

CAESARS ENTERTAINMENT Corp
Form 8-K
December 14, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

December 14, 2015

Date of Report (Date of earliest event reported)

Caesars Entertainment Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

001-10410
(Commission

File Number)

62-1411755
(IRS Employer

Identification Number)

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One Caesars Palace Drive

Las Vegas, Nevada 89109

(Address of principal executive offices) (Zip Code)

(702) 407-6000

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

On December 14, 2015, holders of over 33.33% of the claims (Forbearing Creditors) in respect of 11.25% senior secured notes due 2017, 8.5% senior secured notes due 2020 and 9% senior secured notes due 2020, each issued by Caesars Entertainment Operating Company, Inc. (CEOC), a majority owned subsidiary of Caesars Entertainment Corporation (CEC), agreed to forbear from exercising certain termination rights under the Fifth Amended and Restated Restructuring Support and Forbearance Agreement, dated as of October 7, 2015 (the Bond RSA), by and among CEOC, CEC and the Consenting Creditors (as defined in the Bond RSA). The Forbearing Creditors have agreed to forbear from exercising termination rights that would arise from a failure by the Debtors (as defined in the Bond RSA) to file the Backstop Assumption Motion (as defined in the Bond RSA) with the Bankruptcy Court (as defined in the Bond RSA) by December 15, 2015 (the Milestone), so long as the Debtors file the Backstop Assumption Motion with the Bankruptcy Court on or before the date on which the Debtors file a motion seeking approval of a proposed Disclosure Statement (as defined in the Bond RSA). As a result of this forbearance, the Bond RSA cannot be terminated by the Consenting Creditors as a result of a failure by the Debtors to satisfy the Milestone.

The information set forth in this Item 7.01 of this Current Report on Form 8-K is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any of CEC's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing. The filing of this Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information herein that is required to be disclosed solely by reason of Regulation FD.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CAESARS ENTERTAINMENT CORPORATION

Date: December 14, 2015

By: /s/ SCOTT E. WIEGAND

Name: Scott E. Wiegand

Title: Senior Vice President, Deputy General Counsel
and Corporate Secretary