

HARRAHS ENTERTAINMENT INC
Form DEFA14A
December 20, 2006

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant X

Filed by a Party other than the Registrant O

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

Harrah's Entertainment, Inc.
(Name of Registrant as Specified In Its Charter)

(N/A)
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:

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Filed by Harrah's Entertainment, Inc. Pursuant to Rule 14a-12

Under the Securities Exchange Act of 1934

Subject Company: Harrah's Entertainment, Inc.

Commission File No.: 001-10410

This filing relates to the proposed acquisition of Harrah's Entertainment, Inc. (Harrah's) by affiliates of Texas Pacific Group and Apollo Management L.P. (collectively, the Funds) pursuant to the terms of an Agreement and Plan of Merger, dated as of December 19, 2006 by and among Hamlet Holdings LLC, Hamlet Merger Inc. and Harrah's. Each of Hamlet Holdings LLC and Hamlet Merger Inc. are affiliates of the Funds. The Agreement and Plan of Merger is on file with the Securities and Exchange Commission as an exhibit to the Current Report on Form 8-K filed by Harrah's on December 19, 2006 and is incorporated by reference into this filing.

The following communication was presented by Gary Loveman, Harrah's Chairman, Chief Executive Officer and President, to Harrah's corporate employees and senior employees in operations (either in person or by telecast) on December 19, 2006:

About the Transaction

In connection with the proposed merger, Harrah's will file a proxy statement with the Securities and Exchange Commission. INVESTORS AND SECURITY HOLDERS ARE STRONGLY ADVISED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE, BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders may obtain a free copy of the proxy statement (when available) and other documents filed by Harrah's Entertainment, Inc. at the Securities and Exchange Commission's Web site at <http://www.sec.gov>. The proxy statement and such other documents may also be obtained for free by directing such request to Harrah's Entertainment, Inc. Investor Relations, 2100 Caesars Palace Drive, Palace Tower, Spa Level, Las Vegas, NV 89109, telephone: (702) 407-6381 or on the company's website at <http://investor.harrahs.com>.

Harrah's and its directors, executive officers and certain other members of its management and employees may be deemed to be participants in the solicitation of proxies from its stockholders in connection with the proposed merger. Information regarding the interests Harrah's participants in the solicitation will be included in the proxy statement relating to the proposed merger when it becomes available.