

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person* <u>FRISSORA MARK P</u> (Last) (First) (Middle) <u>ONE CAESARS PALACE DRIVE</u> (Street) <u>LAS VEGAS NV 89109</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CAESARS ENTERTAINMENT Corp [CZR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>10/06/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President and CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock ⁽¹⁾	10/06/2017		A		295,724 ⁽²⁾	A	\$0.00	668,452 ⁽³⁾	D	
Common Stock	10/06/2017		A		1,289,063 ⁽⁴⁾	A	\$0.00	1,957,515	D	
Common Stock ⁽¹⁾	10/06/2017		A		147,862 ⁽⁵⁾	A	\$0.00	385,070 ⁽⁶⁾	D	
Common Stock								1,900 ⁽⁷⁾	I	by daughter

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)															
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. Shares of Class A common stock, par value \$0.001 per share ("CAC Common Stock"), of the corporation then known as Caesars Acquisition Company ("CAC") were converted into shares of common stock, par value \$0.01 per share, of the Issuer ("CEC Common Stock") pursuant to that certain Amended and Restated Agreement and Plan of Merger, dated as of July 9, 2016, between the Issuer and CAC, as amended by the First Amendment to Amended and Restated Agreement and Plan of Merger, dated as of February 20, 2017 (as amended, the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of CAC Common Stock was exchanged for 1.625 shares of CEC Common Stock.
2. The reporting person held 181,984 shares of CAC Common Stock in Restricted Stock prior to the conversion pursuant to the Merger Agreement.
3. Includes shares of CEC Common Stock beneficially owned and unvested Restricted Stock Units previously granted and reported.
4. Represents the grant of Restricted Stock Units, each of which represent the contingent right to receive one share of CEC Common Stock.
5. The reporting person held 90,992 shares of CAC Common Stock in Restricted Stock in a trust prior to the conversion pursuant to the Merger Agreement.
6. Represents shares held in a trust.
7. 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.

Remarks:

/s/ Jill Eaton, Attorney-in-Fact,
on behalf of Mark P. Frissora 10/11/2017
** 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.