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

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**POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**CAESARS ENTERTAINMENT CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**62-1411755**  
(I.R.S. Employer  
Identification No.)

**One Caesars Palace Drive  
Las Vegas, NV 89109  
(702) 407-6000**  
(Address, Including Zip Code, of Principal Executive Offices)

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**Caesars Entertainment Corporation Management Equity Incentive Plan  
(formerly known as Harrah's Entertainment, Inc. Management Equity Incentive Plan)**  
(Full Title of the Plan)

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**Michael D. Cohen, Esq.**  
**Senior Vice President, Deputy General Counsel and Corporate Secretary**  
**Caesars Entertainment Corporation**  
**One Caesars Palace Drive  
Las Vegas, NV  
(702) 407-6000**  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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**COPY TO:**

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## EXPLANATORY NOTE

Caesars Entertainment Corporation, a Delaware corporation (formerly known as Harrah's Entertainment, Inc., the "Registrant") is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on December 13, 2010 (Commission File No. 333-171137 and referred to herein as the "Registration Statement") with respect to shares of the Registrant's common stock (the "Common Stock"), thereby registered for offer or sale pursuant to the Caesars Entertainment Corporation Management Equity Incentive Plan (formerly known as the Harrah's Entertainment, Inc. Management Equity Incentive Plan) (the "Plan"). A total of 4,566,919 shares of Common Stock were initially registered for issuance under the Registration Statement.

On June 27, 2012, the Registrant filed a Registration Statement on Form S-8 to register shares of Common Stock underlying options granted under the Plan. The purpose of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement is to deregister 4,566,919 shares of Common Stock that have been or may be sold pursuant to the Plan (the "Previously Registered Shares"). The Previously Registered Shares are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement, the Registrant is filing a Registration Statement on Form S-8 to register the shares of Common Stock now available for offer or sale pursuant to the Plan.



