

CAESARS ENTERTAINMENT Corp
Form SC 13D/A
March 08, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 4)*

Caesars Entertainment Corporation

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

127686103

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue, 22nd Floor

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 7, 2019

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Hamlet Holdings, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
10,834,298 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
10,834,298 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
10,834,298 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
1.6%
- 14 Type of Reporting Person
OO

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CUSIP No. 127686103

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Hamlet Holdings B, LLC
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 12,303,592 shares of common stock, par value \$0.01 per share
9	Sole Dispositive Power
10	Shared Dispositive Power 12,303,592 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 12,303,592 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 1.8%
14	Type of Reporting Person OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 127686103

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Investment Fund VI, L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 12,303,592 shares of common stock, par value \$0.01 per share
9	Sole Dispositive Power
10	Shared Dispositive Power 12,303,592 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 12,303,592 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 1.8%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Co-Invest Hamlet Holdings B, LLC |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
1,487,909 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
1,487,909 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
1,487,909 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.2% |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Co-Invest Hamlet Holdings, Series LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
1,835,699 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
1,835,699 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
1,835,699 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.3%
- 14 Type of Reporting Person
OO

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CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) x
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) x
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
15,627,200 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
15,627,200 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
15,627,200 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
2.3%
- 14 Type of Reporting Person
PN

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CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
AIF VI Management, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
15,627,200 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
15,627,200 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
15,627,200 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
2.3%
- 14 Type of Reporting Person
OO

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CUSIP No. 127686103

13D

- | | |
|----|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
15,627,200 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
15,627,200 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
15,627,200 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
2.3% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

CUSIP No. 127686103

13D

- | | |
|----|---|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management GP, LLC |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
15,627,200 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
15,627,200 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
15,627,200 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
2.3% |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
AAA Investments (Co-Invest VI), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
5,067 of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,067 of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,067 of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.0%
- 14 Type of Reporting Person
PN

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CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
AAA Associates, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Guernsey |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,896 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,896 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,896 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.0% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
AAA MIP Limited |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Guernsey |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,896 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,896 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,896 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.0% |
| 14 | Type of Reporting Person
CO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Alternative Assets, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,896 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,896 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,896 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.0% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo International Management, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,896 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,896 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,896 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.0% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo International Management GP, LLC |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,896 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,896 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,896 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.0% |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
15,102,786 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
15,102,786 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
15,102,786 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
2.5%
- 14 Type of Reporting Person
PN

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CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management Holdings GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
15,102,786 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
15,102,786 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
15,102,786 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
2.5%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource III (H Holdings), L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
212,578 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
212,578 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
212,578 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
Percentage amounts to less than one-tenth of a percent of outstanding common stock, par value \$0.01 per share |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource III GP, Ltd. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
212,578 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
212,578 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
212,578 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
Percentage amounts to less than one-tenth of a percent of outstanding common stock, par value \$0.01 per share |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource V S.à.r.l. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Luxembourg |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,022,491 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.6% |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource V, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
4,022,491 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
4,022,491 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
4,022,491 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.6%
- 14 Type of Reporting Person
PN

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CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
LS V GP, LLC |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,022,491 shares of common stock, par value \$0.01 per share |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/> |
| 13 | Percent of Class Represented by Amount in Row (11)
0.6% |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource Holdings, L.P. with respect to Series V |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
4,022,491 shares of common stock, par value \$0.01 per share |
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| 13 | Percent of Class Represented by Amount in Row (11)
0.6% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource Holdings GP, LLC |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Delaware |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,022,491 shares of common stock, par value \$0.01 per share |
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4,022,491 shares of common stock, par value \$0.01 per share |
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0.6% |
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OO |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
LeverageSource, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,022,491 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
4,022,491 shares of common stock, par value \$0.01 per share |
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4,022,491 shares of common stock, par value \$0.01 per share |
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0.6% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
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Each
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Person With

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CUSIP No. 127686103

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VI (EH), L.P.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power
8	Shared Voting Power 4,235,069 shares of common stock, par value \$0.01 per share
9	Sole Dispositive Power
10	Shared Dispositive Power 4,235,069 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,235,069 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 0.6%
14	Type of Reporting Person PN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VI (EH-GP), Ltd.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power
8	Shared Voting Power 4,235,069 shares of common stock, par value \$0.01 per share
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10	Shared Dispositive Power 4,235,069 shares of common stock, par value \$0.01 per share
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13	Percent of Class Represented by Amount in Row (11) 0.6%
14	Type of Reporting Person OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Advisors VII (EH), L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
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| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,235,069 shares of common stock, par value \$0.01 per share |
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| 14 | Type of Reporting Person
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Number of
Shares
Beneficially
Owned by
Each
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Person With

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CUSIP No. 127686103

13D

1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Advisors VII (EH-GP), Ltd.
2	Check the Appropriate Box if a Member of a Group (a) <input type="radio"/> (b) <input checked="" type="radio"/>
3	SEC Use Only
4	Source of Funds OO
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power
8	Shared Voting Power 4,235,069 shares of common stock, par value \$0.01 per share
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10	Shared Dispositive Power 4,235,069 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,235,069 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 0.6%
14	Type of Reporting Person OO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings III, L.P. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,235,069 shares of common stock, par value \$0.01 per share |
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| 10 | Shared Dispositive Power
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| 13 | Percent of Class Represented by Amount in Row (11)
0.6% |
| 14 | Type of Reporting Person
PN |

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

CUSIP No. 127686103

13D

- | | |
|----|--|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Principal Holdings III GP, Ltd. |
| 2 | Check the Appropriate Box if a Member of a Group
(a) <input type="radio"/>
(b) <input checked="" type="radio"/> |
| 3 | SEC Use Only |
| 4 | Source of Funds
OO |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) <input type="radio"/> |
| 6 | Citizenship or Place of Organization
Cayman Islands |
| 7 | Sole Voting Power |
| 8 | Shared Voting Power
4,235,069 shares of common stock, par value \$0.01 per share |
| 9 | Sole Dispositive Power |
| 10 | Shared Dispositive Power
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0.6% |
| 14 | Type of Reporting Person
OO |

Number of
Shares
Beneficially
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Each
Reporting
Person With

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This Amendment No. 4 to Schedule 13D supplements and amends the Statement on Schedule 13D filed on October 16, 2017, Amendment No. 1 to Schedule 13D filed on December 5, 2017 and Amendment No. 2 with respect to Schedule 13D filed on December 15, 2017, and Amendment No. 3 to Schedule 13D filed on May 23, 2018 with respect to the common stock, par value \$0.01 per share (the Common Stock), of Caesars Entertainment Corporation (the Issuer), as amended.

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Statement on Schedule 13D filed on October 16, 2017, as amended.

Responses to each item of this Amendment No. 4 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 4 is hereby amended and supplemented by inserting the following:

On March 7, 2019, Holdings, the Apollo Entities, the Co-Invest Entities, the TPG Entities, AAA (Co-Invest VI), LS V S.à.r.l. and LS III (H Holdings) sold an aggregate of 38,900,000 shares of Common Stock at a price of \$8.50 per share in a privately-negotiated transaction (the March 2019 Sale). The shares of Common Stock sold in the March 2019 Sale are no longer subject to the 2017 Proxy. The Apollo Entities, Co-Invest Entities, AAA (Co-Invest VI), LS V S.à.r.l. and LS III (H Holdings) will, depending on market conditions, from time to time look for further opportunities to dispose of the remaining securities of the Issuer held by them.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented by inserting the following:

Following the sale of shares by the Apollo Entities, the Co-Invest Entities, AAA (Co-Invest VI), LS V S.à.r.l. and LS III (H Holdings) as part of the March 2019 Sale, the Reporting Persons beneficially own an aggregate of 29,805,356 shares of Common Stock of the Issuer, representing

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approximately 4.4% of the Issuer's outstanding Common Stock. Of that amount, an aggregate of 26,461,498 shares are held of record by Apollo Hamlet Holdings, Apollo Hamlet Holdings B, Co-Invest B and Co-Invest Series and are subject to the 2017 Proxy. The shares of Common Stock reported as beneficially owned by LS V S.à.r.l. include 2,006,805 shares of Common Stock issuable upon conversion of the Convertible Notes. The shares of Common Stock held of record by AAA (Co-Invest VI), LS V S.à.r.l. and LS III (H Holdings), as well as the shares of Common Stock issuable upon conversion of the Convertible Notes, are not subject to the 2017 Proxy.

Each of the Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(a) See also the information contained on the cover pages of this Amendment No. 4 to Schedule 13D, which is incorporated herein by reference. The percentage of Common Stock reported as beneficially owned by the Reporting Persons is based on 670,136,264 shares of Common Stock outstanding as of February 19, 2019, as reported in the Issuer's Form 10-K filed with the Securities and Exchange Commission on February 22, 2019.

(b) See the information contained on the cover pages of this Amendment No. 4 to Schedule 13D, which is incorporated herein by reference.

(c) Except as described in this Amendment No. 4 to Schedule 13D, there have been no reportable transactions by the Reporting Persons with respect to the Common Stock of the Issuer in the past sixty days.

(d) Not applicable.

(e) March 7, 2019.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to be Filed as Exhibits

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: March 8, 2019

APOLLO HAMLET HOLDINGS, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Authorized Person

APOLLO HAMLET HOLDINGS B, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Authorized Person

CO-INVEST HAMLET HOLDINGS B, LLC

By: /s/ David Sambur
Name: David Sambur
Title: Authorized Person

CO-INVEST HAMLET HOLDINGS, SERIES LLC

By: /s/ David Sambur
Name: David Sambur
Title: Authorized Person

APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P.
its managing partner

By: Apollo Capital Management VI, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AAA INVESTMENTS (CO-INVEST VI), L.P.

By: AAA Associates, L.P.
its general partner

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AAA ASSOCIATES, L.P.

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.
its service provider

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.
its managing general partner

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

LEVERAGESOURCE III (H HOLDINGS), L.P.

By: LeverageSource III GP, Ltd.
its general partner

By: Apollo Advisors VI (EH), L.P.
its sole shareholder

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

LEVERAGESOURCE III GP, LTD.

By: Apollo Management VI, L.P.
its director

By: AIF VI Management, LLC
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

LEVERAGESOURCE V S.À R.L.

By: /s/ Joseph A. Moroney
Name: Joseph A. Moroney
Title: Class A Manager

By: /s/ Fabrice Jeusette
Name: Fabrice Jeusette
Title: Class B Manager

LEVERAGESOURCE V, L.P.

By: LS V GP, LLC
its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LS V GP, LLC

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LEVERAGESOURCE HOLDINGS, L.P.
with respect to SERIES V

By: LeverageSource Holdings GP, LLC
its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LEVERAGESOURCE HOLDINGS GP, LLC

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LEVERAGESOURCE, L.P.

By: Apollo Advisors VI (EH), L.P.
its general partner

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

By: Apollo Advisors VII (EH), L.P.
its general partner

By: Apollo Advisors VII (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VI (EH), L.P.

By: Apollo Advisors VI (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VII (EH), L.P.

By: Apollo Advisors VII (EH-GP), Ltd.
its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO ADVISORS VII (EH-GP), LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.
its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President