
**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): November 29, 2017 (November 29, 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 1.01 Entry into a Material Definitive Agreement.

On November 29, 2017, certain subsidiaries of Caesars Entertainment Corporation (together with such subsidiaries, the “Company”) entered into agreements with certain subsidiaries of VICI Properties Inc. (such subsidiaries, “VICI”) including a purchase agreement for the sale by the Company of the real estate assets of Harrah’s Las Vegas, LLC, a Nevada limited liability company (“HLV” and, the real estate assets of HLV, the “HLV Property”) to VICI (the “Harrah’s Purchase Agreement”) and an amendment and restatement of the Right of First Refusal Agreement previously entered into between the Company and VICI Properties L.P. (the “ROFR Amendment”). The descriptions of the Harrah’s Purchase Agreement and ROFR Amendment set forth under Item 8.01 of this Current Report on Form 8-K are incorporated herein by reference.

Item 8.01 Other Events.

On November 29, 2017, the Company and VICI (i) entered into a sale and leaseback transaction with respect to the HLV Property and (ii) entered into an agreement pursuant to which the Company will acquire from VICI approximately 18 acres of land adjacent to the HLV Property (the “Eastside Land”) which is currently intended for the development of a new convention center of approximately 300,000 square feet (the “Eastside Convention Center”) which is expected to be constructed on a portion of the Eastside Land and a portion of other land that is owned by the Company (such other land, together with the Eastside Land, the “Designated Land”). Under the terms of the Harrah’s Purchase Agreement, the Company will receive approximately \$1.13 billion of net proceeds, and under the purchase agreement for the Eastside Land (the “Eastside Purchase Agreement”), the Company will pay approximately \$73,600,000. The closings of the transactions described in the Harrah’s Purchase Agreement and the Eastside Purchase Agreement are subject to the satisfaction of customary closing conditions.

As part of the HLV Property sale and leaseback transaction, HLV will lease the HLV Property from VICI under a lease (the “HLV Lease”). The HLV Lease will have an initial 15 year term, and HLV will have four consecutive options to extend the HLV Lease for five-year renewal terms. The HLV Lease will provide for a fixed base rent for each of the first seven years of the HLV Lease term equal to \$87.4 million (subject to escalation as described below). In the eighth year of the HLV Lease, rent will be split into an 80% fixed base rent component and 20% variable rent component, which will be adjusted periodically from time to time. In addition, the HLV Lease will contain a fixed annual rent escalator on the base rent equal to (i) 1% commencing in the second year of the HLV Lease and (ii) the greater of 2% and the increase in the Consumer Price Index commencing in the sixth year of the HLV Lease; provided that if the increase in clause (ii) results in an EBITDAR to Rent Ratio (as defined in the HLV Lease) of less than 1.6:1, the annual escalator will be such lower amount necessary to achieve a 1.6:1 ratio (but will in no event result in rent being lower than the prior lease year’s rent).

In connection with the acquisition of the Eastside Land, the Company will enter into a put-call agreement with VICI pursuant to which (i) if the Company develops the Eastside Convention Center so that the Eastside Convention Center includes at least 250,000 usable square feet and customary closing conditions are satisfied, then the Company will have the right, starting in the year 2024 and exercisable within one year, to sell to VICI and immediately lease back the real property consisting of the Eastside Convention Center (the “ECC Put”), (ii) if the Company exercises the ECC Put but VICI fails to close the purchase of the Eastside Convention Center and customary closing conditions are satisfied, then the Company will have the right to purchase the HLV Property from VICI, (iii) if the Company develops the Eastside Convention Center and customary closing conditions are satisfied, but the Company does not exercise the ECC Put, then VICI will have the right to exercise a call option, starting in the year 2027 and exercisable within one year, pursuant to which VICI would have the right to purchase from the Company and lease back the real property consisting of the Eastside Convention Center, and (iv) the Company will agree to certain restrictions on the Company’s right to develop a convention center in a location other than the Eastside Land. However, neither the put-call agreement, the HLV Lease, the Harrah’s Purchase Agreement nor the Eastside Purchase Agreement requires the Company to develop the Eastside Convention Center or any other convention center in any location.

In connection with the transactions described above, the parties will enter into the ROFR Amendment pursuant to which VICI will have a right of first refusal on certain income-producing improvements that are built on the Designated Land and, assuming the Company’s proposed acquisition of Centaur Holdings, LLC (“Centaur”) is consummated, any sale and leaseback by the Company of the Centaur real property assets.

On November 29, 2017, the Company issued a press release announcing these transactions. A copy of the press release 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.

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: November 29, 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 Harrah's Las Vegas
 Sale and Leaseback Agreement with VICI Properties**

Caesars Entertainment to Acquire Land to Develop New Convention Center

LAS VEGAS, Nov. 29, 2017 — Caesars Entertainment Corporation (NASDAQ: CZR, “Caesars Entertainment” or “Caesars”) today announced definitive agreements to sell and leaseback Harrah's Las Vegas to VICI Properties (“VICI”) and to acquire adjacent land from VICI to develop a new 300,000 square foot convention center. Under the terms of the Harrah's sale agreement, Caesars will receive \$1.14 billion in cash in return for Harrah's Las Vegas' real estate assets. Under the terms of the convention center agreement, Caesars will acquire 18.4 acres of adjacent land from VICI as part of Caesars Entertainment's plan to develop a new 300,000 square-foot convention center.

The proceeds of the Harrah's Las Vegas sale will be the primary source of funds for the previously announced purchase of Centaur Holdings, LLC. The planned convention center is expected to become a leading destination for meetings on the Las Vegas Strip. The convention center facility, which is surrounded by Caesars Entertainment properties, is expected to feature the largest column-free ballroom in the United States and to be outfitted with state-of-the-art technology. The space will be flexible enough to accommodate meetings of many different sizes.

“The transactions we are announcing today demonstrate our commitment to pursuing growth opportunities while maintaining balance-sheet discipline,” said Mark Frissora, President and Chief Executive Officer of Caesars Entertainment. “We expect the sale and leaseback of Harrah's Las Vegas will allow us to acquire Centaur and develop the convention center without increasing leverage. The sale and leaseback transaction is our first post-emergence transaction with VICI and maintains Harrah's Las Vegas' connectivity to our network, which will create value and provide benefits to our guests. The acquisition of the adjacent land and development of the convention center allows us to develop another important destination right in the middle of our center-Strip footprint.”

Caesars will continue to operate Harrah's Las Vegas, including gaming, hotel operations and all other amenities. The property will remain a part of the Caesars Entertainment network and continue to benefit from the Harrah's brand, the Total Rewards loyalty network and access to centralized services. As part of the sale and leaseback transaction, Caesars and VICI will enter into a 15-year lease for Harrah's Las Vegas under which Caesars will pay initial annual rent of \$87.4 million. The rent will increase contractually in subsequent years. Caesars will have the option to extend the lease for an additional 20 years via four five-year extensions. VICI has secured committed financing to fund the purchase.

The parties have negotiated for limited purchase rights with respect to the planned convention center upon completion. Caesars will have the right to require VICI to purchase the convention center and lease it back to Caesars, and in the event Caesars does not exercise its put right, VICI will have an option to acquire the convention center and lease it back to Caesars.

Further details on the transactions are available in the Form 8-K filed today with the Securities and Exchange Commission. The transactions are subject to customary closing conditions, and are currently expected to close by year end.

Conference Call

Management will host a conference call to address these transactions at 10:30 a.m. Eastern time (7:30 a.m. Pacific time) on Friday, December 1, 2017. To access the call, the Toll-Free Attendee Dial In is: 877-637-3676. International/Toll Attendee Dial In: 832-412-1752 Conference ID: 6994918. A presentation will be available at <http://investor.caesars.com>.

About Caesars Entertainment

Caesars Entertainment is the world's most diversified casino-entertainment provider and the most geographically diverse U.S. casino-entertainment company. 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 Information

This release includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. In particular, they include statements relating to, among other things, Caesars Entertainment's plans, strategies, opportunities for growth and consummation of the proposed sale of Harrah's Las Vegas, acquisition of land, acquisition of Centaur and development of a convention center. You can identify these statements by the fact that they do not relate strictly to historical or current facts. Further, these statements contain words such as "will", "expects", "plans" and "continue to" or the negative or other variations thereof or comparable terminology. 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 performance of Caesars Entertainment may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, the following factors, and other factors described from time to time in Caesars Entertainment's reports filed with the Securities and Exchange Commission (including the sections entitled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" contained therein):

- completion of the purchase, sale and leaseback transactions described herein, is subject to receipt of regulatory approvals and other customary closing conditions, which may not be satisfied;
- we may not be able to realize the anticipated benefits of our proposed acquisition of Centaur;
- development of the convention center is subject to risks associated with new construction projects, including those described below;
- the impact of our new operating structure post-emergence;
- the effects of local and national economic, credit, and capital market conditions on the economy, in general, and on the gaming industry, in particular;
- the ability to realize improvements in our business and results of operations through our property renovation investments, technology deployments, business process improvement initiatives and other continuous improvement initiatives;
- the ability to take advantage of opportunities to grow our revenue;
- the financial results of our consolidated businesses;
- the impact of our substantial indebtedness and lease obligations and the restrictions in our debt and lease agreements;
- access to available and reasonable financing on a timely basis, including the ability of Caesars Entertainment to refinance its indebtedness on acceptable terms;
- the ability of our customer tracking, customer loyalty, and yield management programs to continue to increase customer loyalty and same-store or hotel sales;
- changes in the extensive governmental regulations to which we are subject, and changes in laws, including increased tax rates, smoking bans, regulations or accounting standards, third-party relations and approvals, and decisions, disciplines and fines of courts, regulators and governmental bodies;
- our ability to recoup costs of capital investments through higher revenues;
- abnormal gaming holds ("gaming hold" is the amount of money that is retained by the casino from wagers by customers);
- the effects of competition, including locations of competitors, growth of online gaming, competition for new licenses, and operating and market competition;
- the ability to timely and cost-effectively integrate companies that we acquire into our operations;
- the potential difficulties in employee retention and recruitment;
- construction factors, including delays, increased costs of labor and materials, availability of labor and materials, zoning issues, environmental restrictions, soil and water conditions, weather and other hazards, site access matters, and building permit issues;
- litigation outcomes and judicial and governmental body actions, including gaming legislative action, referenda, regulatory disciplinary actions, and fines and taxation;
- acts of war or terrorist incidents, (including the impact of the recent mass shooting in Las Vegas on tourism), severe weather conditions, uprisings or natural disasters, including losses therefrom, losses in revenues and damage to property, and the impact of severe weather conditions on our ability to attract customers to certain of our facilities;
- the effects of environmental and structural building conditions relating to our properties;
- a disruption, failure or breach of our network, information systems or other technology, or those of our vendors, on which we are dependent;
- risks and costs associated with protecting the integrity and security of internal, employee and customer data;
- access to insurance on reasonable terms for our assets; and
- the impact, if any, of unfunded pension benefits under multiemployer pension plans.

Any forward-looking statements are made pursuant to the Private Securities Litigation Reform Act of 1995 and, as such, speak only as of the date made. Caesars Entertainment disclaims any obligation to update the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date stated or, if no date is stated, as of the date of this release.