FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549
vvasiiiigtoii,	D.C.	20049

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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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* Reeg Thomas					2. Issuer Name and Ticker or Trading Symbol Caesars Entertainment, Inc. [CZR]							(Che	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last)	(Last) (First) (Middle) 100 WEST LIBERTY STREET 12TH FLOOR				3. Date of Earliest Transaction (Month/Day/Year) 02/29/2024							X	X Officer (give title below) Other (specify below) Chief Executive Officer					
(Street)				4. If Amendment, Date of Original Filed (Month/Day/Year)							Line)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person						
(City)	ity) (State) (Zip)				Rule 10b5-1(c) Transaction Indication													
(Oity)	(0	state)	(214)		□ cı	neck this bo	x to indica	te that a	transa	ction was made 10b5-1(c). See	e pursuant to	o a contract, 0.	instruction or v	written pla	an that is i	ntended to	o satisfy the	
		7	Table I - No	n-Deriv	ative	Securiti	es Acc	uired	, Dis	posed of,	or Bene	eficially	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) Disposed Of (D) (Instr. 3, 4		A) or i, 4 and 5)	5. Amount of Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or (D)	Price	Reported Transaction (Instr. 3 and	(s) 4)			(Instr. 4)	
Common	Stock			02/29/2	2024			G ⁽¹⁾		242,160	D	\$0	0(2)		I		By Family LLC ⁽²⁾	
Common	Stock			02/29/2	2024			G ⁽¹⁾	v	242,160	A	\$0	60 242,160 I Fami			By Irrevocable Family Trust ⁽¹⁾		
Common	Stock												216,99	1(2)	D(3)		
Common Stock											6,240		(4)		By 401(k) Plan			
						<u> </u>												
										osed of, o			wned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		(e.g., po			er of es d (A) or d of (D)	optio	ns, o	cisable and		d Amount es g Security	8. Price of Derivative Security (Instr. 5)	9. Num derivati Securit Benefic Owned Followi	ive ties cially ing	10. Ownersh Form: Direct (E or Indire (I) (Instr.	Beneficial Ownership ct (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date if any	(e.g., po	saction (Instr.	5. Number Derivative Securities Acquired Disposed	er of es d (A) or d of (D)	6. Date Expira	e Exertion D	cisable and	7. Title and of Security Underlying Derivative	d Amount es g Security	8. Price of Derivative Security	derivati Securit Benefic Owned Followi Reporte	ive ties cially ing ed ction(s)	Ownersh Form: Direct (D or Indire	of Indirect Beneficial Ownership ct (Instr. 4)	
Derivative Security	Conversion or Exercise Price of Derivative	Date	3A. Deemed Execution Date if any	(e.g., po	saction (Instr.	5. Numbo Derivativ Securitie Acquired Disposed (Instr. 3,	er of ye es i (A) or d of (D) 4 and 5)	6. Date	e Exercition D	cisable and late Year)	7. Title and of Securit Underlying Derivative (Instr. 3 ar	d Amount es g Security dd 4) Amount or Number	8. Price of Derivative Security	derivati Securit Benefic Owned Followi Reporte Transae (Instr. 4	ive ties cially ing ed ction(s)	Ownersh Form: Direct (D or Indire	of Indirect Beneficial Ownership ct (Instr. 4)	
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year)	3A. Deemed Execution Date if any	(e.g., pi	saction (Instr.	5. Numbo Derivativ Securitie Acquired Disposed (Instr. 3,	er of re es di (A) or di of (D) 4 and 5)	6. Date Expira (Monti	e Exercition Dh/Day/	convertibl cisable and ate Year) Expiration Date	7. Title an of Securit Underlying Derivative (Instr. 3 ar	d Amount les Security d 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivati Securit Benefic Owned Followi Reporte Transae (Instr. 4	ive ties cially ing ed ction(s)	Ownersh Form: Direct (D or Indire (I) (Instr.	of Indirect Beneficial Ownership (Instr. 4)	
Derivative Security (Instr. 3) Restricted Stock Unit	Conversion or Exercise Price of Derivative Security	Date (Month/Day/Year) 02/29/2024	3A. Deemed Execution Date if any	(e.g., pi	saction (Instr.	alls, wa 5. Numbo Derivativ Securitie Acquirec Disposer (Instr. 3,	er of re es di (A) or di of (D) 4 and 5)	Optio 6. Date Expira (Montil Date Exerci	e Exercition D h/Day/	convertiblicisable and ate Year) Expiration Date (5)	7. Title am of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock	ties) d Amount es g Security dd 4) Amount or Number of Shares	8. Price of Derivative Security (Instr. 5)	derivati Securit Benefic Owned Followi Report Transac (Instr. 4	ive ties cially ing ed ction(s)	Ownersh Form: Direct (C or Indire (I) (Instr.	of Indirect Beneficial Ownership (Instr. 4) By Family LLC ⁽²⁾ By Irrevocable Family	
Derivative Security (Instr. 3) Restricted Stock Unit Restricted Stock Unit	Conversion or Exercise Price of Derivative Security	02/29/2024 02/29/2024	3A. Deemed Execution Date if any	(e.g., pi	saction (Instr.	alls, wa 5. Numbo Derivativ Securitie Acquirec Disposer (Instr. 3,	rrants, er of se sign (A) or d of (D) 4 and 5) (D) 17,972	Optio 6. Date Expira (Montil Date Exerci 01/29	ns, (centre in the interpretation of the int	Expiration Date	e Securi 7. Title annof Securit Underlyin Derivative (Instr. 3 ar Title Common Stock Common	ties) d Amount es g Security d 4) Amount or Number of Shares 17,972	8. Price of Derivative Security (Instr. 5)	derivati Securit Benefic Owned Followi Report Transac (Instr. 4	ive titles cially ling ed ction(s) 4)	Ownersh Form: Direct (C) or Indire (I) (Instr.	of Indirect Beneficial Ownership (Instr. 4) By Family LLC ⁽²⁾ By Irrevocable Family Trust ⁽¹⁾ By Family By Family	
Derivative Security (Instr. 3) Restricted Stock Unit Restricted Stock Unit Restricted Stock Unit	Conversion or Exercise Price of Derivative Security (5)	02/29/2024 02/29/2024	3A. Deemed Execution Date if any	(e.g., pi 4. TransCode 8) Code G(1) G(1)	v	alls, wa 5. Numb Derivativ Securitie Acquirec Disposed (Instr. 3,	rrants, er of se sign (A) or d of (D) 4 and 5) (D) 17,972	Optio 6. Date Expira (Montil Date Exerci 01/29	ns, (c)	Expiration Date (5)	e Securi 7. Title and of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock Common Stock Common Stock	d Amount es 3 Security dd 4) Amount or Number of Shares 17,972 65,092	8. Price of Derivative Security (Instr. 5)	derivati Securit Benefic Owned Followi Reporte Transat (Instr. 4	ive titles cially ling ed ction(s) 4)	Ownersh Form: Direct (C) or Indire (I) (Instr.	by Family LLC ⁽²⁾ By Family Trust ⁽¹⁾ By Family LLC ⁽²⁾ By Irrevocable Family LLC ⁽²⁾ By Irrevocable Family LLC ⁽²⁾	
Derivative Security (Instr. 3) Restricted Stock Unit Restricted Stock Unit Restricted Stock Unit Restricted Stock Unit	Conversion or Exercise Price of Derivative Security (5)	02/29/2024 02/29/2024 02/29/2024	3A. Deemed Execution Date if any	(e.g., pi 4. Trans Code 8) Code G(1) G(1) G(1)	v	alls, wa 5. Numb Derivativ Securitie Acquirec Disposed (Instr. 3,	rrants, er of se sisting (A) or d of (D) 4 and 5) (D) 17,972	Date Exerci 01/29	ns, (ce Exercition Day/	Expiration Date (5) (5)	e Securi 7. Title an of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock Common Stock Common Stock Common Stock	Amount or Number of Shares 17,972 17,972 65,092	8. Price of Derivative Security (Instr. 5) \$0 \$0	derivati Securit Benefic Owned Followi Reporte Transa (Instr. 4	ive titles cially ing ed ction(s) 4) 972	Ownersh Form: Direct (Cor Indirect) I	by Family LLC ⁽²⁾ By Family LLC ⁽²⁾ By Family LLC ⁽²⁾ By Family LLC ⁽²⁾ By Irrevocable Family Trust ⁽¹⁾ By Family LLC ⁽²⁾ By By By Family LLC ⁽²⁾ By Family By Family Trust ⁽¹⁾ By Family Family Family Family Family Family By Family By Family	
Restricted Stock Unit Restricted Stock Unit	Conversion or Exercise Price of Derivative Security (5) (5)	Date (Month/Day/Year) 02/29/2024 02/29/2024 02/29/2024 02/29/2024	3A. Deemed Execution Date if any	(e.g., pi 4. Trans Code 8) Code G(1) G(1) G(1) G(1)	uts, c	alls, wa 5. Numbo Derivativ Securitie Acquirec Dispose (Instr. 3, (A) 17,972	rrants, er of se sisting (A) or d of (D) 4 and 5) (D) 17,972	Optio 6. Date Expirar (Montil Date Exerci 01/29.	ns, (ce Exercise of Exercise o	Expiration Date (5) (5) (5)	e Securit 7. Title and of Securit Underlyin Derivative (Instr. 3 ar Title Common Stock Common Stock Common Stock Common Stock Common Stock Common Common Stock Common Stock	ties) d Amount es 3 Security (d 4) Amount or Number of Shares 17,972 17,972 65,092 103,916	8. Price of Derivative Security (Instr. 5) \$0 \$0 \$0	derivati Securit Benefic Owned Followi Report Transac (Instr. 4	ive titles titles to the control of	Ownersh Form: Direct (C) or Indire (I) (Instr.	by Family LLC ⁽²⁾ By Family LLC ⁽²⁾ By Family LLC ⁽²⁾ By Irrevocable Family Trust ⁽¹⁾ By Family LLC ⁽²⁾ By Irrevocable Family LLC ⁽²⁾ By Irrevocable Family Trust ⁽¹⁾ By Family LLC ⁽²⁾ By Irrevocable Family LLC ⁽²⁾	

Explanation of Responses:

- 1. Reflects the gift of non-voting units in a limited liability company established for the benefit of the Reporting Person's immediate family (the "Family LLC") to an irrevocable trust also established for the benefit of his immediate family members (the "Irrevocable Family Trust"), with the units representing a pecuniary interest in the shares of common stock, or restricted stock units, as applicable, shown, and held by the Family
- 2. On 2/27/24, the Reporting Person contributed a total of 242,160 shares of common stock, and on 2/28/24 the Reporting Person contributed 257,106 restricted stock units, that he held directly, to the Family LLC of which the Reporting Person was then the holder of all voting and non-voting units.
- 3. The Reporting Person previously reported 17,500 shares as indirectly held in trust, though since this trust is a revocable living trust, the Reporting Person no longer reflects the shares held in such trust as indirectly
- 4. The Reporting Person previously reported 6,240 shares as directly held when these shares have been held for several years through his 401(k) plan. These 401(k) holdings are separately reflected in this Form 4. 5. Each restricted stock unit represents a contingent right to receive one share of common stock and does not expire.

- $6.\ These\ restricted\ stock\ units\ vest\ in\ equal\ installments\ on\ January\ 29,\ 2025,\ and\ January\ 29,\ 2026.$
- 7. These restricted stock units vest in equal installments on January 29, 2025, January 29, 2026, and January 29, 2027.
- 8. These restricted stock units vest in equal installments on January 1, 2025, January 1, 2026, and January 1, 2027.

Remarks

/s/ Jill Eaton, by power of attorney

03/01/2024

** 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.