

CAESARS ENTERTAINMENT Corp

Form 4

February 06, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRISSORA MARK P

(Last) (First) (Middle)

C/O CAESARS
ENTERTAINMENT
CORPORATION, ONE CAESARS
PALACE DRIVE

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CAESARS ENTERTAINMENT
Corp [CZR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/05/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Chief Exec Officer Designate

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	02/05/2015		A	Amount 200,000 (1)	(A) or (D) Price \$ 0 200,000	D	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee stock option (right to buy)	\$ 11.51	02/05/2015		A	400,000	(2) 02/05/2025	Common Stock 400,000
Employee stock option (right to buy)	\$ 11.51	02/05/2015		A	200,000	(3) 02/05/2025	Common Stock 200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FRISSORA MARK P C/O CAESARS ENTERTAINMENT CORPORATION ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	X		Chief Exec Officer Designate	

Signatures

/s/ Jill Eaton, as
attorney-in-fact 02/06/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Represents Restricted Stock Units granted on February 5, 2015 and which vest in equal annual installments of 25% on each of February 5, 2016, 2017, and 2018, with the remaining 25% scheduled to vest on February 4, 2019.
- (2) The option vests in equal annual installments of 25% on each of February 5, 2016, 2017, and 2018, with the remaining 25% scheduled to vest on February 4, 2019.
- (3) The option becomes vested and becomes exercisable, if at all, on the date that is six months immediately following the end of the 30 consecutive trading day period in which the volume weighted average price of one share of Caesars Entertainment Corporation common stock is equal to or greater than \$30.00.

Remarks:

Mr. Frissora's title is pending subject to regulatory approvals.

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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