SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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|---|--------------------------|-----------|--|--|--|--|--|--|--|
| | OMB Number: | 3235-0287 | | | | | | | |
| | Estimated average burden | | | | | | | | |
| | hours per response: | 0.5 | | | | | | | |

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 | address of Reporting | | 2. Issuer Name and Ticker or Trading Symbol <u>Caesars Entertainment, Inc.</u> [CZR] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify |
|--------------------|-------------------------|----------------------------|--|---|
| (Last) 100 WEST | (First) LIBERTY STRE | (Middle) ET, 12TH FLOOR | 3. Date of Earliest Transaction (Month/Day/Year) 12/10/2020 | X below) below) Chief Legal Officer |
| (Street) RENO | NV | 89501 | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person |
| (City) | (State) | (Zip) | | |

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. Transa Code (8) | | | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | (1150.4) | (1130.4) |
| Common Stock | 12/10/2020 | | S ⁽¹⁾ | | 17,332 | D | \$70.543 ⁽²⁾ | 76,269 | D | |
| Common Stock | 12/10/2020 | | S ⁽¹⁾ | | 12,517 | D | \$71.3411 ⁽³⁾ | 63,752 | D | |
| Common Stock | 12/10/2020 | | S ⁽¹⁾ | | 20,151 | D | \$72.0158 ⁽⁴⁾ | 43,601 | D | |

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 | | 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. The sales reported were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 10, 2020.

2. The price reported in Column 4 is a weighted average price with shares sold in multiple transactions at prices ranging from \$69.91 to \$70.90, inclusive. The reporting person undertakes to provide to the Registrant, any security holder of the Registrant, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 2 to this Form 4.

3. The price reported in Column 4 is a weighted average price with shares sold in multiple transactions at prices ranging from \$70.91 to \$71.90, inclusive. The reporting person undertakes to provide to the Registrant, any security holder of the Registrant, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 3 to this Form 4.

4. The price reported in Column 4 is a weighted average price with shares sold in multiple transactions at prices ranging from \$71.91 to \$72.59, inclusive. The reporting person undertakes to provide to the Registrant, any security holder of the Registrant, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote 4 to this Form 4.

Remarks:

<u>/s/ Jill Eaton by power of</u> attorney

12/11/2020

** 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.