

CAESARS ENTERTAINMENT Corp  
Form 8-K  
February 04, 2013

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

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FORM 8-K

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CURRENT REPORT

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

February 4, 2013 (February 4, 2013)  
Date of Report (Date of earliest event reported)

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Caesars Entertainment Corporation  
(Exact name of registrant as specified in its charter)

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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)

N/A  
(Former Name or Former Address, if Changed Since Last Report)

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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)

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- “ 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))
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Item 7.01 Regulation FD Disclosure

On February 4, 2013, Caesars Entertainment Corporation (the “Registrant”) announced the intent of its wholly owned subsidiaries, Caesars Operating Escrow LLC and Caesars Escrow Corporation, to offer, through a private placement, \$1,500,000,000 aggregate principal amount of 9% Senior Secured Notes due 2020 (the “Offering”), subject to market and other conditions. In connection with the Offering, the Registrant announced that on or before the closing of the Offering, Caesars Entertainment Operating Company, Inc. will amend the indenture governing its 9% Senior Secured Notes due 2020 to replace any reference to "Retained Notes" in the Parent Guarantee release provisions with "Existing Notes." This change will conform the indenture to the description of such provisions in the related description of notes.

The Registrant is furnishing the information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrant’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.

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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: February 4, 2013

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