

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Caesars Entertainment Corporation

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

127686103

(CUSIP Number)

John F. Hartigan, Esq.
Morgan, Lewis & Bockius LLP
300 S. Grand Avenue, 22nd Floor
Los Angeles, CA 90071
(213) 612-2500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 16, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Hamlet Holdings, LLC

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
21,301,628 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
21,301,628 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
21,301,628 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)
3.1%

14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

2

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Hamlet Holdings B, LLC

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

| | | |
|---|---|---|
| 4 | Source of Funds OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 24,190,449 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power 24,190,449 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 24,190,449 shares of common stock, par value \$0.01 per share | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 3.5% | |
| 14 | Type of Reporting Person OO | |
| CUSIP No. | 127686103 | 13D |
| | | 3 |

| | |
|-----|--|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Investment Fund VI, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group |
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="checkbox"/> |

| | |
|---|---|
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o |
| 6 | Citizenship or Place of Organization Delaware |
| 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 Shared Voting Power 24,190,449 shares of common stock, par value \$0.01 per share |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power 24,190,449 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 24,190,449 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x |
| 13 | Percent of Class Represented by Amount in Row (11) 3.5% |
| 14 | Type of Reporting Person PN |

CUSIP No. 127686103

13D

| | |
|---|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Co-Invest Hamlet Holdings B, LLC |
|---|---|

2 Check the Appropriate Box if a Member of a Group

(a) ☐ _____
(b) ☒ _____

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
2,925,421 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
2,925,421 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
2,925,421 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)
0.4%

14 Type of Reporting Person
OO

| | | |
|---|---|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Co-Invest Hamlet Holdings, Series LLC | |
| <hr/> | | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <u>o</u> |
| | (b) | <u>x</u> |
| <hr/> | | |
| 3 | SEC Use Only | |
| <hr/> | | |
| 4 | Source of Funds OO | |
| <hr/> | | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <u>o</u> | |
| <hr/> | | |
| 6 | Citizenship or Place of Organization Delaware | |
| <hr/> | | |
| | 7 | Sole Voting Power <hr/> |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 3,609,220 shares of common stock, par value \$0.01 per share <hr/> |
| | 9 | Sole Dispositive Power <hr/> |
| | 10 | Shared Dispositive Power 3,609,220 shares of common stock, par value \$0.01 per share <hr/> |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 3,609,220 shares of common stock, par value \$0.01 per share <hr/> | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <u>x</u> | |
| <hr/> | | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.5% | |
| <hr/> | | |
| 14 | Type of Reporting Person OO | |
| <hr/> | | |

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management VI, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☒

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
30,725,090 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,725,090 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

7

1 Name of Reporting Person
I.R.S. Identification of Above Person
AIF VI Management, LLC

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
30,725,090 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,725,090 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ x

13 Percent of Class Represented by Amount in Row (11)
4.4%

14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

8

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) ☐ o

(b) ☒ x

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o

6 Citizenship or Place of Organization
Delaware

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

7 Sole Voting Power

8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
30,725,090 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,725,090 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)
4.4%

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

9

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management GP, LLC

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Delaware

Number of 7 Sole Voting Power
Shares

Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
30,725,090 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,725,090 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)
4.4%

14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

10

1 Name of Reporting Person
I.R.S. Identification of Above Person
AAA Investments (Co-Invest VI), L.P.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
9,963 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
9,963 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,963 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ x

13 Percent of Class Represented by Amount in Row (11)
0.0%

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

11

1 Name of Reporting Person
I.R.S. Identification of Above Person
AAA Associates, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) ☐ o

(b) ☒ x

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o

| | | |
|---|--|--|
| 6 | Citizenship or Place of Organization Guernsey | |
| <hr/> | | |
| | 7 | Sole Voting Power |
| <hr/> | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share |
| | <hr/> | |
| | 9 | Sole Dispositive Power |
| <hr/> | | |
| | 10 | Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share |
| <hr/> | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 9,963 shares of common stock, par value \$0.01 per share | |
| <hr/> | | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> x | |
| <hr/> | | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.0% | |
| <hr/> | | |
| 14 | Type of Reporting Person PN | |
| <hr/> | | |
| CUSIP No. 127686103 13D | | |
| <div style="text-align: center;">12</div> | | |

| | | |
|-------|--|------------------------------------|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person AAA MIP Limited | |
| <hr/> | | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> o |
| | (b) | <input checked="" type="radio"/> x |
| <hr/> | | |
| 3 | SEC Use Only | |
| <hr/> | | |

| | | |
|---|--|--|
| 4 | Source of Funds OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | <input type="radio"/> |
| 6 | Citizenship or Place of Organization Guernsey | |
| | 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 9,963 shares of common stock, par value \$0.01 per share | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 0.0% | |
| 14 | Type of Reporting Person CO | |
| CUSIP No. 127686103 | | 13D |
| 13 | | |

| | | |
|---|--|-------------------------------------|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Alternative Assets, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="checkbox"/> |

| | |
|---|--|
| 3 | SEC Use Only |
| 4 | Source of Funds OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o |
| 6 | Citizenship or Place of Organization Cayman Islands |
| 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 9,963 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x |
| 13 | Percent of Class Represented by Amount in Row (11) 0.0% |
| 14 | Type of Reporting Person PN |

CUSIP No. 127686103

13D

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo International Management, L.P.

| | | |
|---|--|--|
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <u>o</u> |
| | (b) | <u>x</u> |
| 3 | SEC Use Only | |
| 4 | Source of Funds OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <u>o</u> | |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power |
| | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 9,963 shares of common stock, par value \$0.01 per share | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <u>x</u> | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.0% | |
| 14 | Type of Reporting Person PN | |

| | | |
|---|--|--|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo International Management GP, LLC | |
| <hr/> | | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="radio"/> |
| <hr/> | | |
| 3 | SEC Use Only | |
| <hr/> | | |
| 4 | Source of Funds OO | |
| <hr/> | | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| <hr/> | | |
| 6 | Citizenship or Place of Organization Delaware | |
| <hr/> | | |
| | 7 | Sole Voting Power <hr/> |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power <hr/> |
| | 10 | Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share |
| <hr/> | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 9,963 shares of common stock, par value \$0.01 per share | |
| <hr/> | | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> | |
| <hr/> | | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.0% | |
| <hr/> | | |
| 14 | Type of Reporting Person OO | |
| <hr/> | | |

| | |
|---|---|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Management Holdings, L.P. |
| <hr/> | |
| 2 | Check the Appropriate Box if a Member of a Group |
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |
| <hr/> | |
| 3 | SEC Use Only |
| <hr/> | |
| 4 | Source of Funds OO |
| <hr/> | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| <hr/> | |
| 6 | Citizenship or Place of Organization Delaware |
| <hr/> | |
| 7 | Sole Voting Power |
| <hr/> | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 Shared Voting Power 30,735,053 shares of common stock, par value \$0.01 per share |
| | 9 Sole Dispositive Power |
| | 10 Shared Dispositive Power 30,735,053 shares of common stock, par value \$0.01 per share |
| <hr/> | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 30,735,053 shares of common stock, par value \$0.01 per share |
| <hr/> | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| <hr/> | |
| 13 | Percent of Class Represented by Amount in Row (11) |

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

17

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings GP, LLC

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
30,735,053 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
30,735,053 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,735,053 shares of common stock, par value \$0.01 per share

| | |
|----|---|
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 4.4% |
| 14 | Type of Reporting Person OO |

CUSIP No. 12768610313D

18

| | | | | | |
|-----|--|-----|-----------------------|-----|----------------------------------|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person LeverageSource III (H Holdings), L.P. | | | | |
| 2 | Check the Appropriate Box if a Member of a Group <table><tr><td>(a)</td><td><input type="radio"/></td></tr><tr><td>(b)</td><td><input checked="" type="radio"/></td></tr></table> | (a) | <input type="radio"/> | (b) | <input checked="" type="radio"/> |
| (a) | <input type="radio"/> | | | | |
| (b) | <input checked="" type="radio"/> | | | | |
| 3 | SEC Use Only | | | | |
| 4 | Source of Funds OO | | | | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | | | | |
| 6 | Citizenship or Place of Organization Cayman Islands | | | | |

Number of Shares Beneficially Owned by Each Reporting Person With

| | |
|---|---|
| 7 | Sole Voting Power |
| 8 | Shared Voting Power 417,956 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |

10 Shared Dispositive Power
417,956 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
417,956 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

19

1 Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource III GP, Ltd.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Cayman Islands

Number of 7 Sole Voting Power
Shares

Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
417,956 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
417,956 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
417,956 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ x

13 Percent of Class Represented by Amount in Row (11)
0.1%

14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

20

1 Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource V S.à.r.l.

2 Check the Appropriate Box if a Member of a Group

(a) ☐ o

(b) ☒ x

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o

6 Citizenship or Place of Organization
Luxembourg

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ x

13 Percent of Class Represented by Amount in Row (11)
0.9%

14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

21

1 Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource V, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) ☐ o

(b) ☒ x

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o

| | | |
|---|--|--|
| 6 | Citizenship or Place of Organization Delaware | |
| <hr/> | | |
| | 7 | Sole Voting Power |
| <hr/> | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 5,969,922 shares of common stock, par value \$0.01 per share |
| | <hr/> | |
| | 9 | Sole Dispositive Power |
| <hr/> | | |
| | 10 | Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share |
| <hr/> | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 5,969,922 shares of common stock, par value \$0.01 per share | |
| <hr/> | | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> x | |
| <hr/> | | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.9% | |
| <hr/> | | |
| 14 | Type of Reporting Person PN | |
| <hr/> | | |
| CUSIP No. 127686103 13D | | |

| | | |
|-------|---|--|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person LS V GP, LLC | |
| <hr/> | | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| (a) | <input type="radio"/> o | |
| (b) | <input checked="" type="radio"/> x | |
| <hr/> | | |
| 3 | SEC Use Only | |
| <hr/> | | |

| | | |
|---|--|--|
| 4 | Source of Funds OO | |
| <hr/> | | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o | |
| <hr/> | | |
| 6 | Citizenship or Place of Organization Delaware | |
| <hr/> | | |
| | 7 | Sole Voting Power |
| <hr/> | | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 5,969,922 shares of common stock, par value \$0.01 per share |
| | <hr/> | |
| | 9 | Sole Dispositive Power |
| <hr/> | | |
| | 10 | Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share |
| <hr/> | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 5,969,922 shares of common stock, par value \$0.01 per share | |
| <hr/> | | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x | |
| <hr/> | | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.9% | |
| <hr/> | | |
| 14 | Type of Reporting Person OO | |
| <hr/> | | |
| CUSIP No. 127686103 | | |
| 13D | | |
| 23 | | |

| | | |
|-------|---|--|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person LeverageSource Holdings, L.P. with respect to Series V | |
| <hr/> | | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| (a) | o | |
| <hr/> | | |
| (b) | x | |
| <hr/> | | |

SEC Use Only

Source of Funds
OO

Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

Citizenship or Place of Organization
Delaware

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share

Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 shares of common stock, par value \$0.01 per share

Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ x

Percent of Class Represented by Amount in Row (11)
0.9%

Type of Reporting Person
PN

CUSIP No. 127686103

13D

Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource Holdings GP, LLC

| | | |
|---|--|--|
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="radio"/> |
| 3 | SEC Use Only | |
| 4 | Source of Funds OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| 6 | Citizenship or Place of Organization Delaware | |
| | 7 | Sole Voting Power |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 5,969,922 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 5,969,922 shares of common stock, par value \$0.01 per share | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="radio"/> | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.9% | |
| 14 | Type of Reporting Person OO | |

| | | |
|---|--|--|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person LeverageSource, L.P. | |
| <hr/> | | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | <input type="radio"/> |
| | (b) | <input checked="" type="radio"/> |
| <hr/> | | |
| 3 | SEC Use Only | |
| <hr/> | | |
| 4 | Source of Funds OO | |
| <hr/> | | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | |
| <hr/> | | |
| 6 | Citizenship or Place of Organization Cayman Islands | |
| <hr/> | | |
| | 7 | Sole Voting Power <hr/> |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 5,969,922 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power <hr/> |
| | 10 | Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share |
| <hr/> | | |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 5,969,922 shares of common stock, par value \$0.01 per share | |
| <hr/> | | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> | |
| <hr/> | | |
| 13 | Percent of Class Represented by Amount in Row (11) 0.9% | |
| <hr/> | | |
| 14 | Type of Reporting Person PN | |
| <hr/> | | |

| | |
|---|--|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VI (EH), L.P. |
|---|--|

| | |
|-----|--|
| 2 | Check the Appropriate Box if a Member of a Group |
| (a) | <input type="radio"/> |
| (b) | <input checked="" type="radio"/> |

| | |
|---|--------------|
| 3 | SEC Use Only |
|---|--------------|

| | |
|---|-----------------------|
| 4 | Source of Funds OO |
|---|-----------------------|

| | |
|---|---|
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
|---|---|

| | |
|---|--|
| 6 | Citizenship or Place of Organization Cayman Islands |
|---|--|

| | |
|---|-------------------|
| 7 | Sole Voting Power |
|---|-------------------|

| | | |
|---|----|--|
| Number of Shares Beneficially Owned by Each Reporting Person With | 8 | Shared Voting Power 6,387,878 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power 6,387,878 shares of common stock, par value \$0.01 per share |

| | |
|----|--|
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person 6,387,878 shares of common stock, par value \$0.01 per share |
|----|--|

| | |
|----|--|
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
|----|--|

| | |
|----|--|
| 13 | Percent of Class Represented by Amount in Row (11) |
|----|--|

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors VI (EH-GP), Ltd.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share

| | |
|----|---|
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11) 0.9% |
| 14 | Type of Reporting Person OO |

CUSIP No. 12768610313D

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| | | | | | |
|-----|--|-----|-----------------------|-----|----------------------------------|
| 1 | Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VII (EH), L.P. | | | | |
| 2 | Check the Appropriate Box if a Member of a Group <table><tr><td>(a)</td><td><input type="radio"/></td></tr><tr><td>(b)</td><td><input checked="" type="radio"/></td></tr></table> | (a) | <input type="radio"/> | (b) | <input checked="" type="radio"/> |
| (a) | <input type="radio"/> | | | | |
| (b) | <input checked="" type="radio"/> | | | | |
| 3 | SEC Use Only | | | | |
| 4 | Source of Funds OO | | | | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> | | | | |
| 6 | Citizenship or Place of Organization Cayman Islands | | | | |

Number of Shares Beneficially Owned by Each Reporting Person With

| | |
|---|---|
| 7 | Sole Voting Power |
| 8 | Shared Voting Power 6,387,878 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |

10 Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)
0.9%

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

29

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors VII (EH-GP), Ltd.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Cayman Islands

Number of 7 Sole Voting Power
Shares

Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒

13 Percent of Class Represented by Amount in Row (11)
0.9%

14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

30

1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings III, L.P.

2 Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☒

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* ☒ x

13 Percent of Class Represented by Amount in Row (11)
0.9%

14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings III GP, Ltd.

2 Check the Appropriate Box if a Member of a Group

(a) ☐ o

(b) ☒ x

3 SEC Use Only

4 Source of Funds
OO

5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) ☐ o

6 Citizenship or Place of Organization
Cayman Islands

7 Sole Voting Power

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

8 Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share

9 Sole Dispositive Power

10 Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share

11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share

12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x

13 Percent of Class Represented by Amount in Row (11)
0.9%

14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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This Amendment No. 3 to Schedule 13D supplements and amends the Statement on Schedule 13D filed on October 16, 2017, Amendment No. 1 to Schedule 13D filed on December 5, 2017 and Amendment No. 2 with respect to Schedule 13D filed on December 15, 2017 with respect to the common stock, par value \$0.01 per share (the “Common Stock”), of Caesars Entertainment Corporation (the “Issuer”), as amended.

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Statement on Schedule 13D filed on October 16, 2017, as amended.

Responses to each item of this Amendment No. 3 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by inserting the following:

On March 19, 2018, LS V S.à.r.l. sold 529,869 shares of Common Stock and \$1,930,300 in principal amount of the Issuer's 5.00% Convertible Senior Notes due 2024 (the "Convertible Notes") for an aggregate price of \$10,411,015.79, pursuant to Rule 144 under the Securities Act of 1933, as amended.

On May 17, 2018, the TPG Entities and the Co-Invest Entities sold an aggregate of 24,924,255 shares of Common Stock at a price of \$13.03 per share pursuant to Rule 144 under the Securities Act of 1933, as amended, including an aggregate of 2,178,215 shares of Common Stock sold by Co-Invest B and Co-Invest Series (the "May Rule 144 Sale"). The shares of Common Stock sold in the May Rule 144 Sale are no longer subject to the 2017 Proxy.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented by inserting the following:

Following the sales of Common Stock and Convertible Notes by LS V S.à.r.l. in March 2018 and the sale of shares by the Co-Invest Entities as part of the May Rule 144 Sale, the Reporting Persons beneficially own an aggregate of 58,424,559 shares of Common Stock of the Issuer, representing approximately 8.3% of the Issuer's outstanding Common Stock. Of that amount, an aggregate of 52,026,718 shares are held of record by Apollo Hamlet Holdings, Apollo Hamlet Holdings B, Co-Invest B and Co-Invest Series and are subject to the 2017 Proxy. The shares of Common Stock reported as beneficially owned by LS V S.à.r.l. includes the 2,006,823 shares of Common Stock issuable upon conversion of the Convertible Notes. The shares of Common Stock held of record by AAA (Co-Invest VI), LS V S.à.r.l. and LS III (H Holdings), as well as the shares of Common Stock issuable upon conversion of the Convertible Notes, are not subject to the 2017 Proxy.

Each of the Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such

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person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See also the information contained on the cover pages of this Amendment No. 3 to Schedule 13D, which is incorporated herein by reference. The percentage of Common Stock reported as beneficially owned by the Reporting Persons assumes that there are 698,233,150 shares of Common Stock issued and outstanding as of April 30, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q (File No. 001-10410) filed with the Securities and Exchange Commission on May 2, 2018.

(b) See the information contained on the cover pages of this Amendment No. 3 to Schedule 13D, which is incorporated herein by reference.

(c) Except as described in this Amendment No. 3 to Schedule 13D, there have been no reportable transactions by the Reporting Persons with respect to the Common Stock of the Issuer since the Amendment No. 2 filed on December 15, 2017.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by inserting the following:

In connection with the May Rule 144 Sale, the Sponsors entered into a Waiver and Lock-Up Agreement dated May 16, 2018 (the "Waiver and Lock-Up Agreement") pursuant to which the Apollo Entities and the Co-Invest Entities waived certain requirements under the 2017 Proxy and agreed not to sell any shares of Common Stock for a period of 20 days after the date of the May Rule 144 Sale.

The references to and description of the Waiver and Lock-Up Agreement set forth above is not intended to be complete and is qualified in its entirety by reference to the full text of the Waiver and Lock-Up Agreement, which is included as Exhibit 1 to this Amendment No. 3 to Schedule 13D and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

1. Waiver and Lock-Up Agreement, dated May 16, 2018, by and among Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Co-Invest Hamlet Holdings, Series LLC and Co-Invest Hamlet Holdings B, LLC

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SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: May 23, 2018

APOLLO HAMLET HOLDINGS, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Authorized Person

APOLLO HAMLET HOLDINGS B, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Authorized Person

CO-INVEST HAMLET HOLDINGS B, LLC

By: /s/ David Sambur

Name: David Sambur

Title: Authorized Person

CO-INVEST HAMLET HOLDINGS, SERIES LLC

By: /s/ David Sambur

Name: David Sambur

Title: Authorized Person

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.
its managing partner

By: Apollo Capital Management VI, LLC
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

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APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley

Name: Laurie D. Medley

Title: Vice President

AAA INVESTMENTS (CO-INVEST VI), L.P.

By: AAA Associates, L.P.
its general partner

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.

its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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AAA ASSOCIATES, L.P.

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

LEVERAGESOURCE III (H HOLDINGS), L.P.

By: LeverageSource III GP, Ltd.
its general partner

By: Apollo Advisors VI (EH), L.P.
its sole shareholder

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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LEVERAGESOURCE III GP, LTD.

By: Apollo Management VI, L.P.
its director

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

LEVERAGESOURCE V S.À R.L.

By: /s/ Katherine G. Newman
Name: Katherine G. Newman
Title: Class A Manager

By: /s/ Fabrice Jeusette
Name: Fabrice Jeusette
Title: Class B Manager

LEVERAGESOURCE V, L.P.

By: LS V GP, LLC
its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LS V GP, LLC

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

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LEVERAGESOURCE HOLDINGS, L.P.

with respect to SERIES V

By: LeverageSource Holdings GP, LLC
its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LEVERAGESOURCE HOLDINGS GP, LLC

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LEVERAGESOURCE, L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

By: Apollo Advisors VII (EH), L.P.
its general partner

By: Apollo Advisors VII (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VI (EH), L.P.

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

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APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VII (EH), L.P.

By: Apollo Advisors VII (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VII (EH-GP), LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.
its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

WAIVER AND LOCK-UP AGREEMENT

The undersigned, being the Stockholders under the Proxy (as defined below) of Hamlet Holdings LLC, a Delaware limited liability company, do hereby consent, solely in connection with the Block Sale (as defined in each of the Joint Unanimous Written Consents of the Managing Members of Co-Invest Hamlet Holdings B, LLC and Co-Invest Hamlet Holdings, Series LLC, each dated May 16, 2018) to the waiver of all requirements and formalities set forth in Section 4 of the Amended and Restated Irrevocable Proxy, dated October 6, 2017 (the “Proxy”) (including but not limited to the requirement of the Transferring Stockholder to provide a Tag-Along Notice). All terms used herein and not defined shall have the meanings ascribed to them in the Proxy.

The undersigned further acknowledge and agree that, for purposes of Sections 2(a) and 3(b) of the Proxy, the Block Trade constitutes a sale, transfer or other disposition of the Subject Shares in accordance with Section 4 of the Proxy.

The undersigned further agree that they, if requested by an affiliate of TPG Hamlet Holdings, LLC prior to the end of the current calendar quarter, covenant (either orally or in writing) for the benefit of the broker-dealers effecting the block trade on behalf of TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC or their respective affiliates that, from the date of that request, to and including the date that is twenty (20) days from the trade date of the Block Trade, the undersigned, without the consent of the broker-dealers effecting the Block Trade, (a) will not, directly or indirectly, offer, sell, agree to offer or sell, solicit offers to purchase, grant any call option or purchase any put option with respect to, pledge, borrow or otherwise transfer or dispose of the Relevant Securities, (b) will not establish any “put equivalent position” or liquidate or decrease any “call equivalent position” with respect to the Relevant Securities (in each case within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder), or otherwise enter into any swap, derivative or other transaction or arrangement that transfer to another in whole or in part, any economic consequence of ownership of the Relevant Securities, whether or not such transaction is to be settled by delivery of the Relevant Securities, other securities or other consideration, and (c) will not exercise any rights the undersigned may have to require registration with the Securities and Exchange Commission of any proposed offering or sale of a Relevant Security (including “piggy-back” registration rights). As used herein, “Relevant Securities” means the Subject Shares and any other equity security of CEC or any of its subsidiaries and any security convertible into, or exercisable or exchangeable for, any Subject Shares or other such equity security.

The undersigned hereby represent and warrant that the undersigned have full power and authority to enter into this waiver and that this waiver constitutes the legal, valid and binding obligation of the undersigned, enforceable in accordance with its terms. Upon request, the undersigned will execute any additional documents necessary in connection with enforcement hereof. Any obligations of the undersigned shall be binding upon the successors and assigns of the undersigned from the date of this waiver.

This waiver shall be governed by and construed in accordance with the law of the State of Delaware. Delivery of a signed copy of this letter by facsimile transmission shall be effective as delivery of the original hereof.

IN WITNESS WHEREOF, the undersigned has executed this waiver on this 16th day of May, 2018.

APOLLO HAMLET HOLDINGS, LLC

By: /s/ David Sambur
 Name: David Sambur
 Title: Authorized Person

APOLLO HAMLET HOLDINGS B, LLC

By: /s/ David Sambur
 Name: David Sambur
 Title: Authorized Person

TPG HAMLET HOLDINGS, LLC

By: /s/ Michael LaGatta
 Name: Michael LaGatta
 Title: Vice President

TPG HAMLET HOLDINGS B, LLC

By: /s/ Michael LaGatta
 Name: Michael LaGatta
 Title: Vice President

CO-INVEST HAMLET HOLDINGS, SERIES LLC

By Its Managing Members

Apollo Management VI, L.P.
on behalf of affiliated investment funds

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

TPG Genpar V, L.P.

By: TPG GenPar V Advisors, LLC
its general partner

By: /s/ Michael LaGatta
Name: Michael LaGatta
Title: Vice President

CO-INVEST HAMLET HOLDINGS B, LLC

By Its Managing Members

Apollo Management VI, L.P.
on behalf of affiliated investment funds

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

TPG Genpar V, L.P.

By: TPG GenPar V Advisors, LLC
its general partner

By: /s/ Michael LaGatta
Name: Michael LaGatta
Title: Vice President
