

☐ 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
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1. Name and Address of Reporting Person* <b>FRISSORA MARK P</b>  (Last) (First) (Middle) <b>C/O CAESARS ENTERTAINMENT CORPORATION</b> <b>ONE CAESARS PALACE DRIVE</b>  (Street) <b>LAS VEGAS NV 89109</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>CAESARS ENTERTAINMENT Corp [ CZR ]</b>  3. Date of Earliest Transaction (Month/Day/Year) <b>01/30/2019</b>  4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <b>X</b> Director 10% Owner <b>X</b> Officer (give title below) Other (specify below) <b>President and CEO</b>  6. Individual or Joint/Group Filing (Check Applicable Line) <b>X</b> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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			

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				
Employee stock option (right to buy)	\$9.45	01/30/2019		A		150,000 <sup>(1)</sup>		(2)	02/05/2025	Common Stock	150,000	(1)	400,000	D	

Explanation of Responses:

1. On February 5, 2015, the reporting person was awarded performance-based options to purchase 200,000 shares of common stock at a 5% EBITDA performance target and 200,000 shares of common stock at a 7.5% EDITDA performance target. Each option vests in four equal installments based on the Registrant's satisfaction of the performance criteria for each of the fiscal years ending December 31, 2015, 2016, 2017, and 2018. The performance options are eligible to vest based on a catch-up provision. The performance criteria in 2017 and 2018 for both targets were met, and approved for vesting as of February 4, 2019, resulting in vesting of 50,000 shares at 5% EBITDA performance and 100,000 shares at 7.5% EBITDA performance for a total of 150,000 shares.
2. Options are exercisable as of February 4, 2019.

Remarks:

/s/ Jill Eaton, by Power of Attorney, on behalf of Mark Frissora 02/01/2019  
\*\* 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.