

CAESARS ENTERTAINMENT Corp  
Form 3  
March 17, 2017

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

OMB APPROVAL

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**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 |  |
| Â Stuart Christian D                      |         | (Month/Day/Year)                     | CAESARS ENTERTAINMENT Corp [CZR]                   |  |
| (Last)                                    | (First) | (Middle)                             | 03/17/2017   |  |
| ONE CAESARS PALACE DRIVE                  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                             |  |
| LAS VEGAS,Â NVÂ 89109                     |         |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                                 | (specify below)  |
|   |         |                                      | EVP Gaming & Interactive Ent.                      | 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                       | 4,054 <sup>(1)</sup>                                     | D   | Â  |
| Common Stock                       | 47,399 <sup>(2)</sup>                                    | D   | Â  |
| Common Stock                       | 22,160 <sup>(3)</sup>                                    | D   | Â  |
| Common Stock                       | 37,476 <sup>(4)</sup>                                    | D   | Â  |
| Common Stock                       | 13,426 <sup>(5)</sup>                                    | D   | Â  |

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)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--------------------|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date |  |  |  |   |
| Employee stock option<br>(right to buy)       | Â (6)  | 08/21/2022         | Common<br>Stock  | 4,049 (6) \$ 8.22  | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (7)  | 08/21/2022         | Common<br>Stock  | 462 (7) \$ 8.22  | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (7)  | 02/21/2023         | Common<br>Stock  | 287 (7) \$ 9.45  | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (8)  | 05/29/2025         | Common<br>Stock  | 2,523 (8) \$ 9.36  | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (10)   | 02/21/2023         | Common<br>Stock  | 1,718 (10) \$ 9.45   | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (11)   | 12/18/2023         | Common<br>Stock  | 287 (11) \$ 9.45   | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (9)  | 05/07/2024         | Common<br>Stock  | 5,617 (9) \$ 9.45  | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (11)   | 12/18/2023         | Common<br>Stock  | 462 (11) \$ 8.22   | D  | Â   |
| Employee stock option<br>(right to buy)       | Â (12)   | 06/28/2023         | Common<br>Stock  | 1,875 (12) \$ 9.45   | D  | Â   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                       |       |
|---|---------------|-----------|---------------------------------------|-------|
|   | Director      | 10% Owner | Officer                               | Other |
| Stuart Christian D<br>ONE CAESARS PALACE DRIVE<br>LAS VEGAS, NV 89109 | Â             | Â         | Â EVP Gaming<br>& Interactive<br>Ent. | Â     |

## Signatures

/s/ Jill Eaton, by Power of Attorney, on behalf of Christian D.  
Stuart

03/17/2017

\_\_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) RSUs granted 5/7/2014; 50% are vested and remaining 50% will vest in equal installments on each of 5/7/2017 and 5/7/2018.

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- (2) Represents common stock owned from open market purchases and vested RSUs.
- (3) RSUs granted 3/23/2016 and will vest in three equal installments on each of 3/23/2017, 3/23/2018, and 3/23/2019.
- (4) RSUs granted 7/5/2016 and 100% vest on 1/5/2018.
- (5) RSUs granted 5/29/2015; 50% are vested and remaining 50% will vest in equal installments on each of 3/1/2018 and 3/1/2019.
- (6) Options to purchase shares awarded 8/21/2012; 100% vested.
- (7) The option becomes vested and becomes exercisable, if at all, immediately following the end of the 30 consecutive trading day period in which the trailing average price of one share of Caesars Entertainment Corporation common stock is equal to or greater than \$35.00.
- (8) Options to purchase shares awarded 5/29/2015; 50% vested and remaining 50% vest in two equal installments on each of 3/1/2018 and 3/1/2019.
- (9) Options to purchase shares awarded 5/07/2014; 50% vested and remaining 50% vest in two equal installments on each of 5/7/2017 and 5/7/2018.
- (10) Options to purchase shares awarded 2/21/2013; 100% vested.
- (11) Options to purchase shares awarded 12/18/2013; 100% vested.
- (12) Options to purchase shares awarded 6/28/2013; 100% vested.

Â

### Remarks:

Mr. Stuart's title is pending all required regulatory approvals.

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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