

CAESARS ENTERTAINMENT Corp  
Form 8-K  
January 14, 2015

**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**  
**January 14, 2015**

**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**  
**File Number)**

**62-1411755**  
**(IRS Employer**  
**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))

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

On January 14, 2015, Caesars Entertainment Corporation ( CEC ), Caesars Entertainment Operating Company, Inc., a majority owned subsidiary of CEC ( CEOC ), and certain holders ( the Consenting Creditors ) of claims in respect of CEOC's 11.25% senior secured notes due 2017, CEOC's 8.5% senior secured notes due 2020 and CEOC's 9% senior secured notes due 2020 (collectively, the First Lien Notes and, the claims with respect thereto, the First Lien Bond Claims ) agreed to amend and restate (the Amendment ) the Second Amended and Restated Restructuring Support and Forbearance Agreement, dated as of January 9, 2015 (the RSA ), among CEC, CEOC and the Consenting Creditors, which was previously filed by CEC and CEOC on their Current Reports on Form 8-K/A, filed with the Securities and Exchange Commission on January 12, 2015. Pursuant to the Amendment, transferees and assignees of holders of First Lien Bond Claims, which holders signed the RSA and became Consenting Creditors on or prior to 5:00 p.m., New York City time, on January 12, 2015 (each, a Forbearance Fee Party ), with respect to any transfers or assignments permitted under the RSA of First Lien Bond Claims held by any such transferee or assignee as of 11:59 p.m., New York City time, on January 15, 2015 ( Forbearance Fee First Lien Bond Claims ) will be entitled to the RSA Forbearance Fees (as defined in the RSA) in respect of such Forbearance Fee First Lien Bond Claims in accordance with the RSA unless such Forbearance Fee Party elects to remain the Forbearance Fee Party with respect to such Forbearance Fee First Lien Bond Claims in accordance with the RSA.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being filed herewith:

Exhibit No.	Description
10.1	Third Amended and Restated Restructuring Support and Forbearance Agreement, dated as of January 14, 2015, among Caesars Entertainment Operating Company, Inc., on behalf of itself and the subsidiary loan parties party thereto, Caesars Entertainment Corporation, LeverageSource III (H Holdings), L.P., LeverageSource V, L.P. and each of the holders of First Lien Bond Claims party thereto.

**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: January 14, 2015

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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