

CAESARS ENTERTAINMENT Corp
Form 8-K/A
August 25, 2014

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

FORM 8-K
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
August 25, 2014 (August 22, 2014)
Date of Report (Date of earliest event reported)

Caesars Entertainment Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-10410
(Commission)

62-1411755
(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))

EXPLANATORY NOTE

On August 22, 2014, Caesars Entertainment Corporation (CEC) filed a Current Report on Form 8-K (the Report) with the Securities and Exchange Commission to report the consummation of the transaction (the Transaction) contemplated by the previously announced Note Purchase and Support Agreement entered into as of August 12, 2014 by and among CEC, Caesars Entertainment Operating Company, Inc. (CEOC) and certain holders of CEOC s outstanding 5.75% Senior Notes due 2017 (5.75% Notes) and 6.50% Senior Notes due 2016 (6.50% Notes). This Amendment No. 1 to the Current Report on Form 8-K amends Item 1.01 of the Report and adds Item 9.01 to the Report to include certain exhibits.

Item 1.01 Entry into a Material Definitive Agreement.

In connection with the closing of the Transaction, CEOC entered into supplemental indenture including (i) the First Supplemental Indenture, dated as of August 22, 2014 (the 5.75% Notes First Supplemental Indenture), between CEOC and Law Debenture Trust Company of New York, as trustee (the Trustee), relating to the 5.75% Notes, and (ii) the First Supplemental Indenture, dated as of August 22, 2014 (the 6.50% Notes First Supplemental Indenture), among CEOC, CEC and the Trustee, relating to the 6.50% Notes, which, in each case removed the provisions relating to CEOC s guarantee of the 5.75% Notes and 6.50% Notes, respectively.

A copy of each of the 5.75% Notes First Supplemental Indenture and 6.50% Notes First Supplemental Indenture are attached hereto as Exhibits 4.1 and 4.2, respectively.

Item 9.01 Other Events.

(d) Exhibits. The following exhibits are being filed herewith:

| Exhibit No. | Description |
|-------------|---|
| 4.1 | First Supplemental Indenture, dated as of August 22, 2014, between Caesars Entertainment Operating Company, Inc. and Law Debenture Trust Company of New York, as Trustee, relating to the 5.75% Senior Notes due 2017. |
| 4.2 | First Supplemental Indenture, dated as of August 22, 2014, among Caesars Entertainment Operating Company, Inc., Caesars Entertainment Corporation and Law Debenture Trust Company of New York, as Trustee, relating to the 6.50% Senior Notes due 2016. |

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: August 25, 2014

By: /s/ SCOTT E. WIEGAND

Name: Scott E. Wiegand

Title: Senior Vice President, Deputy General Counsel
and Corporate Secretary

EXHIBIT INDEX

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| 4.2 | First Supplemental Indenture, dated as of August 22, 2014, among Caesars Entertainment Operating Company, Inc., Caesars Entertainment Corporation and Law Debenture Trust Company of New York, as Trustee, relating to the 6.50% Senior Notes due 2016. |