

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

<div>1. Name and Address of Reporting Person*</div> <div>ICAHN CARL C</div> <div>(Last) (First) (Middle)</div> <div>C/O ICAHN ASSOCIATES HOLDINGS LLC</div> <div>767 FIFTH AVE., SUITE 4700</div> <div>(Street)</div> <div>NEW YORK NY 10153</div> <div>(City) (State) (Zip)</div>	<div>2. Issuer Name and Ticker or Trading Symbol</div> <div>CAESARS ENTERTAINMENT Corp [ CZR ]</div> <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>08/08/2019</div> <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div>	<div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div>Director X 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div>Form filed by One Reporting Person</div> <div>X Form filed by More than One Reporting Person</div>
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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, \$0.01 par value per share	08/08/2019		x <sup>(1)(2)</sup>		15,000,000	A	\$8.45 <sup>(1)(2)</sup>	114,250,942	I	please see footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>

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	Amount or Number of Shares				
Forward contracts (obligation to buy)	\$8.45 <sup>(1)(2)</sup>	08/08/2019		X <sup>(1)(2)</sup>			15,000,000	<sup>(1)(2)</sup>	03/11/2020 <sup>(1)(2)</sup>	Common Stock, par value \$0.01 per share	15,000,000	<sup>(1)(2)</sup>	0	I	please see footnotes <sup>(1)(2)(3)(4)(5)(6)</sup>

<div>1. Name and Address of Reporting Person*</div> <div>ICAHN CARL C</div> <div>(Last) (First) (Middle)</div> <div>C/O ICAHN ASSOCIATES HOLDINGS LLC</div> <div>767 FIFTH AVE., SUITE 4700</div> <div>(Street)</div> <div>NEW YORK NY 10153</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div>HIGH RIVER LIMITED PARTNERSHIP</div> <div>(Last) (First) (Middle)</div> <div>445 HAMILTON AVENUE</div> <div>SUITE 1210</div> <div>(Street)</div> <div>WHITE PLAINS NY 10601</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div> <div>ICAHN PARTNERS LP</div> <div>(Last) (First) (Middle)</div> <div>445 HAMILTON AVENUE</div> <div>SUITE 1210</div> <div>(Street)</div> <div>WHITE PLAINS NY 10601</div> <div>(City) (State) (Zip)</div>
<div>1. Name and Address of Reporting Person*</div>

ICAHN PARTNERS MASTER FUND LP

(Last)	(First)	(Middle)
445 HAMILTON AVENUE SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City)	(State)	(Zip)

Explanation of Responses:

1. On August 8, 2019, certain of the reporting persons exercised and physically settled forward contracts (the "Forwards") that were entered into on March 10, 2019 with a securities dealer (the "Seller"), purchasing from the Seller an aggregate of 15,000,000 shares of common stock, par value \$0.01 per share, of Caesars Entertainment Corporation (the "Issuer"), at a forward price of \$8.45 per share. The exercise and settlement of the Forwards and the reported acquisition of Issuer shares in connection therewith are deemed exempt from Section 16(b) of the Securities Exchange Act of 1934 pursuant to Rule 16b-6(b) thereunder.
2. The Forwards were held and exercised by the following reporting persons in the respective quantities indicated: High River Limited Partnership ("High River") (as to 3,000,000 shares), Icahn Partners LP ("Icahn Partners") (as to 7,025,220 shares), and Icahn Partners Master Fund LP ("Icahn Master") (as to 4,974,780 shares). The Forwards provided for an expiration date of March 11, 2020, unless earlier exercise and settlement were elected.
3. Barberry Corp. ("Barberry"), is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
4. Each of Barberry and Beckton is 100 percent owned by Carl C. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners and Icahn Master. Each of Hopper, Barberry and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the securities which High River owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
5. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the securities which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.
6. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the securities which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such securities except to the extent of their pecuniary interest therein.

<a href="#">CARL C. ICAHN</a>	<a href="#">08/08/2019</a>
<a href="#">HIGH RIVER LIMITED PARTNERSHIP</a>	<a href="#">08/08/2019</a>
<a href="#">ICAHN PARTNERS LP</a>	<a href="#">08/08/2019</a>
<a href="#">ICAHN PARTNERS MASTER FUND LP</a>	<a href="#">08/08/2019</a>
** 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.