HARRAHS ENTERTAINMENT INC Form 8-K April 05, 2006

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 5, 2006

Date of Report (Date of earliest event reported)

Harrah s Entertainment, Inc.

(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 Harrah s Court

Las Vegas, Nevada 89119

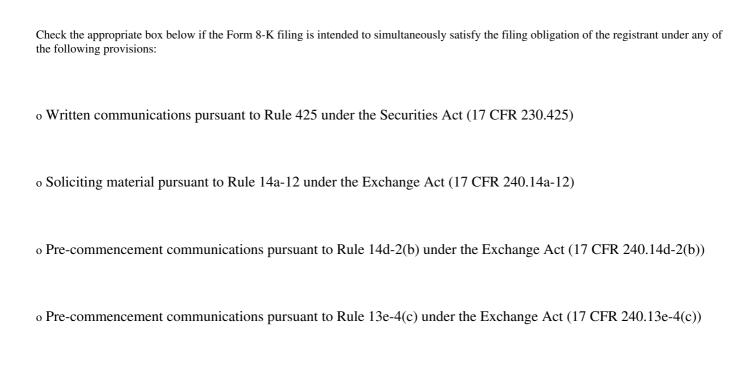
(Address of principal executive offices) (Zip Code)

(702) 407-6000

(Registrant s telephone number, including area code)

N/A

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



| Item | Q A1 | Other Events. | |
|------|------|---------------|--|
| item | 8.01 | Other Events. | |

In connection with the filing of a registration statement under the Securities Act on Form S-3, the Registrant is filing this Current Report on Form 8-K to report the unaudited pro forma condensed combined financial statements of Harrah s Entertainment, Inc. for the year ended December 31, 2005, which give effect to, among other things, Harrah s acquisition of Caesars Entertainment, Inc. The unaudited pro formas are attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits. The following exhibit is being filed herewith:
- 99.1 Harrah s Entertainment, Inc. s Unaudited Pro Forma Condensed Combined Financial Statements for the year ended December 31, 2005.

2

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.

HARRAH SENTERTAINMENT, INC.

Date: April 5, 2006 By: /s/ Michael D. Cohen

Michael D. Cohen

Vice President, Associate General Counsel

and Corporate Secretary

3

EXHIBIT INDEX

EXHIBIT INDEX 5

| Exhibit Number | Document Description |
|-------------------|--|
| 99.1 | Harrah s Entertainment, Inc. s Unaudited Pro Forma Condensed Combined Financial Statements for the year ended December 31, 2005. |
| | 4 |

EXHIBIT INDEX 6