

FRISSORA MARK P
Form 4
October 11, 2017

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
FRISSORA MARK P

2. Issuer Name and Ticker or Trading Symbol
CAESARS ENTERTAINMENT Corp [CZR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
ONE CAESARS PALACE DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
10/06/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock ⁽¹⁾	10/06/2017		A	V	295,724 ⁽²⁾	A	\$ 0 668,452 ⁽³⁾	D	
Common Stock	10/06/2017		A		1,289,063 ⁽⁴⁾	A	\$ 0 1,957,515	D	
Common Stock ⁽¹⁾	10/06/2017		A		147,862 ⁽⁵⁾	A	\$ 0 385,070 ⁽⁶⁾	D	
Common Stock							1,900 ⁽⁷⁾	I	by daughter

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

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- (4) Represents the grant of Restricted Stock Units, each of which represent the contingent right to receive one share of CEC Common Stock.
- (5) The reporting person held 90,992 shares of CAC Common Stock in Restricted Stock in a trust prior to the conversion pursuant to the Merger Agreement.
- (6) Represents shares held in a trust.
- (7) 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. 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.