

Caesars Acquisition Co
Form 425
May 27, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): May 27, 2016 (May 27, 2016)

CAESARS ENTERTAINMENT CORPORATION
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of

001-10410
(Commission

62-1411755
(IRS Employer

Incorporation)

File Number)

Identification No.)

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 8.01 OTHER EVENTS.

Caesars Entertainment Corporation (CEC) has provided certain financial projections to its majority-owned subsidiary, Caesars Entertainment Operating Company Inc. (CEOC). The financial projections (the Projections), a copy of which is attached hereto as Exhibit 99.1, are to be incorporated by CEOC into its Third Amended and Restated Disclosure Statement (the Disclosure Statement) filed in connection with CEOC 's ongoing bankruptcy reorganization proceedings. The Projections cover the period of 2017 through 2020 and represent a projection of the financial performance of CEC and its consolidated subsidiaries following consummation of the plan of reorganization of CEOC that is described in CEOC 's Disclosure Statement (subject to the assumptions and limitations described herein and therein).

The Projections were developed by management of Caesars Enterprise Services, LLC during the annual budgeting cycle in late 2015, with input from Caesars Acquisition Company (CAC), CEOC and others. The Projections do not incorporate any impact or adjustments based on current 2016 year-to-date performance, which is an improvement over the projections prepared in late 2015. Exhibit 99.1 includes other assumptions underlying and describes other limitations on the use of the Projections, including without limitation factors that may cause actual results to differ from those expressed in the Projections. The Projections were provided to CEOC for inclusion in the Disclosure Statement for purposes of providing CEOC creditors with information that may be relevant to their consideration of the reorganization of CEOC described therein.

For purposes of Exhibit 99.1, New CEC refers to CEC after giving effect to the reorganization of CEOC described in the Disclosure Statement and terms such as CGPH , CIE , OpCo and PropCo are used in a manner consistent with the use of those terms in CEC 's Annual Report on Form 10-K for the year ended December 31, 2015.

Important Additional Information

On December 21, 2014, CEC and CAC entered into an Agreement and Plan of Merger (the Merger Agreement), pursuant to which, among other things, CAC will merge with and into CEC, with CEC as the surviving company (the Merger). In connection with the Merger, CEC and CAC will file with the Securities and Exchange Commission (the SEC) a Registration Statement on Form S-4 that will include a joint information statement/prospectus, as well as other relevant documents concerning the proposed transaction. Stockholders are urged to read the Registration Statement and joint information statement/prospectus regarding the Merger when it becomes available and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. You will be able to obtain a free copy of such joint information statement/prospectus, as well as other filings containing information about CEC and CAC, at the SEC 's website (www.sec.gov), from CEC Investor Relations (investors.caesars.com) or from CAC Investor Relations (investors.caesarsacquisitioncompany.com).

Cautionary Statement Regarding the Projections and Disclosure Statement

CEC cautions investors and potential investors not to place undue reliance upon the Projections or other information contained in the Disclosure Statement. The Projections are subject to the limitations described in Exhibit 99.1. The Disclosure Statement is limited in scope and has been prepared by CEOC (and not CEC, except as to matters specifically provided by CEC to CEOC for inclusion therein) solely for the purpose of satisfying the requirements of the Bankruptcy Code section 1125 and the guidelines promulgated by the Office of the United States Trustee. The Disclosure Statement was not audited or reviewed by independent accountants and is

subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of an investor or potential investor, the Disclosure Statement contains any information beyond that which is appropriate in connection with CEOC's reorganization. The Disclosure Statement also contains information for periods that are different from those required in CEC's reports pursuant to the Exchange Act, and such information might not be indicative of CEC's financial condition or operating results that would be reflected in CEC's financial statements that may be expected from any period or that may be expected if restructuring transactions are consummated. Results and projections set forth in the Disclosure Statement should not be viewed as indicative of future results. This Current Report on Form 8-K does not include or incorporate the Disclosure Statement, which was prepared by CEOC.

Cautionary Statement Regarding Forward-Looking Statements

The Projections are, and the Disclosure Statement contains or may contain, forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. You can identify these statements by the fact that they do not relate strictly to historical or current facts. These statements contain words such as may, will, project, might, expect, believe, anticipate, intend, could, would, or pursue, or the negative of these words or other words or expressions of similar meaning that may identify forward-looking statements and are found at various places throughout the Projections and the Disclosure Statement. These forward-looking statements are based on our expectations about future events and are estimates reflecting the best judgment of management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements.

You are cautioned that forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties that cannot be predicted or quantified, and, consequently, the actual performance of CEC and its subsidiaries may differ materially from those expressed or implied by such forward-looking statements. Additional information concerning such risks and uncertainties is described from time to time in CEC's reports filed with the Securities and Exchange Commission and in the Projections attached hereto as Exhibit 99.1.

CEC disclaims any obligation to update the forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date stated or, if no date is stated, as of the date of this Current Report on Form 8-K or the Disclosure Statement, as applicable.

9.01 FINANCIAL STATEMENTS AND EXHIBITS.

Exhibit No.	Description
99.1	Certain Projections

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: May 27, 2016

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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99.1	Certain Projections