

CAESARS ENTERTAINMENT Corp
Form SC 13D/A
March 11, 2019
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment 3)*

Caesars Entertainment Corporation
(Name of Issuer)

Common Stock, par value \$0.01 per share
(Title of Class of Securities)

127686103
(CUSIP Number)

Andrew Langham
Icahn Capital LP
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

March 10, 2019
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-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 ("Act") 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).

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

High River Limited Partnership

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.55%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Hopper Investments 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.55%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Barberry Corp.

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

23,995,074 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.55%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Icahn Partners Master Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) //

(b) //

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

39,755,538 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

39,755,538 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,755,538 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/ /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.88%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Icahn Offshore LP

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

39,755,538 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

39,755,538 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

39,755,538 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.88%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Icahn Partners LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) / /

(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

56,224,751 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

56,224,751 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,224,751 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.32%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Icahn Onshore LP

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

56,224,751 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

56,224,751 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

56,224,751 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

8.32%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Icahn Capital LP

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.20%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

IPH 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.20%

14 TYPE OF REPORTING PERSON

OO

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Icahn Enterprises Holdings 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

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.20%

14 TYPE OF REPORTING PERSON

PN

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Icahn Enterprises G.P. Inc.

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.20%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 127686103

1. NAME OF REPORTING PERSON

Beckton Corp.

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

95,980,289 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.20%

14 TYPE OF REPORTING PERSON

CO

SCHEDULE 13D

CUSIP No. 127686103

1 NAME OF REPORTING PERSON

Carl C. Icahn

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

United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER

0

8 SHARED VOTING POWER

119,975,363 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

119,975,363 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

119,975,363 (includes Shares underlying the Convertible Bonds and the Forwards. See Items 5 and 6)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.75%

14 TYPE OF REPORTING PERSON

IN

SCHEDULE 13D

Item 1. Security and Issuer

This statement constitutes Amendment No. 3 to the Schedule 13D relating to the shares of Common Stock, par value \$0.01 per share (“Shares”), issued by Caesars Entertainment Corporation (the “Issuer”), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on February 19, 2019 (as amended, the “Schedule 13D”), as amended by Amendment No. 1 to the Schedule 13D filed with the SEC on March 1, 2019, and Amendment No. 2 to the Schedule 13D filed with the SEC on March 8, 2019, to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended by replacing it in its entirety with the following:

The Reporting Persons may be deemed to be the beneficial owner of, in the aggregate, 119,975,363 Shares (including Shares underlying the Convertible Bonds and the Forwards (see Item 6)). Of such Shares, 114,250,942 Shares and Forwards were purchased by the Reporting Persons collectively for an aggregate purchase price of approximately \$1,025 million. The remaining 5,724,421 Shares may be deemed beneficially owned by the Reporting Persons as a result of beneficially owning the Convertible Bonds (see Item 5), which were acquired at a purchase price of approximately \$79.4 million.

The source of funding for the Shares held by the Reporting Persons (including Shares underlying the Convertible Bonds and the Forwards) was the general working capital of the respective purchasers. The Shares held by the Reporting Persons are held in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of such Shares was obtained through margin borrowing.

Item 5. Interest in Securities of the Issuer

Items 5(a) and (b) of the Schedule 13D are hereby amended by replacing them in their entirety with the following:

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 119,975,363 Shares (including 5,724,421 Shares underlying the Convertible Bonds and 15,000,000 Shares underlying the Forwards), representing approximately 17.75% of the Issuer's outstanding Shares. The Reporting Persons beneficially own \$41.2 million of the Issuer's 5.00% Convertible Senior Notes due 2024 (the “Convertible Bonds”), which are convertible into 5,724,421 Shares, subject to adjustment. (The Reporting Persons' percentage ownership of the Issuer's outstanding Shares is based upon 675,457,421 Shares outstanding, which is the sum of (i) the 669,733,000 Shares stated to be outstanding at October 30, 2018 by the Issuer in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 2, 2018 and (ii) 5,724,421 Shares, which is the number of Shares underlying the Convertible Bonds beneficially owned by the Reporting Persons).

(b) High River has sole voting power and sole dispositive power with regard to 23,995,074 Shares (including Shares underlying the Convertible Bonds and the Forwards). Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 39,755,538 Shares (including Shares underlying the Convertible Bonds and the Forwards). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 56,224,751 Shares (including Shares underlying the

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Convertible Bonds and the Forwards). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the “Act”) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

Item 5(c) of the Schedule 13D is hereby amended by the addition of the following:

(c) The following table sets forth all transactions with respect to Shares effected since the Reporting Persons filed Amendment No. 2 to the Schedule 13D with the SEC on March 8, 2019. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commission paid in per share prices.

Name of Reporting Person	Date of Transaction	Amount of Securities	Price Per Share (\$)
High River Limited Partnership	03/10/2019	3,000,000*	8.45
Icahn Partners LP	03/10/2019	7,025,220*	8.45
Icahn Partners Master Fund LP	03/10/2019	4,974,780*	8.45

* Represents Shares to be acquired pursuant to a forward contract. These forward contracts expire on March 11, 2020.

Item 6 of the Schedule 13D is hereby amended by the addition of the following:

Forward Contracts

On March 10, 2019, certain of the Reporting Persons entered into forward contracts (the “Forwards”) providing for the purchase by such Reporting Persons of an aggregate of 15,000,000 Shares, at a forward price of \$8.45 per share. The forward price is subject to adjustment to account for any dividends or other distributions declared by the Issuer. The Forwards provide for physical settlement, with the Reporting Persons retaining the right to elect cash settlement. The Forwards do not give any Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which such contracts relate. The Forwards expire on March 11, 2020, unless earlier terminated.

SIGNATURE

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

Dated: March 11, 2019

ICAHN PARTNERS MASTER FUND LP

ICAHN OFFSHORE LP

ICAHN PARTNERS LP

ICAHN ONSHORE LP

BECKTON CORP.

HOPPER INVESTMENTS LLC

BARBERRY CORP.

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: Barberry Corp.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Schedule 13D/A, No. 3 – Caesars Entertainment Corporation]