

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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>COSLET JONATHAN J</u> (Last) (First) (Middle) <u>C/O TPG CAPITAL, L.P.</u> <u>301 COMMERCE STREET, SUITE 3300</u> (Street) <u>FORT WORTH TX 76102</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CAESARS ENTERTAINMENT Corp [N/A]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/22/2010</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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			
Voting Common Stock, par value \$0.01 per share	11/22/2010		J		10 ⁽³⁾	D	(3)	0	I	See Footnotes ⁽¹⁾⁽²⁾
No Common Stock beneficially owned								0	I	See Footnotes ⁽⁴⁾⁽⁵⁾

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					

Explanation of Responses:

- Jonathan Coslet is currently a member of Hamlet Holdings LLC ("Holdings"), which directly held the shares of the non-economic voting common stock (the "Voting Common Stock") of the Issuer.
- Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Jonathan Coslet may be deemed to be the beneficial owner of the Voting Common Stock that was beneficially owned by Holdings only to the extent of the greater of his direct or indirect interest in the profits or capital account of Holdings. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that Mr. Coslet is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any Voting Common Stock owned by Holdings in excess of such amount.
- On November 22, 2010, the Issuer (a) reclassified its outstanding non-voting common stock, par value \$0.01 per share ("Non-Voting Common Stock"), into a new class of voting common stock, par value \$0.01 per share (the "Common Stock"), and (b) cancelled its existing class of Voting Common Stock that was previously held by Holdings.
- Mr. Coslet is a Senior Partner of TPG Capital, L.P., which is affiliated with Co-Invest Hamlet Holdings, Series LLC, Co-Invest Hamlet Holdings B, LLC, TPG Hamlet Holdings B, LLC, and TPG Hamlet Holdings, LLC (collectively, the "Sponsors"), which, collectively, directly hold 48,943,964.55 shares of Common Stock, and is also a member and an officer of Holdings. Based on an irrevocable proxy granted to Holdings by the Sponsors and certain affiliates of Apollo Management, L.P. that vests sole voting and sole dispositive power with respect to such shares to Holdings, Holdings beneficially owns 64,153,667.34 shares of Common Stock.
- Mr. Coslet disclaims beneficial ownership of (i) all of the Common Stock that is or may be held by the Sponsors and (ii) all of the Common Stock that is or may be beneficially owned by Holdings. Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this report shall not be deemed an admission that Mr. Coslet is the beneficial owner of any equity securities of the Issuer for purposes of Section 16 of the Exchange Act or otherwise.

Remarks:

(6) Ronald Cami is signing on behalf of Mr. Jonathan J. Coslet pursuant to an authorization and designation letter dated July 1, 2010, which is attached here as an exhibit.

/s/ Ronald Cami on behalf of 11/24/2010

Jonathan J. Coslet (6)

** 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.

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.

July 1, 2010

Securities and Exchange Commission
450 Fifth Street, NW
Washington, DC 20549

This letter confirms that Ronald Cami and John E. Viola are authorized and designated to sign all securities related filings with the Securities and Exchange Commission, including Forms 3, 4 and 5, on my behalf. This authorization and designation shall be valid for three years from the date of this letter.

Very truly yours,

/s/ Jonathan Coslet

Jonathan Coslet

301 Commerce Street, Suite 3300, Fort Worth, TX 76102
817-871-4000 T ~ 817-871-4088 F