JONES JANIS L Form 4 October 11, 2017

FORM 4

OMB APPROVAL

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

January 31, Expires: 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction 1(b).

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 * JONES JANIS L

ONE CAESARS PALACE DRIVE

(State)

2. Issuer Name and Ticker or Trading

Symbol

CAESARS ENTERTAINMENT

5. Relationship of Reporting Person(s) to Issuer

below)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

Corp [CZR]

Director 10% Owner

(Check all applicable)

10/06/2017

X_ Officer (give title _ Other (specify EVP Public Policy & Corp Resp

(Street)

(Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAS VEGAS, NV 89109

(City)	(State)	Zip) Table	e I - Non-D	erivative S	Securit	ies Acq	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	ct Indirect Beneficial	
	(Month/Day/Year)					(Instr. 8) Code V	Owned Following Reported Transaction(s) (Instr. 3 and 4)		Indirect (I) (Instr. 4)
Common Stock (1)	10/06/2017		A	35,147 (2)	A	\$ 0	188,669 <u>(3)</u>	D	
Common Stock	10/06/2017		A	75,353 (4)	A	\$0	264,022	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	and 4)		Own
	Security	Acquired								Follo	
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								^	mount		
									mount		
						Date	Expiration Date	or Title Number of			
						Exercisable					
				C + V	(A) (D)						
				Code V	(A) (D)			S	hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

JONES JANIS L ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109

EVP Public Policy & Corp Resp

Signatures

/s/ Jill Eaton, Attorney-in-Fact, on behalf of Janis L. Jones

10/11/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(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).

Shares of Class A common stock, par value \$0.001 per share ("CAC Common Stock"), of the corporation then known as Caesars

Stock") pursuant to that certain Amended and Restated Agreement and Plan of Merger, dated as of July 9, 2016, between the Issuer and CAC, as amended by the First Amendment to Amended and Restated Agreement and Plan of Merger, dated as of February 20, 2017 (as amended, the "Merger Agreement"). Pursuant to the terms of the Merger Agreement, each share of CAC Common Stock was exchanged for 1.625 shares of CEC Common Stock.

Acquisition Company ("CAC") were converted into shares of common stock, par value \$0.01 per share, of the Issuer ("CEC Common

- The reporting person held 21,629 shares of CAC Common Stock in Restricted Stock prior to the conversion pursuant to the Merger **(2)** Agreement.
- (3) Includes shares of CEC Common Stock beneficially owned and unvested Restricted Stock Units previously granted and reported.
- (4) Represents the grant of Restricted Stock Units, each of which represent the contingent right to receive one share of CEC Common Stock. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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