

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

HARRAH'S ENTERTAINMENT, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State of Incorporation)

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

5100 WEST SAHARA AVENUE, SUITE 200
LAS VEGAS, NEVADA 89146
(Address of Principal Executive Offices)

HARRAH'S ENTERTAINMENT, INC. 1990 STOCK OPTION PLAN
(Full title of the plan)

STEPHEN H. BRAMMELL
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
5100 WEST SAHARA AVENUE, SUITE 200, LAS VEGAS, NV 89146
(702) 579-2300
(Name, address, including zip code, and telephone number,
including area code of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common stock, par value \$0.10 per share	1,800,000	\$22.875	\$41,175,000	\$10,870.20

- (1) Harrah's Entertainment, Inc. 1990 Stock Option Plan, as amended (the "Plan"), authorizes the issuance of a maximum of 15,000,000 shares (including the 1,800,000 shares being registered hereby) of Common Stock of Harrah's Entertainment, Inc. (the "Company"), plus reissuances of cancelled shares and adjustments to shares to account for any dividend or other distribution (whether in the form of cash, Common Stock, other securities, or other property), recapitalization, stock split, reverse stock split, reorganization, merger, consolidation, split-up, spin-off, combination, repurchase, or exchange of Common Stock or other securities of the Company, issuance of warrants to purchase Common Stock or other securities of the Company, or other similar transaction or event.
- (2) For purposes of computing the registration fee only, pursuant to Rule 457(h), the Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices reported on the New York Stock Exchange on June 14, 2000.

STATEMENT

Harrah's Entertainment, Inc. (the "Company") has amended the Harrah's Entertainment, Inc. 1990 Stock Option Plan (the "Plan"), by increasing the number of shares in the Plan by an additional 1,800,000 shares.

The contents of the earlier Registration Statement, file number 33-59991, are incorporated herein by reference.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The legality of the securities registered hereby has been passed upon by Stephen H. Brammell, General Counsel of the Company. At the time of filing this Registration Statement, Mr. Brammell owned 25,214 shares of Common Stock and holds options for 106,000 shares of Common Stock which have been issued under the Company's 1990 Stock Option Plan, as amended.

Item 8. Exhibits

Exhibit No.	Description
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*EX-4.1	Amendment to Harrah's Entertainment, Inc. 1990 Stock Option plan effective February 23, 2000.
*EX-5	Opinion of Stephen H. Brammell as to the legality of the securities being registered hereby.
*EX-23.1	Consent of Stephen H. Brammell (included as part of Exhibit 5).
*EX-23.2	Consent of Arthur Andersen LLP, independent certified public accountants.
*EX-24	Power of Attorney (incorporated into the signature pages hereof).

* Filed herewith.

Signatures

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, Nevada, on June 22, 2000.

HARRAH'S ENTERTAINMENT, INC.

By: /s/ STEPHEN H. BRAMMELL

Stephen H. Brammell
Senior Vice President, General Counsel
and Secretary

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Philip G. Satre, Colin V. Reed, and Stephen H. Brammell and each of them, either one of whom may act without joinder of the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and conforming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of any or all of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1933, this Registration Statement has been signed below by the following persons in their capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ SUSAN CLARK-JOHNSON ----- (Susan Clark-Johnson)	Director	June 22, 2000
----- (James B. Farley)	Director	June 22, 2000
/s/ JOE M. HENSON ----- (Joe M. Henson)	Director	June 22, 2000
/s/ RALPH HORN ----- (Ralph Horn)	Director	June 22, 2000

Signature -----	Title -----	Date -----
/s/ J. K. HOUSSELS, III ----- (J. K. Housfels, III)	Director	June 22, 2000
----- (Gary W. Loveman)	Director, Chief Operating Officer, and Office of the President	June 22, 2000
/s/ R. BRAD MARTIN ----- (R. Brad Martin)	Director	June 22, 2000
/s/ ROBERT G. MILLER ----- (Robert G. Miller)	Director	June 22, 2000
/s/ COLIN V. REED ----- (Colin V. Reed)	Director, Chief Financial Officer, and Office of the President	June 22, 2000
/s/ WALTER J. SALMON ----- (Walter J. Salmon)	Director	June 22, 2000
/s/ PHILIP G. SATRE ----- (Philip G. Satre)	Director, Chairman, Chief Executive Officer, and Office of the President	June 22, 2000
/s/ BOAKE A. SELLS ----- (Boake A. Sells)	Director	June 22, 2000

Signature

Title

Date

/s/ EDDIE N. WILLIAMS

(Eddie N. Williams)

Director

June 22, 2000

/s/ JUDY T. WORMSER

(Judy T. Wormser)

Controller and
Principal Accounting
Officer

June 22, 2000

EXHIBIT INDEX

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Amendment to
The Harrah's Entertainment, Inc.
1990 Stock Option Plan

Harrah's Entertainment, Inc. (the "Company") hereby adopts this Amendment to the Harrah's Entertainment, Inc. 1990 Stock Option Plan (the "Plan"), subject to stockholder approval, which approval is expected to occur on April 27, 2000:

The following language is added at the end of Section D.2 of the Plan:

"Effective February 23, 2000, the number of authorized common shares that may be issued pursuant to the options and stock appreciation rights granted by the Committee under the Plan is increased by an additional 1,800,000 shares. No options or stock appreciation rights may be granted under this Plan with respect to such 1,800,000 shares after February 28, 2008, and options utilizing these shares will be subject to the same repricing restrictions contained in the provisions of the first sentence of Section B.3 of the Plan that apply to the 3,500,000 shares authorized by the Plan Amendment dated February 26, 1998";

This Amendment was duly approved by the Human Resources Committee of the Board of Directors on February 23, 2000.

By: /s/ STEPHEN H. BRAMMELL

Stephen H. Brammell
Secretary of Harrah's Entertainment, Inc.

June 22, 2000

Harrah's Entertainment, Inc.
5100 West Sahara Avenue, Suite 200
Las Vegas, Nevada 89146

RE: Common Stock, Par Value \$0.10 Per Share of
Harrah's Entertainment, Inc. (the "Company")

Gentlemen:

I am General Counsel of the Company. At your request, I have examined the Form S-8 Registration Statement (the "Registration Statement") that you intend to file with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of 1,800,000 additional shares of Common Stock, par value \$0.10 per share (the "Shares"), issuable pursuant to the Company's 1990 Stock Option Plan, as amended (the "Plan").

The Shares will be issued under the Plan in accordance with the terms of said Plan. I am familiar with the proceedings undertaken in connection with the authorization and issuance of the Shares in accordance with the Plan. Additionally, I have examined such questions of law and fact as I have considered necessary or appropriate for purposes of this opinion.

Based upon the foregoing, I am of the opinion that the Shares have been duly authorized, and upon the issuance of Shares pursuant to the terms of the Plan and delivery and payment therefor of consideration set forth in the Delaware General Corporation Law at least equal to the aggregate par value of the Shares issued, such Shares will be validly issued, fully paid and nonassessable.

I consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to my name in the Registration Statement under the heading "Interests of Named Experts and Counsel."

Very truly yours,

/s/ STEPHEN H. BRAMMELL

Stephen H. Brammell
Senior Vice President, General Counsel
and Secretary

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated February 8, 2000 (except with respect to the matter discussed in Note 18 as to which the date is February 29, 2000), included (or incorporated by reference) in Harrah's Entertainment, Inc.'s Form 10-K for the year ended December 31, 1999, and to all references to our Firm included in this registration statement on Form S-8.

ARTHUR ANDERSEN LLP

Las Vegas, Nevada
June 21, 2000