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

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

Caesars Entertainment, Inc.

(Exact name of registrant as specified in its certificate of incorporation)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-3657681
(I.R.S. Employer
Identification Number)

**Caesars Entertainment, Inc.
100 West Liberty Street, 12th Floor
Reno, Nevada 89501
(775) 328-0100**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Caesars Entertainment, Inc. Second Amended & Restated 2015 Equity Incentive Plan
(Full Title of the Plans)

**Edmund L. Quatmann, Jr.
Executive Vice President, Chief Legal Officer and Secretary
100 West Liberty Street, 12th Floor
Reno, Nevada 89501
(775) 328-0100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies of all notices, orders and communications to:

**Steven B. Stokdyk, Esq.
Brent T. Epstein, Esq.
Latham & Watkins LLP
10250 Constellation Blvd., Suite 1100
Los Angeles, California 90067
(213) 485-1234**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 8,000,000 shares of common stock, \$0.00001 par value per share (“Common Stock”), of Caesars Entertainment, Inc. (the “Registrant”) to be issued under the Caesars Entertainment, Inc. Second Amended & Restated 2015 Equity Incentive Plan which was adopted by the Registrant’s Board of Directors on April 24, 2024 and approved by the Registrant’s stockholders on June 11, 2024. In accordance with Instruction E to Form S-8, the contents of the previous Registration Statements on Form S-8 (File Nos. 333-232336 and 333-245051) are hereby incorporated by reference.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act of 1933, as amended (the “Securities Act”), is not required to be filed with the Securities and Exchange Commission (the “Commission”) and is omitted from this registration statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3 Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission, are incorporated herein by reference:

- (a) The Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2023, filed with the Commission on February 20, 2024 (the “10-K”);
- (b) The Registrant’s Quarterly Report on [Form 10-Q](#) for the quarterly period ending on March 31, 2024 filed with the Commission on April 30, 2024;
- (c) The Registrant’s Current Reports on Form 8-K filed with the Commission on [January 18, 2024](#), [January 25, 2024](#), [January 30, 2024](#), [February 7, 2024](#), [April 29, 2024](#), [May 9, 2024](#) and [June 14, 2024](#) (except, with respect to each of the foregoing, for portions of such reports which were deemed to be furnished and not filed);
- (d) The Registrant’s definitive proxy statement on [Schedule 14A](#), filed with the Commission on April 29, 2024, to the extent incorporated by reference in the 10-K; and
- (e) The description of the Common Stock contained in the Registrant’s Registration Statement on [Form 8-A](#) filed with the Commission on September 18, 2014 and [Amendment No. 1 to Form 8-A](#) filed with the Commission on September 19, 2014 and [Amendment No. 2 to Form 8-A](#) filed with the Commission on August 12, 2020 and including any other amendments or reports filed for the purpose of updating such description.

All other reports and other documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold (other than information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules), shall be deemed to be incorporated by reference into this Registration Statement and to be a part of this Registration Statement from the date of the filing of such reports and documents.

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8 Exhibits.

The following exhibits are filed as part of this Registration Statement.

<u>Exhibit No.</u>	<u>Document Description</u>
3.1	<u>Amended and Restated Certificate of Incorporation of Caesars Entertainment, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 16, 2023).</u>
3.2	<u>Amended and Restated Bylaws of Caesars Entertainment, Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed August 1, 2022).</u>
4.1	The description of the Registrant's common stock, par value \$0.00001 per share, contained in the Registrant's Registration Statement on <u>Form 8-A</u> filed with the Commission on September 18, 2014 and <u>Amendment No. 1 to Form 8-A</u> filed with the Commission on September 19, 2014 and <u>Amendment No. 2 to Form 8-A</u> filed with the Commission on August 12, 2020 and including any other amendments or reports filed for the purpose of updating such description.
5.1*	<u>Opinion of Latham & Watkins LLP.</u>
23.1*	<u>Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.</u>
23.2*	<u>Consent of Latham & Watkins LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of Attorney (included on signature page of this Registration Statement).</u>
99.1	<u>Caesars Entertainment, Inc. Second Amended and Restated 2015 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed June 14, 2024).</u>
107*	<u>Filing fee table.</u>
*	Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Reno, State of Nevada, on June 21, 2024.

CAESARS ENTERTAINMENT, INC.

By: /s/ Edmund L. Quatmann, Jr.

Name: Edmund L. Quatmann, Jr.

Title: Executive Vice President and Chief Legal Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Edmund L. Quatmann, Jr., as his or her true and lawful attorney-in-fact and agent, 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 and all amendments (including 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 attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act, this registration statement and power of attorney has been signed by the following persons in the capacities and on June 21, 2024.

Signature	Title
<u>/s/ Thomas R. Reeg</u> Thomas R. Reeg	Director and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Bret Yunker</u> Bret Yunker	Chief Financial Officer (Principal Financial Officer)
<u>/s/ Gary L. Carano</u> Gary L. Carano	Executive Chairman of the Board of Directors
<u>/s/ Bonnie Biumi</u> Bonnie Biumi	Director
<u>/s/ Frank J. Fahrenkopf Jr.</u> Frank J. Fahrenkopf Jr.	Director
<u>/s/ Michael E. Pegram</u> Michael E. Pegram	Director
<u>/s/ David P. Tomick</u> David P. Tomick	Director
<u>/s/ Jan Jones Blackhurst</u> Jan Jones Blackhurst	Director
<u>/s/ Don Kornstein</u> Don Kornstein	Director
<u>/s/ Courtney Mather</u> Courtney Mather	Director
<u>/s/ Kim Harris Jones</u> Kim Harris Jones	Director

10250 Constellation Blvd., Suite 1100
 Los Angeles, California 90067
 Tel: +1.424.653.5500 Fax: +1.424.653.5501
 www.lw.com

LATHAM & WATKINS^{LLP}

FIRM / AFFILIATE OFFICES

Austin	Milan
Beijing	Munich
Boston	New York
Brussels	Orange County
Century City	Paris
Chicago	Riyadh
Dubai	San Diego
Düsseldorf	San Francisco
Frankfurt	Seoul
Hamburg	Silicon Valley
Hong Kong	Singapore
Houston	Tel Aviv
London	Tokyo
Los Angeles	Washington, D.C.
Madrid	

June 21, 2024

Caesars Entertainment, Inc.
 100 West Liberty Street, 12th Floor
 Reno, Nevada 89501

Re: Registration Statement on Form S-8: 8,000,000 shares of common stock, \$0.00001 par value per share

To the addressees set forth above:

We have acted as special counsel to Caesars Entertainment, Inc., a Delaware corporation (the “*Company*”), in connection with the registration by the Company of 8,000,000 shares of common stock, \$0.00001 par value per share (the “*Shares*”), to be issued under the Company’s Second Amended & Restated 2015 Equity Incentive Plan (the “*Plan*”). The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the “*Act*”), filed with the Securities and Exchange Commission (the “*Commission*”) on June 21, 2024 (the “*Registration Statement*”). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related Prospectus, other than as expressly stated herein with respect to the issue of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the “*DGCL*”), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares shall have been duly registered on the books of the transfer agent and registrar therefor in the name or on behalf of the recipients thereof, and have been issued by the Company for legal consideration in excess of par value in the circumstances contemplated by the Plan, assuming in each case that the individual grants or awards under the Plan are duly authorized by all necessary corporate action and duly granted or awarded and exercised in accordance with the requirements of law and the Plan (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

LATHAM & WATKINS LLP

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

/s/ LATHAM & WATKINS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 20, 2024, relating to the financial statements of Caesars Entertainment, Inc., and the effectiveness of Caesars Entertainment Inc's internal control over financial reporting, appearing in the Annual Report on Form 10-K for the year ended December 31, 2023.

/s/ DELOITTE & TOUCHE LLP
Las Vegas, Nevada
June 21, 2024

Calculation of Filing Fee Table

Form S-8
(Form Type)

Caesars Entertainment, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Newly Registered Securities							
Equity	Common Stock, \$0.00001 par value per share	Rules 457(c) and 457(h)	8,000,000 (1)	\$35.79 (2)	\$286,320,000 (2)	0.00014760	\$42,260.83 (2)
Total Offering Amounts					\$286,320,000		\$42,260.83
Total Fee Offsets							\$—
Net Fee Due							\$42,260.83

- (1) This Registration Statement registers the issuance of an additional 8,000,000 shares of common stock, \$0.0001 par value per share (“Common Stock”), of Caesars Entertainment, Inc. (the “Registrant”) to be issued under the Caesars Entertainment, Inc. Second Amended & Restated 2015 Equity Incentive Plan (the “Incentive Award Plan”). The Incentive Award Plan is an amendment and restatement of the Registrant’s Amended and Restated 2015 Incentive Award Plan (the “Prior Plan”), and was approved by the Board of Directors on April 24, 2024 and approved by the Registrant’s stockholders on June 11, 2024. The offer and sale of shares of Common Stock, which have been or may be issued under the Incentive Award Plan (as the Prior Plan), have previously been registered pursuant to Registration Statements on Form S-8 (File Nos. 333-232336 and 333-245051). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Incentive Award Plan by reason of any stock dividend, stock split, recapitalization or similar transaction effected without the Registrant’s receipt of consideration which would increase the number of outstanding shares of Common Stock.
- (2) Estimated solely for purposes of determining the registration fee pursuant to the provisions of Rules 457(c) and 457(h) under the Securities Act by averaging the high and low sales prices of the Registrant’s Common Stock as reported by the NASDAQ on June 17, 2024.