

BONDERMAN DAVID
 Form 3
 February 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â BONDERMAN DAVID</p> <p>(Last) (First) (Middle)</p> <p>C/O TPG CAPITAL, L.P.,Â 345 CALIFORNIA STREET, SUITE 3300</p> <p>(Street)</p> <p>SAN FRANCISCO,Â CAÂ 94104</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/28/2008</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>HARRAHS ENTERTAINMENT INC [N/A]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Voting Common Stock, par value \$0.01 per share	10	I	See Footnotes <u>(1)</u>
Non-Voting Common Stock, par value \$0.01 per share	31,387,726	I	See Footnotes <u>(2)</u> <u>(3)</u>
Non-Voting Perpetual Preferred Stock, par value \$0.01 per sh	15,351,275	I	See Footnotes <u>(2)</u> <u>(3)</u> <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BONDERMAN DAVID C/O TPG CAPITAL, L.P. 345 CALIFORNIA STREET, SUITE 3300 SAN FRANCISCO, CA 94104	X	^	^	^

Signatures

/s/ Clive D. Bode on behalf of David
Bonderman (5) 02/07/2008

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) David Bonderman is currently a member and an officer of Hamlet Holdings LLC, which directly holds the Voting Common Stock of Harrah's Entertainment, Inc. (the "Corporation"). Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Securities Exchange Act of 1934, as amended (the "Act"), David Bonderman may be deemed to be the beneficial owner of the Voting Common Stock of the Corporation owned by Hamlet Holdings LLC only to the extent of the greater of his direct or indirect interest in the profits or capital account of Hamlet Holdings LLC. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that David Bonderman is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any Securities owned by Hamlet Holdings LLC in excess of such amount.
- (2) David Bonderman is an officer, director and shareholder of TPG Advisors V, Inc., which is the general partner of TPG GenPar V, L.P., which in turn is the general partner of TPG V Hamlet AIV, L.P., which in turn is the managing member of TPG Hamlet Holdings, LLC. TPG GenPar V, L.P. is also the managing member of TPG Hamlet Holdings B, LLC, a managing member of Co-Invest Hamlet Holdings B, LLC and a managing member of Co-Invest Hamlet Holdings, Series LLC (together with TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC and Co-Invest Hamlet Holdings B, LLC, the "TPG Non-Voting Stockholders"). The TPG Non-Voting Stockholders directly hold 31,387,725 shares of the Corporation's Non-Voting Common Stock and 15,351,245 shares of the Corporation's Non-Voting Perpetual Preferred Stock (together with the Non-Voting Common Stock, the "Securities").
- (3) Pursuant to Rule 16a-1(a)(2)(ii)(B) of the Act, David Bonderman may be deemed to be the beneficial owner of the Securities of the Corporation beneficially owned by the TPG Non-Voting Stockholders to the extent of the greater his direct or indirect interest in the profits or capital account of such TPG Non-Voting Stockholders. Pursuant to Rule 16a-1(a)(4) under the Act, this filing shall not be deemed an admission that David Bonderman is, for purposes of Section 16 of the Act or otherwise, the beneficial owner of any Securities owned by the TPG Non-Voting Stockholders in excess of such amount.
- (4) The Non-Voting Perpetual Preferred Stock (the "Preferred Stock") is convertible into shares of Non-Voting Common Stock, par value \$0.01, upon written notice from the holders of a majority of the outstanding Preferred Stock to the Corporation and to each holder of the Preferred Stock. The Corporation shall convert each share of Preferred Stock then outstanding into that number of shares of Non-Voting Common Stock equal to the quotient obtained by dividing (i) \$100 and any arrearage, plus all other accumulated dividends as of such

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date by (ii) the "fair market value" of the Non-Voting Common Stock as of the conversion date as determined by the Corporation's Board of Directors pursuant to the relevant Certificate of Designation. The conversion ratio is subject to adjustment for dividends, stock splits, recapitalizations and other matters specified in the Certificate of Designation.

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Remarks:

(5)Â CliveÂ D.Â BodeÂ isÂ signingÂ onÂ behalfÂ ofÂ Mr.Â BondermanÂ pursuantÂ toÂ anÂ authorizationÂ andÂ design
Â 2006,Â whichÂ wasÂ previouslyÂ filedÂ withÂ theÂ SEC.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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