
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 27, 2016 (September 26, 2016)

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)

N/A
(Former Name or Former Address, if Changed Since Last Report)

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))
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Item 8.01 Other Events

Caesars Entertainment Corporation (“CEC”) and Caesars Entertainment Operating Company, Inc. (“CEOC”) and its Chapter 11 debtor subsidiaries (collectively, the “Debtors”) today announced that they have received confirmation from representatives of CEOC’s major creditor groups of those groups’ support for a term sheet that describes the key economic terms of a proposed consensual chapter 11 plan for the Debtors. The parties are working on the definitive support agreements and amendments to CEOC’s existing plan of reorganization that will adopt and implement the terms outlined in the term sheet and certain other terms agreed to among the parties’ representatives (the “Revised Plan of Reorganization”).

As a result of the Revised Plan of Reorganization, relying upon the valuation contained in the most recent disclosure statement filed by CEOC, creditors would receive the following recoveries:

- First Lien Bank Lender recoveries will be approximately 115 cents on the dollar, a decline of approximately 1 cent from the previous plan on a pro rata basis due to a \$66 million reduction in cash distributed under the plan;
- First Lien Noteholder recoveries will remain at approximately 109 cents on the dollar. In exchange for, among other things, a fixed cash payment of \$142 million, the First Lien Noteholders will waive their right to certain excess cash to be paid pursuant to a separate court order, resulting in a \$79 million net reduction in cash based on CEOC projections;
- Second Lien Noteholder recoveries will be approximately 66 cents on the dollar, an increase of approximately 27 cents from the previous plan on a pro rata basis due to \$345 million of cash, a 14.6% increase in fully diluted equity in “New CEC” (the surviving entity in the planned merger of CEC and Caesars Acquisition Company), and a \$108 million increase in convertible notes in “New CEC”;
- Subsidiary Guaranteed Noteholder recoveries will be approximately 83 cents on the dollar, a decline of approximately 1 cent on a pro rata basis due to a less than 0.1% reduction in fully diluted equity in “New CEC” to be distributed under the plan; and
- Unsecured creditors will receive an increase in recoveries to approximately 66 cents on the dollar, consisting of a combination of cash, an increase in the amount of fully diluted equity in “New CEC” allocated to unsecured creditors, and an increased allocation of convertible notes in “New CEC”.

Hamlet Holdings, the entity through which funds managed by Apollo Global Management, LLC, TPG Capital, L.P. and certain co-investors (collectively, “Hamlet”) hold their interest in CEC, will contribute the full 14% of the equity that it would have received through its ownership in CEC in the plan of reorganization currently on file. This contribution is valued by the Debtors at approximately \$950 million. Notwithstanding the fact that Hamlet will contribute all of its equity in CEC, the public stockholders of CEC will retain 6% of the equity in “New CEC.” The Revised Plan of Reorganization will release all pending and potential litigation claims and causes of action against CEC, Caesars Acquisition Company, and related third parties to the fullest extent permitted.

Under the Revised Plan of Reorganization and based on the current exchange ratio in the pending merger agreement between CEC and Caesars Acquisition Company (which is subject to adjustment in certain cases), CEOC creditors would own approximately 70% of the fully diluted equity in “New CEC” (fully diluted equity does not include stock buybacks that creditors may elect pursuant to the Revised Plan of Reorganization). Shareholders of Caesars Acquisition Company would own approximately 24%.

The definitive support agreements, if and when agreed, will include various conditions to their continued effectiveness. The Revised Plan of Reorganization, when agreed and filed with the Bankruptcy Court, will be subject to a formal creditor vote and confirmation by the Bankruptcy Court. The completion of CEOC’s restructuring under the Revised Plan of Reorganization will be subject to numerous conditions, including regulatory approval, completion of definitive documentation implementing the Revised Plan of Reorganization and the consummation of the merger between CEC and Caesars Acquisition Company.

The descriptions of the term sheet and the transactions contemplated thereby in this Current Report on Form 8-K do not purport to be complete and are qualified in their entirety by reference to the term sheet and CEC's press release, a copy of which is filed as Exhibit 99.1 and Exhibit 99.2 hereto, respectively, and each of which is incorporated herein by reference.

Important Additional Information

Pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of July 9, 2016, between CEC and Caesars Acquisition Company ("CAC"), among other things, CAC will merge with and into CEC, with CEC as the surviving company (the "Merger"). In connection with the Merger, CEC and CAC will file with the SEC a Registration Statement on Form S-4 that will include a joint proxy statement/prospectus, as well as other relevant documents concerning the proposed transaction. Stockholders are urged to read the Registration Statement and joint proxy statement/prospectus regarding the Merger when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. You will be able to obtain a free copy of such joint proxy statement/prospectus, as well as other filings containing information about CEC and CAC, at the SEC's website (www.sec.gov), from CEC Investor Relations (investor.caesars.com) or from CAC Investor Relations (investor.caesarsacquisitioncompany.com).

Forward Looking Statements

This report (including Exhibit 99.2) includes "forward-looking statements" intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as, "will", "would", "expected", "proposed", and "working on" or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, the confirmation received from representatives of CEOC's major creditor groups, future actions that may be taken by CEC and others with respect thereto, consummation of a consensual restructuring of the Debtors and the estimated future relative shareholding of New CEC. These forward-looking statements are based on current expectations and projections about future events.

You 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 CEC 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, as well as other factors described from time to time in our reports filed with the Securities and Exchange Commission: CEC's ability (or inability) to reach formal agreement with CEOC's major creditor constituencies regarding new or amended restructuring support agreements and a Revised Plan of Reorganization, CEC's and CEOC's ability (or inability) to meet any milestones or other conditions set forth in any such new or amended restructuring support agreements, CEC's and CEOC's ability (or inability) to satisfy the conditions to consummation of any consensual restructuring of the Debtors (including without limitation receipt of requisite approvals of creditor groups, the Bankruptcy Court and regulators), CEC's ability (or inability) to secure additional liquidity to meet its ongoing obligations and its commitments to support the CEOC restructuring as necessary, CEC's financial obligations exceeding or becoming due earlier than what is currently forecast and other risks associated with the CEOC restructuring and related litigation.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following Exhibits are being filed herewith:

**Exhibit
No.**

Description

99.1	Term Sheet dated September 26, 2016
99.2	Press Release dated September 27, 2016

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

Date: September 27, 2016

By: /s/ SCOTT E. WIEGAND

Name: Scott E. Wiegand

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Term Sheet dated September 26, 2016
99.2	Press Release dated September 27, 2016

The following pages detail agreed upon changes to the economic terms of the distributions provided under the Second Amended Plan of Reorganization with all other economic terms of the distributions under the Plan remaining unchanged

Party	Changes to Second Amended Plan
Class D: Banks	<ul style="list-style-type: none"> • \$66.00mm reduction of cash to be received by all holders of Class D claims, including, without limitation, claims related to swap obligations and letters of credit • Receive a total direct equity grant of 4.010% of FD CEC equity (increase of 0.010%). This equates to (i) 4.647% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 5.839% pre dilution common equity, after taking into account the \$1.2 billion buyback¹ • Will not receive excess cash sweep (for the avoidance of doubt, the elimination of the excess cash sweep shall not impair the right to receive or otherwise reduce the recoveries in connection with the Bank Guaranty Settlement)
Class E: 1L Notes	<ul style="list-style-type: none"> • Receive \$142.00mm cash payment in lieu of excess cash sweep • Receive a total direct equity grant of 12.532% (increase of 0.032%). This equates to (i) 14.524% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 18.247% pre dilution common equity, after taking into account the \$1.2 billion buyback
Class F: 2L Notes	<ul style="list-style-type: none"> • Receive \$344.59mm in cash • Receive a total direct grant of 32.022% of the fully diluted CEC equity (increase of 14.587%). This equates to (i) 37.111% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 23.422% pre dilution common equity, after taking into account the \$1.2 billion buyback • Convert increased by \$107.98mm
Class G: SGNs	<ul style="list-style-type: none"> • Receive 4.045% of the fully diluted equity (decrease of 0.077% relative to Current Plan). This equates to (i) 4.688% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 5.890% pre dilution common equity, after taking into account the \$1.2 billion buyback • Convert allocation unchanged
Class H: Unsecured Notes	<ul style="list-style-type: none"> • Receive \$15.20mm in cash • Receive a total direct grant of 1.414% of the fully diluted CEC equity (increase of 0.422%). This equates to (i) 1.639% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 1.034% pre dilution common equity, after taking into account the \$1.2 billion buyback • Convert increased by \$4.76mm
Class I: Undisputed Unsecured Claims⁽²⁾	<ul style="list-style-type: none"> • Receive \$5.74mm (increase of \$3.90mm) in cash • Receive a total direct grant of 0.554% of the fully diluted CEC equity (increase of 0.183%). This equates to (i) 0.642% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 0.405% pre dilution common equity, after taking into account the \$1.2 billion buyback • Convert increased by \$1.8mm
Class J: Disputed Unsecured Claims⁽²⁾	<ul style="list-style-type: none"> • Receive \$13.48 mm (increase of \$9.16mm) in cash • Receive a total direct grant of 1.300% of the fully diluted CEC equity (increase of 0.429%). This equates to (i) 1.507% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 0.951% pre dilution common equity, after taking into account the \$1.2 billion buyback • Convert increased by \$4.23mm
Class K: Convenience Unsecured Claims⁽²⁾	<ul style="list-style-type: none"> • Receive \$17.57mm (increase of \$5.23mm) in cash

¹ Further detail on the equity splits among the creditors groups are attached hereto as **Exhibit A**.

² Treatment assumes \$350mm of total UCC claims. To the extent that UCC claims (excl. SGNs / SSUCs) are less than \$350mm, the UCC claims will receive the same % recovery, but the total dollar recovery to the unsecured classes will be decreased by 65.5% of the amount by which the UCC claims are less than \$350mm.

Party	Changes to Second Amended Plan
Class L: Insurance Covered Unsecured Claims(2)	<ul style="list-style-type: none"> • Receive \$0.94mm (increase of \$0.64mm) in cash • Receive a total direct grant of 0.090% of the fully diluted CEC equity (increase of 0.030%). This equates to (i) 0.104% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 0.066% pre dilution common equity, after taking into account the \$1.2 billion buyback • Convert increased by \$0.29mm
Classes M – P: Structurally Senior Unsecured Claims	<ul style="list-style-type: none"> • Receive 0.535% of the fully diluted CEC equity (increase of 0.002%). This equates to (i) 0.620% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 0.779% pre dilution common equity, after taking into account the \$1.2 billion buyback • Convert allocation unchanged
CEC Sponsors	<ul style="list-style-type: none"> • The CEC Sponsors will retain no equity under the Plan
CEC Non-Sponsors	<ul style="list-style-type: none"> • CEC Non-Sponsors will retain 6.016% of the fully diluted CEC equity. This equates to (i) 6.972% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 8.760% pre dilution common equity, after taking into account the \$1.2 billion buyback
CAC	<ul style="list-style-type: none"> • Receives 23.768% of the fully diluted CEC equity pursuant to the merger agreement. This equates to (i) 27.546% of the pre dilution common equity before taking into account the \$1.2bn buyback and (ii) 34.607% pre dilution common equity, after taking into account the \$1.2 billion buyback
Other Plan Changes	<ul style="list-style-type: none"> • On a date post-confirmation to be agreed upon by the Debtors, CEC, and the Second Priority Noteholder Committee, the holders of claims in classes D, E, F, G, H, I, J and L will be provided an election form (the “<u>Election Form</u>”) in which they can elect how much CEC equity, if any, they would like to sell at a pre-conversion equity value of \$5,880.94mm, which equity buyback will use \$1.2 billion of CIE Proceeds as follows:³ <ul style="list-style-type: none"> • The first \$1.0 billion of CIE Proceeds will be used to purchase CEC equity as follows (the “<u>Initial Buyback</u>”): <ul style="list-style-type: none"> • First, to parties in Classes F, H, I, J, and L that elected to sell equity pro rata based on the quantum of equity they elected to sell in the Election Form. • In the event that parties in Classes F, H, I, J, and L elect to sell less than \$1.0 billion, the delta between \$1.0 billion and the elected amount will be purchased from all parties in Classes F, H, I, J, and L pro rata based on the amount of equity they receive under the Plan excluding those who participated at their pro rata or higher amount based on the amount of equity received under the Plan in step one above. • The next \$200mm will be distributed as follows: <ul style="list-style-type: none"> • First, in an amount equal to the lesser of (i) the amount permitted without violating continuity of interest tests and (ii) the amount of remaining stock that parties in Classes F, H, I, J, and L elected to sell that was not satisfied in the Initial Buyback, will be purchased, pro rata based on the quantum of equity they elected to sell in the Election Form, from parties in F, H, I, J, and L that elected to sell stock but were unable to sell such stock because of oversubscription in the Initial Buyback. • Second, any remaining amounts shall be used to purchase stock from parties in Classes D, E, and G that elected to sell equity pro rata based on the quantum of equity they elected to sell in the Election Form so long as such amount is permitted without violating the continuity of interest tests. • In the event the full \$1.2 billion of aforementioned CIE Proceeds are not used, the covenants in the Master Lease and Support Agreements, the Convertible Notes indenture, and any other documents restricting CEC’s ability to purchase CEC equity will have a basket that permits CEC to repurchase CEC equity for any difference between the \$1.2 billion and the amount actually used pursuant to the buyback provisions of the Plan. • Use of \$500mm of CIE Proceeds for OpCo debt reduction on the effective date. • The terms of the New CEC Convertible Notes shall be consistent with the terms set forth in Exhibit A hereto.

³ To the extent the Debtors determine in good faith that the CEC equity buyback would have negative consequences with respect to the tax treatment of the Spin Structure, the Debtors with the written agreement of the Second Priority Noteholders Committee, may modify the CEC equity buyback solely in a manner necessary to avoid such negative consequences. Without limiting the rights of the Second Priority Noteholders Committee as described in

the preceding sentence, in the event that the Second Priority Noteholder Committee does not consent to a proposed modification of the CEC equity buyback, then the Second Priority Noteholder Committee shall be provided reasonable opportunity to identify other nationally recognized tax counsel (including but not limited to one of the "Big Four" accounting firms) to issue opinions that may be required that the Company is unable to obtain. Any modifications to the equity buyback that adversely impact CEOC's or CEC's ability to provide the treatment of, and the identical economic recoveries available to, the holders of First Lien Bond Claims or First Lien Bank Claims require the consent of the Requisite Consenting Creditors (as defined in the 1L Bond RSA) or the Requisite Consenting Bank Creditors (as defined in the Bank RSA), respectively.

Party	Changes to Second Amended Plan
<p>Fees & Expenses</p>	<ul style="list-style-type: none"> • Subject to reaching terms on a restructuring support agreement, the Plan will provide that the Company will pay the reasonable and documented fees and expenses incurred (a) through September 26, 2016 of up to \$47 million for the Indenture Trustee's for the 2L Notes, for certain ad hoc groups of 2L Notes, and for the petitioning creditors incurred in connection with the Chapter 11 Cases, the Guaranty Litigation, other litigation between holders or the Indenture Trustees for the 2L notes and CEC and/or the Debtors, and in the involuntary case commenced against CEOC, and (b) from the date hereof through the effective date of the plan in an amount agreed upon in the restructuring support agreement. The terms, including the timing, of the payment of these fees and expenses will be documented in the restructuring support agreement. The restructuring support agreement must be effective and the parties whose fees would be paid must support the revised Plan for such payments to be made. • To the extent that the Company has not received Bankruptcy Court authorization to pay (pursuant to [ECF 4587] or otherwise), and has not paid, the fees and expenses of the SGNs by November 30, 2016, CEC shall pay such fees and expenses in cash in full (up to \$13.3 million) on December 1, 2016.
<p>Process</p>	<ul style="list-style-type: none"> • The parties will negotiate in good faith the revised Plan and Restructuring Support Agreements between the date hereof and the close of business on September 30th. • The Second Priority Noteholder Committee, the Debtors, CEC, and certain other parties will enter into a stipulation, currently being finalized, to extend certain hearings and deadlines regarding production of financial information, cross-motions for summary judgment, motions to compel, and certain confirmation discovery deadlines, and the stipulation shall also, during that period, prohibit certain parties from engaging in lobbying efforts regarding the Trust Indenture Act. • The Company must pay down \$300 million of the principal amount outstanding under the Prepetition Credit Agreement pursuant to [ECF 4666] on or before October 3, 2016. • The Company and CEC will provide the 2L Noteholder Committee with confirmatory and additional diligence related to the Company's excess cash flows and the potential availability of D&O insurance proceeds.

Exhibit A
Equity Split Detail

Bridge from June 28th Plan:

	June 28th Plan				Adjustments				Revised Plan			
	Cash	Cash	Equity	Equity	Cash	Convert	Equity	Equity	Cash	Convert	Equity	Equity
			FD	Pre-Convert			FD	Pre-Convert			FD	Pre-Convert
1L Banks	\$3,746	—	4.000%	4.556%	(\$ 66)	—	0.010%	0.092%	\$3,680	—	4.010%	4.647%
1L Notes(1)	2,077	—	12.500%	14.236%	—	—	0.032%	0.288%	2,077	—	12.532%	14.524%
2L Notes	—	791	17.435%	19.857%	345	108	14.587%	17.255%	345	899	32.022%	37.111%
SGNs	—	117	4.122%	4.695%	—	—	(0.077%)	(0.007%)	—	117	4.045%	4.688%
Unsecured Notes	—	35	0.992%	1.130%	15	5	0.422%	0.509%	15	40	1.414%	1.639%
Undisputed GUCs	2	12	0.371%	0.423%	4	2	0.183%	0.219%	6	14	0.554%	0.642%
Disputed GUCs	4	28	0.871%	0.993%	9	4	0.429%	0.514%	13	33	1.300%	1.507%
Convenience Class GUCs	13	—	—	—	5	—	—	—	18	—	—	—
Insurance-Covered GUCs	0	2	0.060%	0.069%	1	0	0.030%	0.035%	1	2	0.090%	0.104%
SSUCs	—	15	0.533%	0.607%	—	—	0.002%	0.013%	—	15	0.535%	0.620%

(1) 1L Notes to contribute \$79m via replacement of excess cash sweep with flat \$142m payment

Pro Forma Equity Splits Calculation:

	Pre-Buyback		Post-Buyback			
	Fully-Diluted	Pre-Convert	Pre-Convert	Fully Diluted	Convert	Total FD Own.
1L Banks	4.010%	4.647%	5.839%	4.753%	—	4.753%
1L Notes	12.532%	14.524%	18.247%	14.855%	—	14.855%
2L Notes	32.022%	37.111%	23.422%	19.068%	14.934%	34.002%
SGNs	4.045%	4.688%	5.890%	4.795%	1.940%	6.735%
Unsecured Notes	1.414%	1.639%	1.034%	0.842%	0.658%	1.500%
Undisputed GUCs	0.554%	0.642%	0.405%	0.330%	0.230%	0.560%
Disputed GUCs	1.300%	1.507%	0.951%	0.774%	0.540%	1.314%
Insurance-Covered GUCs	0.090%	0.104%	0.066%	0.054%	0.038%	0.091%
SSUCs	0.535%	0.620%	0.779%	0.634%	0.251%	0.885%
Convert	13.714%	—	—	18.590%	(18.590%)	—
CAC Shareholders	23.768%	27.546%	34.607%	28.174%	—	28.174%
CEC Public Shareholders	6.016%	6.972%	8.760%	7.131%	—	7.131%
Total	100.000%	100.000%	100.000%	100.000%	—	100.000%

Exhibit B

\$1.119 billion Convertible Notes
Summary of Principal Economic Terms

<i>Description:</i>	\$1,119,060,000 principal amount.
<i>Issuer:</i>	Caesars Entertainment Corporation (“ <u>New CEC</u> ”) (NASDAQ: CZR).
<i>Maturity:</i>	The seventh anniversary unless earlier purchased or converted. All references herein to the anniversaries shall be from the date of the issue of the Notes.
<i>Interest:</i>	5.00% cash per year, interest per annum, payable semi-annually.
<i>Conversion by Holder:</i>	Discussion in process.
<i>Mandatory Conversion Provision:</i>	After the third anniversary of the issuance of the Convertible Notes, New CEC can mandatorily convert the Convertible Notes in the event shares are trading at greater than 140% of the conversion price for 20 of the last 30 consecutive trading days.
<i>Cash Redemption Provision:</i>	None.
<i>Conversion:</i>	Converts into a number of shares that, were they to be issued on the Effective Date, would represent 13.714% of the CEC shares outstanding on the Effective Date (including any shares distributed pursuant to the Plan and the shares underlying the convert), which shall be adjusted upwards to 18.590% of the CEC shares outstanding on the Effective Date (including any shares distributed pursuant to the Plan and the shares underlying the convert) assuming the consummation of a \$1.2 billion repurchase of CEC equity in connection with the Effective Date, subject to customary anti-dilution protections and conversion rate increases in the event of a Fundamental Change based on a table to be calculated in a customary way. An illustrative calculation of the strike price adjustment in connection with a \$1.2 billion buyback in connection with the Effective Date is included on the following page.
<i>Fundamental Change:</i>	Discussion in process.
<i>Covenants / Documentation/Other Terms:</i>	In process.

Convert Strike Price Calculation

	Plan Convert Premium		
	<u>Strike</u>	<u>HL Value</u>	<u>Premium</u>
NewCEC Equity Value	\$ 8,200	\$ 7,740	
Less: NewCEC Convert Valued @ 121.3	(1,000)	(1,213)	
NewCEC Common Equity Value	\$ 7,200	\$ 6,527	
# of Shares Out. Before NewCEC Convert	100	100	
Pre-Dilution Value per Share	\$ 72.00	\$ 65.27	10.3%
Percent of Fully Diluted Equity to NewCEC Convert	12.195%		
	Increased Convert Size Pre Buyback		
	<u>Strike</u>	<u>HL Value</u>	<u>Premium</u>
NewCEC Equity Value	\$ 8,160	\$ 7,740	
Less: NewCEC Convert Valued @ 121.3	(1,119)	(1,357)	
NewCEC Common Equity Value	\$ 7,041	\$ 6,383	
# of Shares Out. Before NewCEC Convert	100	100	
Pre-Dilution Value per Share	\$ 70.41	\$ 63.83	10.3%
Percent of Fully Diluted Equity to NewCEC Convert	13.714%		
	Post-1.2 Bn Buyback Adjustment		
	<u>Strike</u>	<u>HL Value</u>	<u>Premium</u>
NewCEC Equity Value	\$ 6,020	\$ 5,800	
Less: NewCEC Convert Valued @ 121.3	(1,119)	(1,357)	
NewCEC Common Equity Value	\$ 4,901	\$ 4,443	
# of Shares Out. Before NewCEC Convert	100.0	100.0	
Pre-Dilution Value per Share	\$ 49.01	\$ 44.43	10.3%
Percent of Fully Diluted Equity to NewCEC Convert	18.590%		



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**Caesars Entertainment, Caesars Entertainment Operating Co. Announce Key Economic Terms Of
Proposed Consensual Restructuring Plan for CEOC**

Designed to Provide Pathway to Consensual Confirmation and Completion of Reorganization

LAS VEGAS, September 27, 2016 — Caesars Entertainment Corporation (NASDAQ: CZR) (“Caesars Entertainment”) and Caesars Entertainment Operating Company, Inc. (“CEOC”) and its Chapter 11 debtor subsidiaries (collectively, the “Debtors”) today announced that they have received confirmation from representatives of CEOC’s major creditor groups of those groups’ support for a term sheet that describes the key economic terms of a proposed consensual chapter 11 plan for the Debtors. Based on discussions with these representatives, Caesars Entertainment and CEOC are optimistic that the support received for the proposed consensual plan will allow CEOC to obtain the required creditor votes to confirm the plan. Confirmation of the plan would facilitate a successful conclusion to CEOC’s bankruptcy proceedings in 2017 and enable Caesars Entertainment and CEOC to move forward with a substantially improved capital structure.

The parties are working on the definitive support agreements and amendments to CEOC’s existing plan of reorganization that will adopt and implement the terms outlined in the term sheet and certain other terms agreed to among the parties’ representatives (the “Revised Plan of Reorganization”).

Representatives of the Ad Hoc groups of the First Lien Bank Lenders, the First Lien Noteholders, and Subsidiary Guarantee Noteholders, as well as the Official Committee of Second Lien Noteholders, have confirmed those creditors’ support for the term sheet, subject to the negotiation of and entry into definitive support agreements, and the Revised Plan of Reorganization to implement the agreed upon terms. Through its existing restructuring and support agreement, the Unsecured Creditors Committee will also benefit from the terms described in the term sheet. The term sheet contemplates that all litigation among these major creditor constituencies, Caesars Entertainment and the Debtors will be stayed voluntarily. Assuming a Revised Plan of Reorganization is agreed upon, it is expected the voluntary stays would continue.

Hamlet Holdings, the entity through which funds managed by Apollo Global Management, LLC, TPG Capital, L.P. and certain co-investors (collectively, “Hamlet”) hold their interest in Caesars Entertainment, will contribute the full 14% of the equity that it would have received through its ownership in Caesars Entertainment in the plan of reorganization currently on file. This contribution is valued by the Debtors at approximately \$950 million. Notwithstanding the fact that Hamlet will contribute all of its equity in Caesars Entertainment, the public stockholders of Caesars Entertainment will retain 6% of the equity in “New CEC.” The Revised Plan of Reorganization will release all pending and potential litigation claims and causes of action against Caesars Entertainment, Caesars Acquisition Company, and related third parties to the fullest extent permitted.

As a result of the Revised Plan of Reorganization, relying upon the valuation contained in the most recent disclosure statement filed by CEOC, creditors would receive the following recoveries:

- First Lien Bank Lender recoveries will be approximately 115 cents on the dollar, a decline of approximately 1 cent from the previous plan on a pro rata basis due to a \$66 million reduction in cash distributed under the plan;
- First Lien Noteholder recoveries will remain at approximately 109 cents on the dollar. In exchange for, among other things, a fixed cash payment of \$142 million, the First Lien Noteholders will waive their right to certain excess cash to be paid pursuant to a separate court order, resulting in a \$79 million net reduction in cash based on CEOC projections;
- Second Lien Noteholder recoveries will be approximately 66 cents on the dollar, an increase of approximately 27 cents from the previous plan on a pro rata basis due to \$345 million of cash, a 14.6% increase in fully diluted equity in “New CEC” (the surviving entity in the planned merger of Caesars Entertainment and Caesars Acquisition), and a \$108 million increase in convertible notes in “New CEC”;
- Subsidiary Guaranteed Noteholder recoveries will be approximately 83 cents on the dollar, a decline of approximately 1 cent on a pro rata basis due to a less than 0.1% reduction in fully diluted equity in “New CEC” to be distributed under the plan; and
- Unsecured creditors will receive an increase in recoveries to approximately 66 cents on the dollar, consisting of a combination of cash, an increase in the amount of fully diluted equity in “New CEC” allocated to unsecured creditors, and an increased allocation of convertible notes in “New CEC”.

Under the Revised Plan of Reorganization and based on the current exchange ratio in the pending merger agreement between Caesars Entertainment and Caesars Acquisition (which is subject to adjustment in certain cases), CEOC creditors would own approximately 70% of the fully diluted equity¹ in “New CEC.” Shareholders of Caesars Acquisition would own approximately 24%.

The definitive support agreements, if and when agreed, will include various conditions to their continued effectiveness. The Revised Plan of Reorganization, when agreed and filed with the Bankruptcy Court, will be subject to a formal creditor vote and confirmation by the Bankruptcy Court. The completion of CEOC’s restructuring under the Revised Plan of Reorganization will be subject to numerous conditions, including regulatory approval, completion of definitive documentation implementing the Revised Plan of Reorganization and the consummation of the merger between Caesars Entertainment and Caesars Acquisition.

¹ Fully diluted equity does not include stock buybacks that creditors may elect pursuant to the Revised Plan of Reorganization.

In addition, Caesars Entertainment and the Debtors have consensus with certain holders of CEOC's First Lien notes to amend certain of the covenants in the proposed master lease and support agreement relating to OpCo's lease obligations to PropCo to provide for certain restrictions on dividends and similar distributions at "New CEC" for a period of six years. Such amendments will be reflected in amended documents to be filed in connection with the Revised Plan of Reorganization. The support of the First Lien Noteholders for the term sheet is also conditioned upon an acceptable resolution of certain tax issues.

The term sheet can be found in the Form 8-K that will be filed with the Securities and Exchange Commission and also available in the Media Resources section of the CEOC Restructuring website at <http://www.ceocrestructuring.com/media-resources/>.

About Caesars Entertainment Corporation

Caesars Entertainment Corporation (CEC) is the world's most diversified casino-entertainment provider and the most geographically diverse U.S. casino-entertainment company. CEC is mainly comprised of the following three entities: the majority owned operating subsidiary Caesars Entertainment Operating Company, wholly owned Caesars Entertainment Resort Properties and Caesars Growth Properties, in which we hold a variable economic interest. Since its beginning in Reno, Nevada, 75 years ago, CEC 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. The Company's resorts operate primarily under the Caesars®, Harrah's® and Horseshoe® brand names. CEC's portfolio also includes the London Clubs International family of casinos. CEC 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. The Company 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 Statement

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. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as, "will", "would", "expected", "proposed", and "working on" or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, the consensus reached with representatives of CEOC's major creditor constituencies, future actions that may be taken by Caesars and others with respect thereto, consummation of a consensual restructuring of the Debtors and the estimated future relative shareholding of New CEC. These forward-looking statements are based on current expectations and projections about future events.

You 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 CEC 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, as well as

other factors described from time to time in our reports filed with the Securities and Exchange: CEC's ability (or inability) to reach formal agreement with CEOC's major creditor constituencies regarding new or amended restructuring support agreements and a Revised Plan of Reorganization, CEC's and CEOC's ability (or inability) to meet any milestones or other conditions set forth in any such new or amended restructuring support agreements, CEC's and CEOC's ability (or inability) to satisfy the conditions to consummation of any consensual restructuring of the Debtors (including without limitation receipt of requisite approvals of creditor groups, the Bankruptcy Court and regulators), CEC's ability (or inability) to secure additional liquidity to meet its ongoing obligations and its commitments to support the CEOC restructuring as necessary, CEC's financial obligations exceeding or becoming due earlier than what is currently forecast and other risks associated with the CEOC restructuring and related litigation.