

CAESARS ENTERTAINMENT Corp  
Form 8-K  
April 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

April 12, 2012

Date of Report (Date of earliest event reported)

**Caesars Entertainment Corporation**

(Exact name of registrant as specified in its charter)

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(State of Incorporation)

(Commission

(IRS Employer

File Number)

Identification Number)

**One Caesars Palace Drive**

**Las Vegas, Nevada 89109**

(Address of principal executive offices) (Zip Code)

**(702) 407-6000**

(Registrant's telephone number, including area code)

**N/A**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement.**

On April 12, 2012, Caesars Entertainment Corporation (the Company) entered into an Equity Distribution Agreement (the Distribution Agreement) with Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC (collectively, the Manager), as sales agent and/or principal, pursuant to which the Company may issue and sell up to 10,000,000 shares of the Company's common stock (the Shares) from time to time. Sales of the Shares, if any, made under the Distribution Agreement will be made by means of ordinary brokers' transactions, in block transactions, or as otherwise agreed upon by the Manager and the Company. The Shares have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a Registration Statement on Form S-3 (Registration No. 333-180115) of the Company, as supplemented by the Prospectus Supplement dated April 12, 2012 relating to the Shares, filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on April 12, 2012.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Equity Distribution Agreement, dated April 12, 2012, between Caesars Entertainment Corporation, Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAESARS ENTERTAINMENT CORPORATION

Date: April 12, 2012

By: /s/ MICHAEL D. COHEN  
Michael D. Cohen  
Senior Vice President, Deputy General Counsel  
  
and Corporate Secretary

**EXHIBIT INDEX**

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