

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* <u>Carano Gary L.</u>  (Last) (First) (Middle) <u>100 WEST LIBERTY STREET 12TH FLOOR</u>  (Street) <u>RENO NV 89501</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Caesars Entertainment, Inc. [ CZR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Exec. Chairman of the Board</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/28/2022</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/29/2022		M		6,997	A	\$0	213,302	D	
Common Stock	01/29/2022		F		2,754	D	\$76.14	210,548	D	
Common Stock								8,604,325	I	See Footnote <sup>(1)</sup>
Common Stock								40,000	I	By Spouse

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(2)	01/28/2022		A		4,492		(3)	(3)	Common Stock	4,492	\$0	4,492	D	
Restricted Stock Unit	(2)	01/29/2022		M		6,997		(4)	(4)	Common Stock	6,997	\$0	13,996	D	

**Explanation of Responses:**

- These shares are owned directly by Recreational Enterprises, Inc. (REI). The reporting person has a direct ownership interest in REI and an indirect ownership interest in REI through the Gary L. Carano S Corporation Trust ("S Corporation Trust") and the Gary L. Carano Qualified S Corporation Trust. The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or for any other purpose.
- Restricted stock units convert into common stock on a one-for-one basis.
- Restricted stock units were granted on January 28, 2022 pursuant to the Amended and Restated 2015 Equity Incentive Plan and will vest in equal installments on each of January 29, 2023, January 29, 2024, and January 29, 2025.
- The restricted stock units were granted on January 29, 2021 pursuant to the Amended and Restated 2015 Equity Incentive Plan and vested on January 29, 2022.

**Remarks:**

/s/ Jill Eaton by power of attorney

02/01/2022

\*\* 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.

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