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**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**

**Date of Report (Date of earliest event reported): December 18, 2017 (December 18, 2017)**

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**CAESARS ENTERTAINMENT CORPORATION**  
(Exact name of registrant as specified in charter)

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**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)

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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)
- ☐ 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. ☐

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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 18, 2017, CEOC, LLC (“CEOC”), a wholly owned subsidiary of Caesars Entertainment Corporation, completed the previously announced \$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 Incremental Term Loan is structured as an add-on to CEOC’s existing \$1.435 billion of senior secured credit facilities, which prior to giving effect to the Incremental Term Loan consisted of a \$1.235 billion seven-year senior secured term loan facility and a \$200 million five-year senior secured revolving credit facility. The Incremental Term Loan was offered at par and has the same terms as the existing term loans outstanding under the CEOC Credit Agreement, including the same applicable interest rate at the London Interbank Offered Rate (“LIBOR”) plus 250 basis points and the same October 6, 2024 maturity date.

**Item 8.01 Other Events.**

On December 18, 2017, CEOC used the net cash proceeds from the Incremental Term Loan together with cash on hand to redeem all of the outstanding \$330,000,000 aggregate principal amount of 9.25% Senior Secured Notes due 2020 of CEOC’s subsidiaries Chester Downs and Marina, LLC (“Chester Downs”) and Chester Downs Finance Corp. at a price equal to 102.313% of the principal amount thereof, plus accrued and unpaid interest, if any, to, but not including, the date of redemption.

A copy of the press release regarding these transactions is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

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

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release.</a>

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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

Dated: December 18, 2017

By: /s/ SCOTT E. WIEGAND

Name: Scott E. Wiegand

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



**Contacts: Media**  
**Stephen Cohen**  
**(212) 886-9332**

**Investors**  
**Joyce Arpin**  
**(702) 880-4707**

**Caesars Entertainment Announces Completion of \$265 Million Add-On Term Loan Facility  
and Redemption of Chester Downs Notes**

LAS VEGAS, Dec. 18, 2017 – Caesars Entertainment Corporation (NASDAQ: CZR) (“Caesars Entertainment”, “the Company”) today announced that its subsidiary CEOC, LLC (“CEOC”) successfully completed its previously announced \$265 million incremental term loan facility (the “Incremental Term Loan”) as an add-on to CEOC’s existing \$1.435 billion of senior secured credit facilities. The existing facility includes a \$1.235 billion seven-year senior secured term loan facility and an undrawn \$200 million five-year senior secured revolving credit facility.

The Incremental Term Loan was offered at par and has the same terms as the existing term loans outstanding under CEOC’s existing Credit Agreement, dated as of October 6, 2017, including the same applicable interest rate at the London Interbank Offered Rate (“LIBOR”) plus 250 basis points and the same October 6, 2024 maturity date. CEOC used the net cash proceeds from the Incremental Term Loan together with cash on hand to redeem all of the outstanding senior secured notes issued by CEOC’s subsidiaries Chester Downs and Marina, LLC, the owner of Harrah’s Philadelphia Casino and Racetrack, and Chester Downs Finance Corp.

“The closing of the add-on term loan reduces our annual interest expense by \$20 million,” said Mark Frissora, President and Chief Executive Officer. “We expect those savings to reach a total of \$290 million upon completion of other recently announced refinancing activities.”

**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](http://www.caesars.com).

### **Forward Looking Information**

Statements in this release regarding expected interest expense savings are “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on current expectations and projections about future events. Investors are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified, and, consequently, the actual interest expense savings of Caesars Entertainment may differ materially from what is implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, factors described from time to time in Caesars Entertainment’s reports filed with the Securities and Exchange Commission, the effects of local and national economic, credit, and capital market conditions and Caesars Entertainment’s ability to consummate the transactions referenced herein.