

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 or Other Jurisdiction
of Incorporation or
Organization)

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

1023 CHERRY ROAD
MEMPHIS, TENNESSEE
(Address of Principal
Executive Offices)

38117
(Zip Code)

RIO HOTEL & CASINO, INC. 1995 LONG-TERM INCENTIVE PLAN
RIO HOTEL & CASINO, INC. NON-STATUTORY STOCK OPTION PLAN
RIO HOTEL & CASINO, INC. 1991 DIRECTORS' STOCK OPTION PLAN
(Full Title of the Plans)

E. O. ROBINSON, JR., ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
HARRAH'S ENTERTAINMENT, INC.
1023 CHERRY ROAD
MEMPHIS, TENNESSEE 38117
(Name and Address of Agent for Service)
(901) 762-8600
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
EDWARD SONNENSCHN, JR., ESQ.
DAVID M. HERNAND, ESQ.
LATHAM & WATKINS
633 WEST FIFTH STREET, SUITE 4000
LOS ANGELES, CALIFORNIA 90071
(213) 485-1234

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, \$0.10 par value	3,418,955(1)	\$14.74	\$50,380,390	\$14,006

- (1) The amount of shares to be registered is comprised of (i) 1,995,900 shares of Harrah's common stock pursuant to the Rio Hotel & Casino, Inc. 1995 Long-Term Incentive Plan, (ii) 1,332,055 shares of Harrah's common stock pursuant to the Rio Hotel & Casino, Inc. Non-Statutory Stock Option Plan and (iii) 91,000 shares of Harrah's common stock pursuant to the Rio Hotel & Casino, Inc. 1991 Directors' Stock Option Plan. In addition to the number of shares set forth in the table, the amount to be registered includes a presently indeterminate number of shares issuable upon the

exercise of options under the above-referenced plans, as such number may be adjusted as a result of stock splits, stock dividends and antidilution provisions in accordance with Rule 416.

- (2) Estimated for purposes of computing the registration fee only. Pursuant to Rule 457(h), the Proposed Maximum Aggregate Offering Price is based upon aggregate exercise price of outstanding options under (i) the Rio Hotel & Casino, Inc. 1995 Long-Term Incentive Plan (\$32,198,825), (ii) the Rio Hotel & Casino, Inc. Non-Statutory Stock Option Plan (\$16,983,815) and (iii) the Rio Hotel & Casino, Inc. 1991 Directors' Stock Option Plan (\$1,197,750). The Proposed Maximum Offering Price Per Share is based upon the Proposed Maximum Aggregate Offering Price divided by the Amount to be Registered.

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PART I

Item 1. Plan Information

Not required to be filed with this Registration Statement.

Item 2. Registrant Information and Employee Plan Annual Information

Not required to be filed with this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference

Harrah's Entertainment, Inc., a Delaware corporation (the "Registrant"), hereby incorporates by reference the following documents in this Registration Statement:

- (a) The Annual Report on Form 10-K of the Registrant for the fiscal year ended December 31, 1997.
- (b) The Quarterly Reports of the Registrant for the quarterly periods ended March 31, 1998, June 30, 1998 and September 30, 1998.
- (c) The Current Reports on Form 8-K of the Registrant, dated June 1, 1998, August 9, 1998, September 4, 1998, October 21, 1998, December 4, 1998 and January 1, 1999 and on Form 8-K/A, dated June 1, 1998.
- (d) The description of the Registrant's Common Stock contained in the Registration Statement of the Registrant (formerly known as The Promus Companies Incorporated) on Form 10, dated December 13, 1989, filed under the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description.

The Registrant also incorporates by reference all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement but prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, which documents will become a part of this Registration Statement from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which 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 4. Description of Securities

The Registrant's Common Stock is registered pursuant to Section 12 of the Exchange Act and, therefore, the description of securities is omitted.

Item 5. Interests of Named Experts and Counsel

The legality of the securities registered hereby has been passed upon by E. O. Robinson, Jr., Senior Vice President and General Counsel of the Registrant. At the time of filing this Registration Statement, Mr. Robinson beneficially owns 136,274 shares or options to purchase shares of Common Stock of the Registrant.

Item 6. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law empowers the Registrant to indemnify, subject to the standards set forth therein, any person who is a party in any action in connection with any action, suit or proceeding brought or threatened by reason of the fact that the person was a director, officer, employee or agent of such company, or is or was serving as such with respect to another entity at the request of such company. The Delaware General Corporation Law also provides that the Registrant may purchase insurance on behalf of any such director, officer, employee or agent.

Article Tenth of the Certificate of Incorporation, as amended, of the Registrant provides for indemnification of the officers and directors of the Registrant to the full extent permitted by the Delaware General Corporation Law.

The Registrant has entered into Indemnification Agreements with its directors, executive officers and certain other officers. Generally, the Indemnification Agreements provide that the Registrant will indemnify such persons against any and all expenses, judgments, fines, penalties and amounts paid in settlement (including all interest, assessments and other charges paid or payable in connection with or in respect to such expenses, judgments, fines, penalties or amounts paid in settlement) of any Claim by reason of (or arising in part out of) an Indemnifiable Event. "Claim" is defined as any threatened, pending or completed action, suit or proceeding or any inquiry or investigation, whether conducted by the Registrant or any other party, that the indemnitee in good faith believes might lead to the institution of any such action, suit or proceeding, whether civil, criminal, administrative, investigative or other. "Indemnifiable Event" is defined as any event or occurrence related to the fact that indemnitee is or was a director, officer, employee, trustee, agent or fiduciary of the Registrant, or is or was serving at the request of the Registrant or a director, officer, employee, trustee, agent or fiduciary of another corporation, partnership, joint venture, employee benefit plan, trust or other enterprise, or by reason of anything done or not done by indemnitee in any such capacity. Notwithstanding the foregoing, (i) the obligations of the Registrant shall be subject to the condition that the reviewing party shall not have determined (in a written opinion, in any case in which special, independent counsel is involved) that indemnitee would not be permitted to be indemnified under applicable law, and (ii) the obligation of the Registrant to make an expense advance shall be subject to the condition that, if, when and to the extent that the reviewing party determines that indemnitee would not be permitted to be so indemnified under applicable law, the Registrant shall be entitled to be reimbursed by indemnitee (who has agreed to reimburse the Registrant, for any amounts theretofore paid; provided, that if indemnitee has commenced legal proceedings in a court of competent jurisdiction to secure a determination that indemnitee should be indemnified under applicable law, any determination made by the reviewing party that indemnitee would not be permitted to be indemnified under applicable law shall not be binding and indemnitee shall not be required to reimburse the Registrant for any expense advance until a final judicial determination is made with respect thereto as to which all rights of appeal therefrom have been exhausted or lapsed).

The Registrant carries policies of insurance which cover individual directors and officers of the Registrant and its subsidiaries for legal liability and which would pay on behalf of the Registrant for expenses of indemnifying directors and officers in accordance with the Registrant's Certificate of Incorporation, as amended.

Under the merger agreements pursuant to which the Registrant acquired Showboat, Inc. and Rio Hotel & Casino, Inc., the Registrant agreed to indemnify each person that served as a director and officer of Showboat, Inc. and Rio Hotel & Casino, Inc. prior to the merger against all liabilities arising out of the fact that such person was an officer or director of such entities to the full extent that would have been permitted under Nevada law and the articles of incorporation or bylaws of such entities. The Registrant also agreed to maintain in effect for six years directors' and officers' liability insurance with coverage at least as favorable (subject to certain limitations) as the coverage provided to such persons prior to the merger of Showboat, Inc. or Rio Hotel & Casino, Inc., as the case may be.

Section 102(b)(7) of the Delaware General Corporation Law enables a Delaware corporation to provide in its certificate of incorporation for the elimination or limitation of the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. Any such provision cannot eliminate or limit a director's liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) under Section 174 of the Delaware General Corporation Law (which imposes liability on

directors for unlawful payment of dividends or unlawful stock purchase or redemption); or (4) for any transaction from which the director derived an improper personal benefit. Article Thirteenth of the Certificate of Incorporation, as amended, of the Registrant eliminates the liability of a director of the Registrant to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director to the full extent permitted by the Delaware General Corporation Law.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

- 4(1) Rio Hotel & Casino, Inc. 1995 Long-Term Incentive Plan (incorporated by reference from Rio Hotel & Casino, Inc.'s Registration Statement on Form S-8, dated June 16, 1998, file number 333-56901).
- 4(2) Rio Hotel & Casino, Inc. Non-Statutory Stock Option Plan (incorporated by reference from Rio Hotel & Casino, Inc.'s Post-Effective Amendment No. 3 to the Registration Statement on Form S-8, dated October 5, 1993, file number 33-38752).
- 4(3) Rio Hotel & Casino, Inc. 1991 Directors' Stock Option Plan (incorporated by reference from Rio Hotel & Casino, Inc.'s Registration Statement on Form S-8, dated August 27, 1993, file number 33-68130).
- 4(4) Certificate of Incorporation of The Promus Companies Incorporated; Certificate of Amendment of Certificate of Incorporation of The Promus Companies Incorporated, dated April 29, 1994; Certificate of Amendment of Certificate of Incorporation of The Promus Companies Incorporated, dated May 26, 1995; and Certificate of Amendment Certificate of Incorporation of The Promus Companies Incorporated, dated June 30, 1995, changing its name to Harrah's Entertainment, Inc. (incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1995, filed March 6, 1996, File No. 1-10410).
- 4(5) Bylaws of the Registrant, as amended December 12, 1997 (incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed March 10, 1998, File No. 1-10410).
- 4(6) Rights Agreement, dated as of October 5, 1996, between Harrah's Entertainment, Inc. and The Bank of New York, which includes the form of Certificate of Designations of Series A Special Stock of Harrah's Entertainment, Inc. as Exhibit A, the form of Right Certificate as Exhibit B and the Summary of Rights to Purchase Special Shares as Exhibit C (incorporated by reference from the Registrant's Current Report on Form 8-K, filed August 9, 1996, File No. 1-10410).
- 4(7) First Amendment, dated as of February 21, 1997, to Rights Agreement between Harrah's Entertainment, Inc. and The Bank of New York. (incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996, filed March 11, 1997, File No. 1-10410).
- 4(8) Second Amendment, dated as of April 25, 1997, to Rights Agreement, dated as of October 25, 1996, between Harrah's Entertainment, Inc. and

The Bank of New York (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997, filed May 13, 1997, File No. 1-10410).

- 4(9) Letter to Stockholders, dated July 23, 1997, regarding Summary of Rights to Purchase Special Shares As Amended Through April 25, 1997 (incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997, filed August 13, 1997, File No. 1-10410).
- 4(10) Certificate of Elimination of Series B Special Stock of Harrah's Entertainment, Inc., dated February 21, 1997 (incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996, filed March 11, 1997, File No. 1-10410).
- 4(11) Certificate of Designations of Series A Special Stock of Harrah's Entertainment, Inc., dated February 21, 1997 (incorporated by reference from the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996, filed March 11, 1997, File No. 1-10410).
- 4(12) Specimen Stock Certificate of Harrah's Entertainment, Inc. common stock, par value \$0.10 per share.
- 5(1) Opinion of E. O. Robinson, Jr. as to the legality of the securities being registered.
- 23(1) Consent of Arthur Andersen LLP.
- 23(2) Consent of Arthur Andersen LLP.
- 23(3) Consent of KPMG LLP.
- 23(4) Consent of E. O. Robinson, Jr. (included in Exhibit 5(1) hereto).
- 24(1) Power of Attorney (included on page S-1).

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) (Section 230.424(b) of this

chapter) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-3 (Section 239.13 of this chapter), Form S-8 (Section 239.16b of this chapter) or Form F-3 (Section 239.33 of this chapter), and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) If the registrant is a foreign private issuer, to file a post-effective amendment to the registration statement to include any financial statements required by Section 210.3-19 of this chapter at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished, provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (a)(4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3 (Section 239.33 of this chapter), a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Act or Section 210.3-19 of this chapter if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Form F-3.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Sections 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial BONA FIDE offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURE

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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Memphis, State of Tennessee, on this 7th day of January, 1999.

HARRAH'S ENTERTAINMENT, INC.

By: /s/ Philip G. Satre

Philip G. Satre
Chairman, President and Chief
Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Philip G. Satre and Colin V. Reed, and each or any of them, his true and lawful attorney-in-fact and agents, with full power of substitution and resubstitution, for him and in his 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 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 might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, 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	January 7, 1999
/s/ James B. Farley ----- James B. Farley	Director	January 7, 1999
/s/ Joe M. Henson ----- Joe M. Henson	Director	January 7, 1999
/s/ Ralph Horn ----- Ralph Horn	Director	January 7, 1999
/s/ J. Kell Houssels, III ----- J. Kell Houssels, III	Director	January 7, 1999

/s/ R. Brad Martin ----- R. Brad Martin	Director	January 7, 1999
/s/ Colin V. Reed ----- Colin V. Reed	Director and Chief Financial Officer	January 7, 1999
/s/ Walter J. Salmon ----- Walter J. Salmon	Director	January 7, 1999
/s/ Philip G. Satre ----- Philip G. Satre	Chairman, President and Chief Executive Officer	January 7, 1999
/s/ Boake A. Sells ----- Boake A. Sells	Director	January 7, 1999
/s/ Eddie N. Williams ----- Eddie N. Williams	Director	January 7, 1999
/s/ Judy T. Wormser ----- Judy T. Wormser	Controller and Principal Accounting Officer	January 7, 1999

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- 24(1) Power of Attorney (included on page S-1).

[Front Side]

COMMON STOCK

NUMBER

NY

PAR VALUE \$.10

SHARES

INCORPORATED UNDER THE LAWS

OF THE STATE OF DELAWARE

SEE REVERSE FOR STOCKHOLDER RIGHTS LEGEND

SEE REVERSE FOR CERTAIN DEFINITIONS

CUSIP 413619 10 7

Harrah's Entertainment, Inc.

This Certifies that

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF

Harrah's Entertainment, Inc. transferable on the books of the Corporation upon

surrender of this certificate properly endorsed by the appropriate person or

persons. The shares represented hereby are fully paid and nonassessable. This

certificate and the shares represented hereby are issued and shall be held

subject to all of the provisions of the Certificate of Incorporation and Bylaws

of the Corporation, each as from time to time amended, to all of which the

holder by acceptance hereof assents.

This certificate is not valid unless countersigned by the Transfer Agent and

registered by the Registrar.

Witness a facsimile of the corporate seal and the facsimile signatures of its

duly authorized officers.

Dated

COUNTERSIGNED AND REGISTERED:

THE BANK OF NEW YORK,

TRANSFER AGENT

AND REGISTRAR

BY

AUTHORIZED SIGNATURE

/s/ Philip G. Satre

President and Chief Executive Officer

/s/ Rebecca W. Ballou

Secretary

HARRAH'S ENTERTAINMENT, INC.

The Corporation will furnish to any stockholder, upon request and without charge, a full statement of the powers, designations, preferences, and relative, participating, optional or other rights of the shares of each class of stock which the Corporation is authorized to issue, and the qualifications, limitations or restrictions of such preferences and/or rights and the variations in the relative rights and preferences between the shares of each series of any preferred or special class which the Corporation is authorized to issue in series so far as the same have been fixed and determined by the Certificate of Incorporation, and the authority of the Board of Directors to fix and determine the relative rights and preferences of subsequent series which are not fixed and determined by the Certificate of Incorporation. Any such request may be made to the Corporation or to its Transfer Agent.

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM as tenants in common

TEN ENT as tenants by the entireties

JT TEN as joint tenants with right of survivorship
and not as tenants in common

UNIF GIFT MIN ACT Custodian

(Cust)

(Minor)

under Uniform Gifts to Minors
Act

(State)

Additional abbreviations may also be used though not in the above list.

For value received, hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER

TAXPAYER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

shares

of the capital stock represented by the within Certificate, and do hereby
irrevocably constitute and appoint

Attorney

to transfer the said stock on the books of the within named Corporation with
full power of substitution in the premises.

Dated:

NOTICE: The signature to this assignment must correspond with the name as
written upon the face of the certificate in every particular without alteration
or enlargement or any change whatever. The signature of the person executing
this power must be guaranteed by an Eligible Guarantor Institution such as a
Commercial Bank, Trust Company, Securities Broker/Dealer, Credit Union, or a
Savings Association participating in a Medallion program approved by the
Securities Transfer Association, Inc.

This certificate also evidences and entitles the holder hereof to certain rights
as set forth in a Rights Agreement between Harrah's Entertainment, Inc. and The
Bank of New York, dated as of October 5, 1996, as the same may be amended from
time to time (the "Rights Agreement"), the terms of which are hereby
incorporated herein by reference and a copy of which is on file at the principal
executive offices of Harrah's Entertainment, Inc. Under certain circumstances,
as set forth in the Rights Agreement, such Rights will be evidenced by separate
certificates and will no longer be evidenced by this certificate. Harrah's
Entertainment, Inc. will mail to the holder of this certificate a copy of the
Rights Agreement without charge after receipt of a written request therefor. As
described in the Rights Agreement, Rights which are held by or have been held by
Acquiring Persons or Associates or Affiliates thereof (as defined in the Rights
Agreement), shall become null and void.

January 4, 1999

Harrah's Entertainment, Inc.
1023 Cherry Road
Memphis, Tennessee 38117

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

Ladies and Gentlemen:

I am the General Counsel of the Company. At your request, I have examined the Registration Statement on Form S-8 (the "Registration Statement"), which you intend to file with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of 3,418,955 shares of common stock, par value \$0.10 per share (the "Shares"), issuable pursuant to the Rio Hotel & Casino, Inc. 1995 Long-Term Incentive Plan, the Rio Hotel & Casino, Inc. Non-Statutory Stock Option Plan and the Rio Hotel & Casino, Inc. 1991 Directors' Stock Option Plan (each a "Rio Stock Option Plan", and collectively, the "Rio Stock Option Plans").

The Shares will be issued under the Rio Stock Option Plans in accordance with the terms of each respective Rio Stock Option Plan. I am familiar with the proceedings undertaken in connection with the authorization and issuance of the Shares under the Rio Stock Option Plans. 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 under the terms of the Rio Stock Option Plans 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/ E. O. Robinson, Jr.

E. O. Robinson, Jr.
Senior Vice President and General Counsel

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated February 3, 1998 included (or incorporated by reference) in Harrah's Entertainment, Inc.'s Form 10-K for the year ended December 31, 1997 and to all references to our Firm in this registration statement.

/s/ Arthur Andersen LLP

Memphis, Tennessee
January 4, 1999

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated February 24, 1998, included in the Annual Report on Form 10-K of Rio Hotel & Casino, Inc. for the year ended December 31, 1997, and to all references to our Firm included in this registration statement on Form S-8.

/s/ Arthur Andersen LLP

ARTHUR ANDERSEN LLP

Las Vegas, Nevada
January 7, 1999

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Harrah's Entertainment, Inc.:

We consent to the incorporation by reference in the Form S-8 of Harrah's Entertainment, Inc. of our report dated March 13, 1998, with respect to the consolidated balance sheets of Showboat, Inc. and subsidiaries as of December 31, 1997 and 1996, and the related consolidated statements of operations, shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1997, which report appears in the December 31, 1997 annual report on Form 10-K of Showboat, Inc., which is included in Form 8-K of Harrah's Entertainment, Inc. dated June 1, 1998.

KPMG LLP

Las Vegas, Nevada
January 5, 1999