FRISSORA MARK P

Form 4

October 10, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FRISSORA MARK P

Symbol

CAESARS ENTERTAINMENT

Corp [CZR]

2. Issuer Name and Ticker or Trading

3. Date of Earliest Transaction

10/06/2018

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

(Month/Day/Year)

_X__ Director

X_ Officer (give title below) President and CEO

10% Owner Other (specify

C/O CAESARS **ENTERTAINMENT**

CORPORATION, ONE CAESARS

(State)

PALACE DRIVE

(City)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

LAS VEGAS, NV 89109

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) any (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

(D) or Indirect (I) (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4) (D) Price Code V Amount

Common 126,812 \$ F D 10/06/2018 $1,920,552 \stackrel{(2)}{=}$ D (1) 9.7 Stock

Common 595,307 (3) D Stock

Common by $1,900^{(4)}$ Ι Stock daughter

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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 Exercisable and 7. Title and		8. Price of		
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date		Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/Y	Year)	Under	rlying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	ive		Secur	ities	(Instr. 5)
	Derivative				Securities	Securities		(Instr.	. 3 and 4)	
	Security				Acquired	equired				
					(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									Amount	
						Date Expir	Expiration	Title	Or	
						Exercisable Date			Number of	
				Code V	(A) (D)					
				Code V	(A) (D)				Shares	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

FRISSORA MARK P C/O CAESARS ENTERTAINMENT CORPORATION ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109

X

President and CEO

Signatures

/s/ Jill Eaton, by Power of Attorney, on behalf of Mark Frissora

10/10/2018

**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).
- (1) Withholding of shares by the Company for tax withholding purposes related to the vesting of previously awarded Restricted Stock Units that vested on 10/06/2018.
- (2) Includes shares of Common Stock beneficially owned and unvested RSUs previously granted and reported.
- (3) Represents shares held in a trust.
- (4) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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