

HARRAHS ENTERTAINMENT INC

Form 8-K

March 25, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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):

March 25, 2008

HARRAH S ENTERTAINMENT, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

1-10410
(Commission File Number)

62-1411755
(IRS Employer)

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Identification No.)

One Caesars Palace Drive, Las Vegas, Nevada 89109

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (702) 407-6000

Not Applicable

(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 7.01. Regulation FD Disclosure

On December 19, 2006, Harrah's Entertainment, Inc. ("Harrah's Entertainment") announced that it had entered into a definitive merger agreement with Hamlet Holdings LLC, a Delaware limited liability company ("Hamlet Holdings"), and Hamlet Merger Inc., a Delaware corporation and a wholly owned subsidiary of Hamlet Holdings ("Merger Sub"), pursuant to which Merger Sub merged with and into Harrah's Entertainment, and Harrah's Entertainment became a subsidiary of Hamlet Holdings (the "Acquisition"). Hamlet Holdings and Merger Sub were formed and are controlled by Apollo Global Management, LLC and TPG Capital, LP. The Acquisition closed on January 28, 2008. In connection with the Acquisition and related financing, on March 25, 2008, Harrah's Entertainment disclosed non-public material information about Harrah's Entertainment and Harrah's Operating Company, Inc. to certain parties. Harrah's Entertainment is furnishing the information in this Current Report on Form 8-K and in Exhibit 99.1 to comply with Regulation FD. The statements contained in Exhibit 99.1 shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. In addition, such information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any of Harrah's Entertainment's filings, whether made before or after the date hereof, regardless of any general incorporation language in such filings.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 Disclosures regarding Harrah's Entertainment, Inc. and Harrah's Operating Company, Inc. in connection with the financing of the Acquisition, dated as of March 25, 2008.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 25, 2008

HARRAHS ENTERTAINMENT, INC.

/s/ Michael Cohen

Name: Michael Cohen

Title: Vice President, Associate General Counsel and Corporate Secretary

Item 7.01. Regulation FD Disclosure

Item 9.01. Financial Statements and Exhibits

Signatures