FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| | OMB APPROVAL | | | | | | | | | |
|---|-------------------|-----------|--|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | | |
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0.5

hours per response:

| | Check this box if no longer subject to |
|---|------------------------------------------------------------|
| ٦ | Section 16. Form 4 or Form 5 obligations may continue. See |
| J | obligations may continue. See |
| | Instruction 1(b). |

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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|------------------------------------------------------------|-----------------------------------------------------------------------|--------------------------------------------|----------------------------------------------|---------|----------------------------------------|------------------------------------------------------------------------------|-------------------------------------------------------------|-------|---------------------|--------|---------------------|---------------------------------------------------------------------------------------------------|-----------|--------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------|-------------------------------------------------------------------|--|--|
| 1. Name and Address of Reporting Person* | | | | | | 2. Issuer Name and Ticker or Trading Symbol CAESARS ENTERTAINMENT Corp [CZR | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | | | | | |
| <u>Hession Eric A</u> | | | | | 1 | 1 | | | | | | | | | | Direc | | | 10% C | | | |
| | | | | | | J | | | | | | | | | X | | Officer (give title below) | | Other (specify below) | | | |
| (Last) (First) (Middle) | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 04/02/2018 | | | | | | | | | | EV | P,Chief Fi | nancia | l Office | r | | |
| ONE CAESARS PALACE DRIVE | | | | | | | | | | | | | | | | | | | | | | |
| (((((((((((((((((((((((((((((((((((((((| | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | | 6. Individual or Joint/Group Filing (Check Applicable Line) | | | | | | |
| (Street) LAS VE | GAS N | NV 89109 | | | | | | | | | | | - | X Form filed by One Reporting Person | | | | | on | | | |
| LIIO VL | 3/10 11 | | | | | | | | | | | | | | Form filed by More than One Reporting | | | | | | | |
| (City) (S | | tate) (Zip) | | | | | | | | | | | | Person | | | | | 9 | | | |
| (0.0) | | (| p) | | <u> </u> | | | | | | | | | | | | | | | | | |
| | | Tabl | e I - Noi | n-Deriv | ative | Se | curitie | s Acc | quired, | Dis | posed o | f, or | Ben | eficia | ally | Owne | ed | | | | | |
| 1. Title of Security (Instr. 3) 2. Transac Date (Month/Da | | | | | | ır) E | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | | Disposed | . Securities Acquired (A) isposed Of (D) (Instr. 3, 4) | | | 4 and Se Be Ow | | Securities Seneficially | | nership Direct Indirect tr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | | Price | : | Transaction(s) (Instr. 3 and 4) | | | | (msu. 4) | | |
| Common Stock 04/02/2 | | | | | | 2018 | | | A | | 64,815 | (1) A | | \$ | 598,451 ⁽²⁾ | | 3,451 ⁽²⁾ |] | D | | | |
| | | Та | | | | | | • | | | sed of, onvertib | | | | y Oı | vned | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deem Execution if any (Month/Da | Date, | 1. Fransaction Code (Instr 3) | | | | Expiration (Month/E | on Dat | ear) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. and 4) | | ount | Deri Seci | rice of vative urity tr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | | | |
| | | | | - 1 | Code | v | (A) | (D) | Date Exercisa | | Expiration Date | Title | of Sha | ıres | | | | | | | | |

Explanation of Responses:

- 1. Represents Restricted Stock Units granted on April 2, 2018 and which vest in one-third equal annual installments on each of April 2, 2019, April 2, 2020, and April 2, 2021.
- $2. \ Includes \ shares \ of \ Common \ Stock \ beneficially \ owned \ and \ unvested \ RSUs \ previously \ granted \ and \ reported.$

Remarks:

/s/ Jill Eaton, by Power of
Attorney, on behalf of Eric A. 04/04/2018
Hession

** Signature of Reporting Person Date

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.