

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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>TPG Group Holdings (SBS) Advisors, Inc.</u>  (Last) (First) (Middle) C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300  (Street) FORT WORTH TX 76102  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/06/2017	3. Issuer Name and Ticker or Trading Symbol <u>CAESARS ENTERTAINMENT Corp [ CZR ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	100,860,813	I	See Explanation of Responses <sup>(1)(2)(3)(4)(5)(6)</sup>

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person\*  
TPG Group Holdings (SBS) Advisors, Inc.  
 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC,  
 301 COMMERCE STREET, SUITE 3300  
 (Street)  
 FORT WORTH TX 76102  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
BONDERMAN DAVID  
 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC,  
 301 COMMERCE STREET, SUITE 3300  
 (Street)  
 FORT WORTH TX 76102  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
COULTER JAMES G  
 (Last) (First) (Middle)  
 C/O TPG GLOBAL, LLC,  
 301 COMMERCE STREET, SUITE 3300

(Street)		
FORT WORTH	TX	76102
(City)	(State)	(Zip)

**Explanation of Responses:**

- David Bonderman and James G. Coulter are the sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the sole member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG GenPar V Advisors, LLC, which is the general partner of TPG GenPar V, L.P. ("TPG GenPar V").
- TPG GenPar V is (i) the general partner of TPG V Hamlet AIV, L.P., which is the managing member of TPG Hamlet Holdings, LLC, which directly holds 40,004,686 shares of common stock ("Common Stock") of Caesars Entertainment Corporation (the "Issuer"), (ii) the managing member of TPG Hamlet Holdings B, LLC (together with TPG Hamlet Holdings, LLC, the "TPG Funds"), which directly holds 5,487,393 shares of Common Stock, and (iii) one of the two managing members of each of (a) Co-Invest Hamlet Holdings B, LLC, which directly holds 41,030,371 shares of Common Stock, and (b) Co-Invest Hamlet Holdings, Series LLC (together with Co-Invest Hamlet Holdings B, LLC, the "Co-Invest Funds"), which directly holds 14,338,363 shares of Common Stock.
- The other managing member of the Co-Invest Funds is Apollo Management VI, L.P. ("Apollo Management VI"). Due to the terms of the limited liability company agreements governing the Co-Invest Funds, which requires both managing members act unanimously in voting or disposing of assets, the shares of Common Stock held of record by the Co-Invest Funds are reported as beneficially owned by both managing managers and are included in the shares reported in this Statement on Form 3. The shares of Common Stock held by Apollo Management VI and its affiliates (the "Apollo Entities"), excluding the Co-Invest Funds and Hamlet Holdings (as defined below), are not included in this Statement on Form 3, and none of Apollo Management VI the Apollo Entities is included herein as a Reporting Person.
- The shares of Common Stock reported herein are subject to the Amended and Restated Irrevocable Proxy dated as of October 6, 2017 (the "2017 Proxy"), pursuant to which the TPG Funds, the Co-Invest Funds and the Apollo Entities (collectively, the "Holders") granted Hamlet Holdings LLC ("Hamlet Holdings") a proxy in respect of such shares of Common Stock (the "Subject Shares"). The 2017 Proxy vests sole voting and dispositive power with respect to the Subject Shares in Hamlet Holdings, subject to the right of each Holder to terminate the 2017 Proxy with respect to the Subject Shares held by such Holder by written notice to the other Holders, and the termination of the 2017 Proxy with respect to any Subject Shares that are sold, transferred or other disposed of by Holdings or by any of the Holders in a transaction with a third party that is not affiliated with any of them.
- Because of the relationship between the Reporting Persons, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds and Co-Invest Funds. Each Reporting Person disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any.
- Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

**Remarks:**

(7) The Reporting Persons are jointly filing this Form 3 pursuant to Rule 16a-3(j) under the Exchange Act. (8) Clive Bode is signing on behalf of both Messrs. Bonderman and Coulter pursuant to the authorization and designation letters dated June 19, 2015, which were previously filed with the Securities and Exchange Commission.

/s/ Michael LaGatta, Vice  
President, TPG Group  
Holdings (SBS) Advisors, Inc. 10/16/2017  
(7)  
/s/ Clive Bode on behalf of  
David Bonderman (7)(8) 10/16/2017  
/s/ Clive Bode on behalf of  
James G. Coulter (7)(8) 10/16/2017  
\*\* 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 5 (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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**