

# CAESARS ENTERTAINMENT OPERATING COMPANY, INC.

## FORM 15-12B

(Termination of Registration of a Class of Security under Section 12(b))

Filed 03/26/15

|             |   |
|-------------|---|
| Address     | ONE CAESARS PALACE DRIVE<br>LAS VEGAS, NV 89109 |
| Telephone   | 702-407-6269                                    |
| CIK         | 0000858395                                      |
| SIC Code    | 7011 - Hotels and Motels                        |
| Fiscal Year | 12/31   |

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 15**

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number  
**001-10413**

**Caesars Entertainment Operating Company, Inc.**

(Exact name of registrant as specified in its charter)

**One Caesars Palace Drive  
Las Vegas, Nevada 89109  
Telephone: (702) 407-6000**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**10.00% Second-Priority Senior Secured Notes due 2015  
10.75% Senior Notes due 2016  
Guarantees of 10.75% Senior Notes due 2016  
11.25% Senior Secured Notes due 2017  
5.75% Senior Notes due 2017  
12.75% Second-Priority Senior Secured Notes due 2018  
10.00% Second-Priority Senior Secured Notes due 2018  
8.50% Senior Secured Notes due 2020  
9.00% Senior Secured Notes due 2020**

(Title of each class of securities covered by this Form)

**None**

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

|                      |                                     |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1)     | <input type="checkbox"/>            |
| Rule 12g-4(a)(2)     | <input type="checkbox"/>            |
| Rule 12h-3(b)(1)(i)  | <input type="checkbox"/>            |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/>            |
| Rule 15d-6           | <input checked="" type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date:

|  |    |
|--|----|
| 10.00% Second-Priority Senior Secured Notes due 2015 | 26 |
| 10.75% Senior Notes due 2016                         | 54 |
| Guarantees of 10.75% Senior Notes due 2016           | 54 |
| 11.25% Senior Secured Notes due 2017                 | 72 |
| 5.75% Senior Notes due 2017                          | 44 |
| 12.75% Second-Priority Senior Secured Notes due 2018 | 57 |
| 10.00% Second-Priority Senior Secured Notes due 2018 | 69 |
| 8.50% Senior Secured Notes due 2020                  | 63 |
| 9.00% Senior Secured Notes due 2020                  | 67 |

Pursuant to the requirements of the Securities Exchange Act of 1934, Caesars Entertainment Operating Company, Inc., has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

CAESARS ENTERTAINMENT OPERATING  
COMPANY, INC.

Date: March 26, 2015

By: /s/ Mary E. Higgins  
*Name:* Mary E. Higgins  
*Title:* Chief Financial Officer

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

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