
**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**

Date of Report (Date of earliest event reported): October 23, 2017 (October 23, 2017)

CAESARS ENTERTAINMENT CORPORATION

(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-10410
(Commission
File Number)

62-1411755
(IRS Employer
Identification No.)

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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Events.

On October 23, 2017, Caesars Entertainment Corporation (“CEC”) announced that CEOC, LLC, a wholly-owned subsidiary of CEC (“CEOC”), intends to enter into a \$265 million incremental term loan facility (the “Incremental Term Loan”) under CEOC’s existing Credit Agreement, dated as of October 6, 2017 (the “CEOC Credit Agreement”), among CEOC, Credit Suisse AG, Cayman Islands Branch, as administrative agent and collateral agent, and the lenders party thereto. The closing and funding of the Incremental Term Loan is subject to certain customary conditions, including receipt of regulatory approvals and the negotiation and execution of definitive documentation. The Incremental Term Loan is expected to be structured as an add-on to CEOC’s existing term loans and is expected to have the same terms as the existing term loans outstanding under the CEOC Credit Agreement, including the same applicable interest rate and October 6, 2024 maturity date.

The funding and closing of the Incremental Term Loan is anticipated to occur during the fourth quarter of 2017. CEOC intends to use the net cash proceeds from the Incremental Term Loan together with cash on hand to repay all outstanding senior secured notes issued by Chester Downs and Marina, LLC (“Chester Downs”), the owner of Harrah’s Philadelphia Casino and Racetrack, and Chester Downs Finance Corp. (“Chester Finance”). Upon the closing and funding of the Incremental Term Loan and the repayment of the existing indebtedness of Chester Downs and Chester Finance, it is expected that Chester Downs will become a guarantor under the CEOC Credit Agreement.

Forward-Looking Statements

This Current Report on Form 8-K contains or may contain “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “will,” “expect,” and “anticipate,” or the negative of these words or other words or expressions of similar meaning. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed in CEC’s filings with the Securities and Exchange Commission and access to available and reasonable financing on a timely basis, including the Incremental Term Loan, which may not be consummated on the terms contemplated or at all.

You are cautioned to not place undue reliance on these forward-looking statements, which speak only as of the date of this filing. Forward-looking statements set forth in this document speak only as of the date hereof, and CEC undertakes no obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.

Item 9.01. Financial Statements and Exhibits.

The following exhibit is furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release.

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

Dated: October 23, 2017

By: /S/ SCOTT E. WIEGAND

Name: Scott E. Wiegand

Title: Senior Vice President, Deputy General Counsel and Corporate Secretary



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Caesars Entertainment Announces Pricing of \$265 Million Add-On to Existing Term Loan

LAS VEGAS, October 23, 2017 – Caesars Entertainment Corporation (NASDAQ: CZR) (“Caesars Entertainment”) today announced that its subsidiary CEOC, LLC priced a \$265 million add-on term loan facility, which is an addition to its existing \$1.435 billion of senior secured credit facilities, consisting of a \$1.235 billion seven-year senior secured term loan facility and a \$200 million five-year senior secured revolving credit facility. The additional proceeds will be used, in addition to cash on hand, to repay all of the outstanding amounts under the existing senior secured notes issued by Chester Downs and Marina, LLC (“Chester Downs”), the owner of Harrah’s Philadelphia Casino and Racetrack, and Chester Downs Finance Corp. (“Chester Finance”).

“The add-on term loan will save Caesars Entertainment approximately \$20 million in annual interest expense and is the latest step in the effort to optimize the balance sheet and improve free cash flow across the enterprise,” said Mark Frissora, President and Chief Executive Officer. “Upon completion of this and other recently announced refinancings, Caesars’ annual interest expense will be reduced by more than \$290 million in the aggregate.”

The add-on term loan will bear interest at the London Interbank Offered Rate (“LIBOR”) plus 250 basis points and will be offered at par.

The funding and closing of the add-on transaction is anticipated to occur during the fourth quarter of 2017, subject to the negotiation and execution of definitive documentation, receipt of all required regulatory approvals and satisfaction of other customary closing conditions. Upon the funding and closing of the add-on term loan and the repayment of the existing indebtedness of Chester Downs and Chester Finance, it is expected that Chester Downs will become a guarantor under CEOC, LLC’s senior secured credit facilities.

About Caesars Entertainment Corporation

Caesars Entertainment is the world’s most diversified casino-entertainment provider and the most geographically diverse U.S. casino-entertainment company. Caesars Entertainment is mainly comprised of the following three entities: the wholly owned operating subsidiaries CEOC, LLC, Caesars Entertainment Resort Properties, LLC and Caesars Growth Partners, LLC. Since its beginning in Reno, Nevada, in 1937, Caesars Entertainment has grown through development of new resorts, expansions and acquisitions and its portfolio of subsidiaries now operate 47 casinos in 13 U.S. states and five countries. Caesars Entertainment’s resorts operate primarily under the Caesars®, Harrah’s® and Horseshoe® brand names. Caesars Entertainment’s portfolio also includes the Caesars Entertainment UK family of casinos. Caesars Entertainment is focused on building loyalty and value with its guests through a unique combination of great service, excellent products, unsurpassed distribution, operational excellence and technology leadership. Caesars Entertainment is committed to environmental sustainability and energy conservation and recognizes the importance of being a responsible steward of the environment. For more information, please visit www.caesars.com.

Forward-Looking Statements

This press release contains or may contain “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, forward-looking statements can be identified by the use of forward-looking terms such as “will,” “expect,” and “anticipate,” or the negative of these words or other words or expressions of similar meaning. However, the absence of these words does not mean that the statements are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and our perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. These forward-looking statements are subject to known and unknown risks, uncertainties and assumptions that may cause actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause or contribute to a material difference include those discussed in Caesars Entertainment’s filings with the Securities and Exchange Commission and access to available and reasonable financing on a timely basis, including the add-on term loan, which may not be consummated on the terms contemplated or at all.

You are cautioned to not place undue reliance on these forward-looking statements, which speak only as of the date of this filing. Forward-looking statements set forth in this document speak only as of the date hereof, and Caesars Entertainment undertakes no obligation to update forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events except to the extent required by law.