

CAESARS ENTERTAINMENT Corp  
Form 8-K/A  
January 12, 2015

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

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**  
**January 12, 2015 (January 9, 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)**

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

**File Number)**  
**One Caesars Palace Drive**  
**Las Vegas, Nevada 89109**

**Identification Number)**

**(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))

---

## EXPLANATORY NOTE

On January 9, 2015, Caesars Entertainment Corporation (CEC) filed a Current Report on Form 8-K (the Report) with the Securities and Exchange Commission to report the amendment and restatement (the Amendment) of the agreement (the RSA) to restructure the indebtedness of Caesars Entertainment Operating Company, Inc., a majority owned subsidiary of CEC, pursuant to the terms of the term sheet incorporated into the RSA. This Amendment No. 1 to the Current Report on Form 8-K amends Item 1.01 of the Report and adds Item 9.01 to the Report to include the Amendment as an exhibit. Except as stated in this Explanatory Note, no other information contained in any Item of the Report is being amended, updated or otherwise revised.

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

On January 9, 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) agreed to amend and restate (the Amendment) the Amended and Restated Restructuring Support and Forbearance Agreement, dated as of December 31, 2014 (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, filed with the Securities and Exchange Commission on December 31, 2014. Pursuant to the Amendment, the RSA has been amended to provide that if a Qualified Marketmaker (as defined in the RSA), acting solely in its capacity as such, acquires First Lien Notes or indebtedness under CEOC's credit facility (First Lien Bank Debt) from an entity that is not a Consenting Creditor with respect to such debt (collectively, Qualified Unrestricted Claims), such Qualified Marketmaker may transfer such Qualified Unrestricted Claims without the requirement that the transferee execute a Transfer Agreement (as defined in the RSA), provided that any such Qualified Marketmaker will otherwise still be subject to the terms of the RSA with respect to the Qualified Unrestricted Claims pending the completion of any such transfer.

A copy of the Amendment is attached hereto as Exhibit 10.1 and is 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	Second Amended and Restated Restructuring Support and Forbearance Agreement, dated as of January 9, 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 12, 2015

By: /s/ SCOTT E. WIEGAND

Name: Scott E. Wiegand

Title: Senior Vice President, Deputy General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

Exhibit No.	Description
10.1	Second Amended and Restated Restructuring Support and Forbearance Agreement, dated as of January 9, 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.