

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): June 21, 2021

Caesars Entertainment, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36629
(Commission
File Number)

46-3657681
(IRS Employer
Identification No.)

**100 West Liberty Street, 12th Floor,
Reno, Nevada**
(Address of principal executive offices)

89501
(Zip Code)

Registrant's telephone number, including area code: (775) 328-0100

Caesars Entertainment, Inc.
(Former name or former address, if changed since last report)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.00001 par value	CZR	NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On June 21, 2021, Caesars Entertainment, Inc. (the “Company”) issued a press release announcing that it had delivered a notice of mandatory conversion (the “Notice”) to the trustee of the 5.00% convertible senior notes due 2024 (the “Notes”) issued by Caesars Holdings, Inc. (formerly known as Caesars Entertainment Corporation), a wholly-owned subsidiary of the Company (“Holdings”). Pursuant to the Notice, Holdings is exercising its right to mandatorily convert all outstanding Notes on June 24, 2021.

A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated June 21, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 21, 2021

CAESARS ENTERTAINMENT, INC.

By: /s/ Edmund Quatmann, Jr.
Name: Edmund Quatmann, Jr.
Title: Chief Legal Officer, Executive Vice
President and Secretary



Caesars Entertainment, Inc. Announces Mandatory Conversion of 5.00% Convertible Senior Notes Due 2024

LAS VEGAS and RENO, Nev. (June 21, 2021) – Caesars Entertainment, Inc., (NASDAQ: CZR) (“Caesars,” “CZR,” or “the Company”) today announced that it has delivered a notice of mandatory conversion (the “Notice”) to the trustee of the 5.00% convertible senior notes due 2024 (the “Notes”) issued by Caesars Holdings, Inc. (formerly known as Caesars Entertainment Corporation), a wholly-owned subsidiary of the Company (“Holdings”). Pursuant to the Notice, Holdings has exercised its right to cause the mandatory conversion of all outstanding Notes on June 24, 2021 (the “Mandatory Conversion Date”). As of the close of business on June 18, 2021, the Company had approximately \$321,890,591 aggregate principal amount of Notes outstanding.

On the Mandatory Conversion Date, each \$1.00 principal amount of Notes will be converted into 0.013889365 shares of common stock of the Company and \$1.166196 in cash (the “Conversion Price”). Interest on the Notes will cease to accrue on the Mandatory Conversion Date. The Conversion Price and any accrued and unpaid interest to the Mandatory Conversion Date will be paid to holders of the Notes on June 29, 2021.

About Caesars Entertainment, Inc.

Caesars Entertainment, Inc. (NASDAQ: CZR) is the largest casino-entertainment company in the US and one of the world’s most diversified casino-entertainment providers. Since its beginning in Reno, NV, in 1937, Caesars Entertainment, Inc. has grown through development of new resorts, expansions and acquisitions. Caesars Entertainment, Inc.’s resorts operate primarily under the Caesars®, Harrah’s®, Horseshoe®, and Eldorado® brand names. Caesars Entertainment, Inc. offers diversified gaming, entertainment and hospitality amenities, one-of-a-kind destinations, and a full suite of mobile and online gaming and sports betting experiences. All tied to its industry-leading Caesars Rewards loyalty program, the company focuses on building value with its guests through a unique combination of impeccable service, operational excellence and technology leadership. Caesars is committed to its employees, suppliers, communities and the environment through its PEOPLE PLANET PLAY framework. For more information, please visit: www.caesars.com/corporate.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

You can identify these statements by Caesars' use of the words "may," "will," and similar expressions that do not relate to historical matters. All statements other than statements of historical fact are forward-looking statements. You should exercise caution in interpreting and relying on forward-looking statements because they involve known and unknown risks, uncertainties, and other factors which are, in some cases, beyond Caesars' control and could materially affect actual results, performance, or achievements.

Although Caesars believes that in making such forward-looking statements its expectations are based upon reasonable assumptions, such statements may be influenced by factors that could cause actual outcomes and results to be materially different from those projected. Caesars cannot assure you that the assumptions upon which these statements are based will prove to have been correct. Important risk factors that may affect Caesars' business, results of operations and financial position are detailed from time to time in Caesars' filings with the Securities and Exchange Commission. Caesars does not undertake any obligation to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise, except as may be required by applicable law.

Contacts

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Source: Caesars Entertainment, Inc.