

CAESARS ENTERTAINMENT Corp  
 Form 3  
 January 02, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Eric A Hession                            |         | 01/01/2015                           | CAESARS ENTERTAINMENT Corp [CZR]                                       |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| ONE CAESARS PALACE DRIVE                  |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| LAS VEGAS, NV 89109                       |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (City)                                    | (State) | (Zip)                                | (give title below) (specify below)                                     |  |
|   |         |                                      | EVP & Chief Financial Officer  |  |
|   |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 30,100 <sup>(1)</sup>                                    | D   |  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|              | Date Exercisable | Expiration Date | Amount or Number of Shares      | or Indirect (I) (Instr. 5) |
|--------------|------------------|-----------------|---------------------------------|----------------------------|
| Stock Option | Â (2)            | 07/25/2022      | Common Stock 18,593 (3) \$ 8.23 | D Â                        |
| Stock Option | Â (4)            | 06/28/2023      | Common Stock 3,125 (3) \$ 13.7  | D Â                        |
| Stock Option | Â (5)            | 05/07/2024      | Common Stock 20,000 \$ 21.18    | D Â                        |
| Stock Option | Â (6)            | 08/21/2022      | Common Stock 23,821 (3) \$ 8.22 | D Â                        |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Hession Eric A<br>ONE CAESARS PALACE DRIVE<br>LAS VEGAS, NV 89109 | Â             | Â         | Â EVP & Chief Financial Officer | Â     |

## Signatures

/s/ Jill Eaton, by Power of Attorney 01/02/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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) Includes shares of Common Stock beneficially owned and unvested RSUs previously granted.

(2) 11,621 options to purchase shares awarded 7/25/2012 vest in five equal installments on each of 7/25/2013, 7/25/2014, 7/25/2015, 7/25/2016, and 7/25/2017; 3,486 options to purchase shares awarded on 7/25/2012 vest when the 30-day trailing average of the Registrant's stock price is equal to or greater than \$35; 3,486 options to purchase shares awarded on 7/25/2012 vest when the 30-day trailing average of the Registrant's stock price is equal to or greater than \$57.41 or 3/15/2015, whichever comes first.

(3) Includes vested and unvested options to purchase shares.

(4) Options to purchase shares awarded 6/28/2013 vest in four equal installments on each of 1/2/2014, 1/2/2015, 1/2/2016, and 1/2/2017.

(5) Options to purchase shares awarded 5/7/2014 vest in four equal installments on each of 5/7/2015, 5/7/2016, 5/7/2017, and 5/7/2018.

(6) 20,411 options to purchase shares awarded 8/21/2012 vest in four equal installments on each of 8/21/2013, 8/21/2014, 8/21/2015 and 8/21/2016; 1705 options to purchase shares awarded 8/21/2012 vest when the 30-day trailing average of the Registrant's stock price is equal to or greater than \$35; 1705 options to purchase shares awarded 8/21/2012 vest when the 30-day trailing average of the Registrant's stock price is equal to or greater than \$57.41 or 3/15/2015, whichever comes first.

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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