at the meeting. If you do attend, you may vote in person, even if you have sent in your proxy card.

We look forward to seeing you at the meeting.

Sincerely,

Gary Loveman
Chairman of the Board

Mark Frissora
President and Chief Executive Officer

One Caesars Palace Drive
Las Vegas, Nevada 89109

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
To Be Held May 4, 2017

To the Stockholders of Caesars Entertainment Corporation:

Caesars Entertainment Corporation (the "Company") will hold its annual meeting of stockholders on May 4, 2017, at 9:00 a.m., Pacific Time, in Florentine I Ballroom at Caesars Palace, One Caesars Palace Drive, Las Vegas, Nevada, for the following purposes:

1. To elect four directors to serve as Class II directors until the 2020 annual meeting of the stockholders of the Company or until such director's respective successor is duly elected and qualified;
2. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017; and
3. To transact such other business as may properly come before the annual meeting or any adjournment of the meeting.

Only stockholders that owned the Company's common stock at the close of business on March 6, 2017 are entitled to notice of and may vote at this annual meeting or any adjournment of the meeting. A list of the Company's stockholders of record will be available at the Company's corporate headquarters located at One Caesars Palace Drive, Las Vegas, Nevada 89109, during ordinary business hours, for 10 days prior to the annual meeting.

WHETHER OR NOT YOU PLAN TO ATTEND THE ANNUAL MEETING IN PERSON, TO ENSURE THE PRESENCE OF A QUORUM, PLEASE VOTE OVER THE INTERNET OR BY TELEPHONE AS INSTRUCTED IN THESE MATERIALS OR COMPLETE, DATE, SIGN AND RETURN A PROXY CARD AS PROMPTLY AS POSSIBLE. IF YOU ATTEND THE ANNUAL MEETING AND WISH TO VOTE YOUR SHARES PERSONALLY, YOU MAY DO SO AT ANY TIME BEFORE THE PROXY IS EXERCISED.

By Order of the Board of Directors,
Scott E. Wiegand
Corporate Secretary
Las Vegas, Nevada
April 12, 2017

One Caesars Palace Drive
Las Vegas, Nevada 89109
PROXY STATEMENT

TABLE OF CONTENTS

<u>Commonly Asked Questions and Answers about the Annual Meeting</u>	<u>2</u>
<u>Corporate Governance</u>	<u>7</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>13</u>
<u>Proposal 1 — Election of Class II Directors</u>	<u>14</u>
<u>Executive Officers</u>	<u>18</u>
<u>Executive Compensation</u>	<u>20</u>
<u>Proposal 2 — Ratification of Appointment of Independent Registered Public Accounting Firm</u>	<u>47</u>
<u>Audit Matters</u>	<u>48</u>
<u>Audit Committee Report</u>	<u>50</u>
<u>Other Matters</u>	<u>51</u>
<u>Certain Relationships and Related Party Transactions</u>	<u>52</u>
<u>Security Ownership of Certain Beneficial Owners and Management</u>	<u>65</u>
<u>Where To Find Additional Information</u>	<u>67</u>

One Caesars Palace Drive
Las Vegas, Nevada 89109

Proxy Statement for Annual Meeting of Stockholders
to be held on May 4, 2017

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
STOCKHOLDER MEETING TO BE HELD ON THURSDAY, MAY 4, 2017**

The Company's proxy statement (including sample proxy card) and 2016 Annual Report to Stockholders are available on our web site at www.caesars.com. Additionally, and in accordance with Securities and Exchange Commission rules, you may access our proxy materials, including the Company's proxy statement and 2016 Annual Report to Stockholders, at <https://www.proxydocs.com/CZR>.

PROXY STATEMENT FOR ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 4, 2017
COMMONLY ASKED QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING

Q: WHEN WAS THIS PROXY STATEMENT FIRST MAILED OR MADE AVAILABLE TO STOCKHOLDERS?

A: This proxy statement was first mailed or made available to stockholders of Caesars Entertainment Corporation (“Caesars,” “CEC,” “we” or the “Company”) on or about April 12, 2017. Our 2016 Annual Report to Stockholders is being mailed and made available with this proxy statement. The 2016 Annual Report is not part of the proxy solicitation materials.

Q: WHAT IS THE PURPOSE OF THE ANNUAL MEETING, AND WHAT AM I VOTING ON?

A: At the annual meeting you will be voting on the following proposals:

The election of four directors to serve as Class II directors until the 2020 annual meeting of the stockholders of the Company or until such director’s respective successor is duly elected and qualified. This year’s Board of Directors nominees are:

- Mark Frissora
- Eric Press
- David Sambur
- Richard Schifter

2. A proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2017.

Q: WHAT ARE THE BOARD OF DIRECTORS’ VOTING RECOMMENDATIONS?

A: The Company’s Board of Directors (the “Board”) recommends the following votes:

1. FOR each of the Class II director nominees.
2. FOR the ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2017.

Q: WHO MAY ATTEND THE ANNUAL MEETING?

A: Stockholders of record as of the close of business on March 6, 2017, which is the “Record Date,” or their duly appointed proxies may attend the annual meeting. “Street name” holders (those whose shares are held through a broker or other nominee) must bring a copy of a brokerage statement reflecting their ownership of our common stock as of the Record Date. Space limitations may make it necessary to limit attendance to stockholders, and valid picture identification is required. Cameras, recording devices and other electronic devices are not permitted at the annual meeting. Registration will begin at 8:30 a.m., local time, and the annual meeting will commence at 9:00 a.m., local time, in Florentine I Ballroom at Caesars Palace, One Caesars Palace Drive, Las Vegas, Nevada. If you need assistance with directions to the annual meeting, please contact Charise Crumbley – Investor Relations at (702) 407-6292.

Q: WHO IS ENTITLED TO VOTE AT THE ANNUAL MEETING?

A: Only stockholders of record as of the close of business on the Record Date are entitled to receive notice of and to participate in the annual meeting. Each outstanding share of common stock is entitled to one vote on each matter presented. As of the Record Date, Caesars had 147,632,029 shares of common stock outstanding. Any stockholder entitled to vote may vote either in person or by duly authorized proxy. Cumulative voting is not permitted with respect to the election of directors at the annual meeting.

Q: WHO IS SOLICITING MY VOTE?

Our Board is sending you and making available this proxy statement in connection with the solicitation of proxies for use at the annual meeting. The Company pays the cost of soliciting proxies. Proxies may be solicited in person

A: or by telephone, facsimile, electronic mail or other electronic medium by certain of our directors, officers and employees, without additional compensation. Forms of proxies and proxy materials may also be distributed through brokers, custodians and other like parties to the beneficial owners of shares of our common stock, in which case we will reimburse these parties for their reasonable out-of-pocket expenses.

Q: WHAT CONSTITUTES A QUORUM?

The presence, in person or by proxy, of the holders of record of shares of our capital stock entitling the holders thereof to cast a majority of the votes entitled to be cast by the holders of shares of capital stock entitled to vote at the annual meeting constitutes a quorum. There must be a quorum for business to be conducted at the annual

A: meeting. Failure of a quorum to be represented at the annual meeting will necessitate an adjournment or postponement of the annual meeting and will subject the Company to additional expense. Votes withheld from any nominee for director, abstentions and broker non-votes are counted as present or represented for purposes of determining the presence or absence of a quorum.

Q: WHAT IS A "BROKER NON-VOTE"?

Under the NASDAQ rules, brokers and nominees may exercise their voting discretion without receiving instructions from the beneficial owner of the shares on proposals that are deemed to be routine matters. If a

A: proposal is a non-routine matter, a broker or nominee may not vote the shares on the proposal without receiving instructions from the beneficial owner of the shares. If a broker turns in a proxy card expressly stating that the broker is not voting on a non-routine matter, such action is referred to as a "broker non-vote." Broker non-votes will be counted for purposes of determining the presence of a quorum.

Q: WHAT IS THE VOTE REQUIRED TO ELECT DIRECTORS?

Directors are elected by a plurality of the votes cast by stockholders present in person or by proxy at the annual meeting and entitled to vote on the election of directors. "Plurality" means that the nominees receiving the greatest

A: number of affirmative votes will be elected as directors, up to the number of directors to be chosen at the meeting. Broker non-votes will not affect the outcome of the election of directors, because brokers do not have discretion to cast votes on this proposal without instruction from the beneficial owner of the shares.

Q: WHAT IS THE VOTE REQUIRED TO APPROVE THE RATIFICATION OF DELOITTE & TOUCHE LLP?

The ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2017 must receive the affirmative vote of a majority of the votes

A: cast by stockholders present in person or by proxy at the annual meeting and entitled to vote at the annual meeting. Because it is a routine matter and brokers are entitled to exercise their voting discretion without receiving instructions from the beneficial owner of the shares, broker non-votes will not affect the outcome of the approval of Deloitte & Touche LLP.

Q: WHAT IF I ABSTAIN FROM VOTING?

A: If you attend the meeting or send in your signed proxy card but abstain from voting, you will still be counted for purposes of determining whether a quorum exists. Abstentions will have no effect on the outcome of the vote on any proposal because abstentions do not represent votes cast.

Q: WILL THERE BE OTHER MATTERS TO VOTE ON AT THIS ANNUAL MEETING?

We are not aware of any other matters that you will be asked to vote on at the annual meeting. Other matters may

A: be voted on if they are properly brought before the annual meeting in accordance with our by-laws. If other matters are properly brought before the annual meeting, then the named proxies will vote the proxies they hold in their discretion on such matters.

For matters to be included in our proxy materials for the annual meeting, proposals must have been received by our Corporate Secretary no later than December 17, 2016. For matters to be properly brought before the

3

annual meeting, we must have received written notice, together with specified information, not earlier than January 18, 2017 and not later than February 17, 2017. We did not receive notice of any properly brought matters by the deadlines for this year's annual meeting.

Q: WILL MY SHARES BE VOTED IF I DO NOT SIGN AND RETURN MY PROXY CARD OR VOTE BY TELEPHONE OR OVER THE INTERNET?

A: If you are a registered stockholder and you do not sign and return your proxy card or vote by telephone or over the Internet, your shares will not be voted at the annual meeting. Questions concerning stock certificates and registered stockholders may be directed to Computershare, P.O. Box 30170, College Station, Texas 77842-3170 or Computershare, 211 Quality Circle, Suite 210, College Station, Texas 77845 or by telephone at (800) 962-4284. If your shares are held in street name and you do not issue instructions to your broker, your broker may vote shares at its discretion on routine matters but may not vote your shares on non-routine matters. Under applicable stock market rules, Proposal 2 relating to the ratification of the appointment of the independent registered public accounting firm is deemed to be a routine matter, and brokers and nominees may exercise their voting discretion without receiving instructions from the beneficial owners of the shares. Proposal 1 is a non-routine matter and, therefore, may only be voted in accordance with instructions received from the beneficial owners of the shares.

Q: HOW DO I VOTE IF MY SHARES ARE REGISTERED DIRECTLY IN MY NAME?

A: We offer four methods for you to vote your shares at the annual meeting. While we offer four methods, we encourage you to vote through the Internet or by telephone, as they are the most cost-effective methods for the Company. We also recommend that you vote as soon as possible, even if you are planning to attend the annual meeting, so that the vote count will not be delayed. Both the Internet and the telephone provide convenient, cost-effective alternatives to returning your proxy card by mail. There is no charge to vote your shares via the Internet, though you may incur costs associated with electronic access, such as usage charges from Internet access providers. If you choose to vote your shares through the Internet or by telephone, there is no need for you to mail your proxy card.

You may (i) vote in person at the annual meeting or (ii) authorize the persons named as proxies on the enclosed proxy card, Mark Frissora, Timothy Donovan and Scott Wiegand, to vote your shares by returning the enclosed proxy card by mail, through the Internet or by telephone.

By Internet: Go to www.proxypush.com/CZR. Have your proxy card available when you access the web site. You will need the control number from your proxy card to vote.

By telephone: Call (866) 416-3128 toll-free (in the United States, U.S. territories and Canada) on a touch-tone telephone. Have your proxy card available when you call. You will need the control number from your proxy card to vote.

By mail: Complete, sign and date the proxy card, and return it in the postage paid envelope provided with the proxy material.

Q: HOW DO I VOTE MY SHARES IF THEY ARE HELD IN THE NAME OF MY BROKER (STREET NAME)?

A: If your shares are held in street name, you will receive a form from your broker or nominee seeking instruction as to how your shares should be voted. You should contact your broker or other nominee with questions about how to provide or revoke your instructions.

Q: WHO WILL COUNT THE VOTE?

A: Mediant Communications, LLC has been engaged as our independent inspector of election to tabulate stockholder votes for the 2017 annual meeting.

Q: CAN I CHANGE MY VOTE AFTER I RETURN OR SUBMIT MY PROXY?

A: Yes. Even after you have submitted your proxy, you can revoke your proxy or change your vote at any time before the proxy is exercised: by appointing a new proxy; by providing written notice to the Corporate Secretary

or acting secretary of the annual meeting or by voting in person at the annual meeting. Presence at the annual meeting of a stockholder who has appointed a proxy does not in itself revoke a proxy.

Q: MAY I VOTE AT THE ANNUAL MEETING?

A: If you complete a proxy card or vote through the Internet or by telephone, then you may still vote in person at the annual meeting. To vote at the annual meeting, please give written notice that you would like to revoke your original proxy to the Corporate Secretary or acting secretary of the annual meeting.

If a broker, bank or other nominee holds your shares and you wish to vote in person at the annual meeting, you must first obtain a proxy issued in your name from the broker, bank or other nominee, otherwise you will not be permitted to vote in person at the annual meeting.

Q: WHERE CAN I FIND THE VOTING RESULTS OF THE ANNUAL MEETING?

A: We intend to announce preliminary voting results at the annual meeting and publish final results in a Current Report on Form 8-K that will be filed with the Securities and Exchange Commission (the "SEC") within four business days following the annual meeting. All reports we file with the SEC are available when filed. Please see the question "Where to Find Additional Information" below.

Q: WHEN ARE STOCKHOLDER PROPOSALS AND STOCKHOLDER NOMINATIONS DUE FOR THE 2018 ANNUAL MEETING?

A: Under Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Corporate Secretary must receive a stockholder proposal no later than December 13, 2017 in order for the proposal to be considered for inclusion in our proxy materials for the 2018 annual meeting. To otherwise bring a proposal or nomination before the 2018 annual meeting, you must comply with our by-laws. Currently, our by-laws require written notice to the Corporate Secretary between January 4, 2018 and February 3, 2018. The purpose of this requirement is to assure adequate notice of, and information regarding, any such matter as to which stockholder action may be sought. If we receive your notice before January 4, 2018 or after February 3, 2018, then your proposal or nomination will be untimely. In addition, your proposal or nomination must comply with the procedural provisions of our by-laws. If you do not comply with these procedural provisions, your proposal or nomination can be excluded. Should the Board nevertheless choose to present your proposal, the named proxies will be able to vote on the proposal using their discretion.

Q: HOW MANY COPIES SHOULD I RECEIVE IF I SHARE AN ADDRESS WITH ANOTHER STOCKHOLDER?

A: The SEC has adopted rules that permit companies and intermediaries, such as brokers, to satisfy the delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single proxy statement addressed to those stockholders. This process, commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers may be householding our proxy materials by delivering a single proxy statement and annual report to multiple stockholders sharing an address unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If at any time you no longer wish to participate in householding and would prefer to receive a separate proxy statement and annual report, or if you are receiving multiple copies of the proxy statement and annual report and wish to receive only one, please notify your broker if your shares are held in a brokerage account or us if you are a stockholder of record. You can notify us by sending a written request to our Corporate Secretary at Caesars Entertainment Corporation, One Caesars Palace Drive, Las Vegas, Nevada 89109, or by calling the Corporate Secretary at (702) 407-6000. In addition, we will promptly deliver, upon written or oral request to the address or telephone number above, a separate copy of the annual report and proxy statement to a stockholder at a shared address to which a single copy of the documents was delivered.

Q:

HOW DOES THE PROPOSED MERGER OF THE COMPANY AND CAESARS ACQUISITION COMPANY AFFECT THIS PROXY STATEMENT?

A: The Company and Caesars Acquisition Company (“CAC”) have entered into the Amended and Restated Agreement and Plan of Merger, dated as of July 9, 2016, as amended by the First Amendment to Amended and

5

Restated Agreement and Plan of Merger, dated as of February 20, 2017 (as amended, the “Merger Agreement”), under which CAC will merge with and into the Company, with the Company as the surviving company (the “Merger”). If the Merger is completed, each share of Class A common stock, par value \$0.001 per share, of CAC (“CAC Common Stock”) issued and outstanding immediately prior to the effective time of the Merger will be converted into, and become exchangeable for, that number of shares of common stock, par value \$0.01 per share, of the Company equal to 1.625. Based on the number of shares of Company common stock and CAC Common Stock issued and outstanding as of the Record Date, CAC stockholders are expected to receive approximately 32.0% of the outstanding shares of Company common stock on a fully diluted basis (for outstanding Company and CAC options and stock awards), (1) after giving effect to the stock issuance to creditors of the Company’s subsidiary, Caesars Entertainment Operating Company, Inc. (“CEOC”), and certain of its subsidiaries in connection with their emergence from Chapter 11 of the United States Bankruptcy Code, and (2) assuming completion of a \$1.0 billion repurchase of Company common stock from certain creditors of CEOC and certain of its subsidiaries. Each of the Company and CAC will be holding a special meeting for Company stockholders and CAC stockholders, respectively, to vote on certain matters in connection with the proposed Merger. The surviving entity will continue to trade on NASDAQ under the symbol “CZR.” The Merger has no impact on this proxy statement.

Q: HOW DOES CEOC’S VOLUNTARY CHAPTER 11 REORGANIZATION AFFECT THIS PROXY STATEMENT?

A: