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

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**September 8, 2009**  
Date of Report (Date of earliest event reported)

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**Harrah's Entertainment, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of Incorporation)

**001-10410**  
(Commission File Number)

**62-1411755**  
(IRS Employer  
Identification Number)

**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)

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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 7.01 Regulation FD Disclosure**

On September 8, 2009, Harrah's Entertainment, Inc. (the "Registrant") announced the intent of its wholly owned subsidiary, Harrah's Operating Company, Inc., to offer, through a private placement, senior secured notes due 2017, subject to market and other conditions. The press release related to the notes was attached as Exhibit 99.1 to the Registrant's Current Report on Form 8-K, dated September 8, 2009.

On September 8, 2009, the Registrant priced \$720,000,000 aggregate principal amount of 11 1/4% senior secured notes due 2017 at an issue price of 100.0%, plus accrued interest from June 10, 2009. The transaction is subject to a number of closing conditions.

The Registrant is disclosing under Item 7.01 of this Current Report on Form 8-K the information attached to this report as Exhibit 99.1, which information is incorporated by reference herein. This information, which has not been previously reported, is excerpted from a preliminary offering memorandum, as supplemented, that is being disseminated in connection with the Notes offering described above.

The Registrant is furnishing the information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrant's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being filed herewith, and are furnished solely for purposes of Item 7.01 of this Form 8-K:

- 99.1 Disclosure in connection with the distribution of the offering memorandum for \$720,000,000 aggregate principal amount of 11 1/4% senior secured notes due 2017.

**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.

HARRAH'S ENTERTAINMENT, INC.

Date: September 8, 2009

By: /s/ MICHAEL D. COHEN

Michael D. Cohen

Vice President, Associate General Counsel and Corporate Secretary

**EXHIBIT INDEX**

**Exhibit  
Number**

**Document Description**

99.1

Disclosure in connection with the distribution of the offering memorandum for \$720,000,000 aggregate principal amount of 11 1/4% senior secured notes due 2017.

## Offering Memorandum Excerpts

The following table sets forth as of June 30, 2009:

- (1) Harrah's Operating Company, Inc.'s ("Harrah's Operating") cash and cash equivalents and capitalization on an actual basis; and
- (2) Harrah's Operating's cash and cash equivalents and capitalization on an as adjusted basis to give effect to the consummation of the proposed offering and the senior secured term loan made to Chester Downs and Marina, LLC ("Chester Downs"), a majority-owned subsidiary of Harrah's Operating (the "Chester Transaction").

	As of June 30, 2009	
	Actual (in millions)	As Adjusted (unaudited)
Cash and cash equivalents <sup>(1)</sup>	\$ 634	\$ 790
Debt:		
Term loan <sup>(2)</sup>	\$ 6,340	\$ 5,845
Revolving credit facility <sup>(3)</sup>	1,112	903
First lien notes, including the notes offered hereby <sup>(4)</sup>	1,323	2,043
Second lien notes <sup>(5)</sup>	2,074	2,074
Subsidiary guaranteed unsecured senior debt <sup>(6)</sup>	487	487
Unsecured senior notes <sup>(7)</sup>	1,624	1,624
Unsecured senior subordinated notes <sup>(8)</sup>	360	360
Other <sup>(9)</sup>	126	343
Total debt, including current portion	13,446	13,679
Equity <sup>(10)</sup>	2,182	2,182
Total capitalization	\$15,628	\$ 15,861

(1) "As Adjusted" amount includes the \$156 million net cash proceeds received in connection with the Chester Transaction.

(2) Upon the closing of the Merger (as defined in the most recent report of Harrah's Entertainment, Inc. (the "Registrant") on Form 10-K, filed March 17, 2009), Harrah's Operating entered into a seven-year \$7,250 million term loan facility, all of which was drawn at the closing of the Merger. The Registrant guarantees this facility, and all of the material wholly owned domestic subsidiaries of Harrah's Operating have pledged their assets to secure this facility.

(3) Upon the closing of the Merger, Harrah's Operating entered into the senior secured credit facilities, which include a \$2,000 million revolving credit facility that was reduced to \$1,768 million due to debt retirements during the second quarter of 2009. At June 30, 2009, on an as adjusted basis after giving effect to the proposed offering, \$555.1 million of additional borrowing capacity is available under our revolving credit facility, with an additional \$172 million committed to back letters of credit. It also provides for the issuance of additional secured notes or loans which may include debt secured on a pari passu basis with the senior secured credit facilities and the first lien notes. The Registrant guarantees this facility, and all of the material wholly owned domestic subsidiaries of Harrah's Operating have pledged their assets to secure this facility. Of the payoff associated with the use of proceeds from the proposed offering, approximately \$138 million is a permanent reduction of commitments under the revolving credit facility.

(4) Includes \$1,375 million aggregate principal amount of 11.25% Senior Secured Notes due 2017 issued on June 10, 2009 (the "Existing First Lien Notes"). The Existing First Lien Notes were issued at a price of 96.225% of their face value, resulting in approximately \$1,323 million of gross proceeds. The approximately \$52 million discount will accrete and be included in interest expense until the Existing First Lien Notes mature.

(5) "Actual" amounts include the book values of \$215 million of 10% Second-Priority Notes due 2015 and \$848 million of 10% Second-Priority Notes due 2018 issued in connection with the exchange offers that were consummated on December 24, 2008 and book values of \$3,705 million of 10% Second-Priority Notes due 2018 issued in connection with the exchange offers that were consummated on April 15, 2009, and are inclusive of amounts paid in fees in connection with such exchange offers. The face value of such notes is \$4,768 million.

- (6) "Actual" amounts consist of \$479 million of 10.75% Senior Notes due 2016 and \$9 million of 10.75%/11.5% Senior Toggle Notes due 2018. All of this indebtedness is guaranteed on a joint and several basis by the Registrant and each wholly owned domestic subsidiary of Harrah's Operating that is a subsidiary pledgor with respect to the senior secured credit facilities.
- (7) The "Actual" unsecured senior notes consists of the book values of the following notes: \$33 million of 8% Senior Notes due 2011, \$125 million of 5.375% Senior Notes due 2013, \$240 million of 5.5% Senior Notes due 2010, \$792 million of 5.625% Senior Notes due 2015, \$451 million of 5.75% Senior Notes due 2017, \$661 million of 6.5% Senior Notes due 2016, \$0.8 million of 7.5% Senior Notes due 2009, \$0.6 million of 7% Senior Notes due 2013 and \$0.2 million of Floating Rate Contingent Convertible Senior Notes due 2024, all of which are obligations of Harrah's Operating and guaranteed by the Registrant. The face value of such notes is \$2,303 million.
- (8) The "Actual" unsecured senior subordinated notes consist of the book values of the following notes: \$137 million of 8.125% Senior Subordinated Notes due 2011 and \$238 million of 7.875% Senior Subordinated Notes due 2010. The face value of such notes is \$375 million.
- (9) Consists of the book values of the following debt: \$230 million of 12.375% senior secured term loan due 2016 incurred by Chester Downs in connection with the Chester Transaction, \$25 million of 6% Secured Debt due 2010, \$17 million of unsecured Uruguay bonds due 2010, \$69 million of principal obligations to fund Clark County, Nevada, Special Improvement District bonds and approximately \$15 million of miscellaneous other indebtedness.
- (10) In calculating the capitalization amount for Harrah's Operating, total equity attributable to non-controlling interests has been excluded. The Registrant and its consolidated subsidiaries adopted SFAS No. 160 effective January 1, 2009, which changes the presentation of non-controlling interests' share of equity and income/(loss) on our unaudited consolidated financial statements.

As of June 30, 2009, after giving effect to the proposed offering and the Chester Transaction, the Registrant and its consolidated subsidiaries had \$22,549.0 million face value of outstanding indebtedness and our current debt service obligation would be \$1,233.8 million, which includes required interest payments of \$1,201.9 million. In addition, as of June 30, 2009, after giving effect to the proposed offering and the Chester Transaction, Harrah's Operating had \$17,132.7 million face value of outstanding indebtedness, and Harrah's Operating's debt service obligation would be \$1,073.7 million, which includes required interest payments of \$1,041.8 million.

This filing includes "forward-looking statements." 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 "may," "will," "project," "might," "expect," "believe," "anticipate," "intend," "could," "would," "estimate," "continue" or "pursue," or the negative or other variations thereof or comparable terminology. In particular, they include statements relating to, among other things, future actions, new projects, strategies, future performance, the outcomes of contingencies and future financial results of the Registrant and its consolidated subsidiaries. These forward-looking statements are based on current expectations and projections about future events. The proposed offering is subject to a number of conditions, and there can be no assurance whether such offering will be completed on the terms discussed above or at all.

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 Harrah's may differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, but are not limited to, factors described from time to time in our 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).

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. The Registrant does not undertake 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 filing.