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CAESARS ENTERTAINMENT Corp

Form 4 May 22, 2015

FORM 4

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

obligations may continue.

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading	5. Relationship of Re
FRISSORA MARK P	Crimbal	Issuer

porting Person(s) to

Symbol

CAESARS ENTERTAINMENT Corp [CZR]

(Check all applicable)

Chief Exec Officer Designate

(Last) (First) (Middle)

(Zip)

3. Date of Earliest Transaction _X__ Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) 05/20/2015

C/O CAESARS **ENTERTAINMENT** CORPORATION, ONE CAESARS

PALACE DRIVE

(Street)

(City)

4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

LAS VEGAS, NV 89109

(State)

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securitie on Disposed of (Instr. 3, 4 and Amount	f (D)	uired (A) or Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock							200,000 (1)	D	
Common Stock	05/21/2015		P	100,000	A	\$ 10.0386 (2)	100,000 (3)	D	
Common Stock	05/20/2015		P	1,900 (4)	A	\$ 10.04	1,900	I	by daughter

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

 Title of 	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	d 8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amount of	f Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underlying	g Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivativ	re		Securities	(Instr. 5)
	Derivative				Securities	S		(Instr. 3 an	nd 4)
	Security				Acquired				
	·				(A) or				
					Disposed				
					of (D)				
					(Instr. 3,				
					4, and 5)				
					, ,				
								Am	ount
						Date	Expiration	or	
						Exercisable Date	•	Title Nun	mber
							Date	of	
				Code	V (A) (D)			Sha	res

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FRISSORA MARK P C/O CAESARS ENTERTAINMENT CORPORATION ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109

X Chief Exec Officer Designate

Signatures

/s/ Mark Frissora, by Jill Eaton, Attorney-in-Fact 05/22/2015

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).
- (1) Represents unvested RSUs previously granted and reported.
- The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.9850 to \$10.10, inclusive. The reporting person undertakes to provide to the Registrant, any security holder of the Registrant, or the staff of the SEC, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in footnote (2) to this Form 4.
- (3) Represents shares held in The Mark P. Frissora Revocable Trust.

(4)

Reporting Owners 2

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The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.