

CAESARS ENTERTAINMENT CORP

FORM 8-K (Current report filing)

Filed 07/26/17 for the Period Ending 07/25/17

Address	ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109
Telephone	7024076000
CIK	0000858339
Symbol	CZR
SIC Code	7011 - Hotels and Motels
Industry	Casinos & Gaming
Sector	Consumer Cyclical
Fiscal Year	12/31

**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
July 25, 2017 (July 25, 2017)

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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Caesars Entertainment Corporation (the “Company”) held its special meeting of stockholders on July 25, 2017 (the “Special Meeting”) at 8:00 a.m. Pacific Time in the Classico Chapel, at Caesars Palace, One Caesars Palace Drive, Las Vegas, Nevada 89109. At the Special Meeting, the Company’s stockholders were requested to: (1) adopt the Amended and Restated Agreement and Plan of Merger, dated as of July 9, 2016, between the Company and Caesars Acquisition Company (“CAC”), as amended by the First Amendment to Amended and Restated Agreement and Plan of Merger, dated as of February 20, 2017 (as amended, the “Merger Agreement”), pursuant to which, among other things, CAC will merge with and into the Company (the “Merger”), with the Company as the surviving company, and approve the Merger; (2) approve the issuance of shares of common stock, par value \$0.01 per share, of the Company (“CEC Common Stock”) to CAC stockholders as consideration for the Merger contemplated by the Merger Agreement (the “Merger Stock Issuance”); (3) approve the issuance of shares of CEC Common Stock to creditors of Caesars Entertainment Operating Company, Inc. and certain of its subsidiaries (collectively, the “Debtors”) in connection with the emergence (the “Emergence”) of the Debtors from Chapter 11 of the United States Bankruptcy Code (the “Emergence Stock Issuance”); (4) approve the issuance of shares of CEC Common Stock under the approximately \$1.1 billion of 5.00% Convertible Senior Notes due 2024 to be issued by the Company to certain creditors of the Debtors in connection with the Emergence (the “Convertible Notes Stock Issuance”); (5) approve, on a non-binding, advisory basis, the Merger-related compensation for the Company’s named executive officers and certain of CAC’s named executive officers (the “CEC Advisory Compensation Proposal”); (6) approve an amendment to the Company’s certificate of incorporation to increase the number of authorized shares of common stock from 1,250,000,000 shares of CEC Common Stock to 2,000,000,000 shares of CEC Common Stock (the “Authorized Shares Proposal”); (7) approve an amendment to the Company’s certificate of incorporation to allow for cumulative voting in the election of individuals to the Company’s board of directors (the “Cumulative Voting Proposal”); (8) approve an amendment to the Company’s certificate of incorporation to implement, over a number of years, the declassification of the Company’s board of directors (the “Board Declassification Proposal”); (9) approve the Caesars Entertainment Corporation 2017 Performance Incentive Plan (the “CEC 2017 PIP Proposal”); and (10) approve the adjournment of the Special Meeting if necessary to solicit additional proxies if there are not sufficient votes to approve Proposals 1 through 9.

As of the close of business on June 19, 2017, the record date for the Special Meeting, there were 149,079,231 shares of CEC Common Stock outstanding and entitled to vote at the Special Meeting. A quorum of 140,468,486 shares of the CEC Common Stock was represented in person or by proxy at the Special Meeting. The Company’s stockholders approved each proposal and the voting results were as follows:

Proposal 1: Adoption of the Merger Agreement and Approval of the Merger

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
130,898,011	18,508	1,382,263	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 87.80% of CEC Common Stock outstanding and entitled to vote at the Special Meeting.

Proposal 2: Approval of the Merger Stock Issuance

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
130,893,669	23,430	1,381,683	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 99.98% of the votes cast by stockholders present in person or by proxy at the Special Meeting and entitled to vote.

Proposal 3: Approval of the Emergence Stock Issuance

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
130,893,727	24,295	1,380,760	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 99.98% of the votes cast by stockholders present in person or by proxy at the Special Meeting and entitled to vote.

Proposal 4: Approval of the Convertible Notes Stock Issuance

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
130,893,995	24,074	1,380,714	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 99.98% of the votes cast by stockholders present in person or by proxy at the Special Meeting and entitled to vote.

Proposal 5: Approval of the CEC Advisory Compensation Proposal

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
126,621,249	4,291,273	1,386,260	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 96.72% of the votes cast by stockholders present in person or by proxy at the Special Meeting and entitled to vote.

Proposal 6: Approval of the Authorized Shares Proposal

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
138,918,171	166,000	1,384,315	0

This proposal was approved, receiving the affirmative vote of approximately 93.18% of CEC Common Stock outstanding and entitled to vote at the Special Meeting.

Proposal 7: Approval of the Cumulative Voting Proposal

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
130,513,983	407,040	1,377,759	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 87.55% of CEC Common Stock outstanding and entitled to vote at the Special Meeting.

Proposal 8: Approval of the Board Declassification Proposal

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
130,900,675	20,249	1,377,859	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 87.81% of CEC Common Stock outstanding and entitled to vote at the Special Meeting.

Proposal 9: Approval of the CEC 2017 PIP Proposal

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
117,586,768	14,703,380	8,634	8,169,704

This proposal was approved, receiving the affirmative vote of approximately 88.88% of the votes cast by stockholders present in person or by proxy at the Special Meeting and entitled to vote.

Proposal 10: Adjournment of the Special Meeting

<u>Votes For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
137,943,443	1,141,063	1,383,980	0

This proposal was approved, receiving the affirmative vote of approximately 99.17% of the votes cast by stockholders present in person or by proxy at the Special Meeting and entitled to vote. However, as there were sufficient votes at the time of the Special Meeting to adopt Proposals 1 through 9, the adjournment of the Special Meeting to solicit additional proxies was unnecessary.

Item 8.01 Other Events.

On July 25, 2017, the Company issued a press release announcing that stockholders of the Company and of CAC voted to approve the Merger and other matters related to the restructuring of Caesars Entertainment Operating Company, Inc. and its emergence from bankruptcy. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this report by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being filed herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release.

SIGNATURES

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

Date: July 25, 2017

CAESARS ENTERTAINMENT CORPORATION

By: /s/ Scott E. Wiegand

Scott E. Wiegand
Senior Vice President, Deputy General Counsel and
Corporate Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1

Press Release.



Contacts: Media
Stephen Cohen
(212) 886-9332

Investors
Joyce Arpin
(702) 880-4707

**Caesars Entertainment Corporation and Caesars Acquisition Company Announce
 Stockholder Approval of Proposed Merger**

LAS VEGAS, July 25, 2017 — Caesars Entertainment Corporation (NASDAQ: CZR) (“Caesars Entertainment”) and Caesars Acquisition Company (NASDAQ: CACQ) (“Caesars Acquisition”) today announced that stockholders of both companies voted to approve the previously announced merger of Caesars Entertainment and Caesars Acquisition (the “Merger”). Pending final regulatory approvals and the other conditions described below, Caesars Acquisition will merge with and into Caesars Entertainment. Each of the companies held a special meeting of stockholders earlier today.

The Merger (and merger agreement amongst the companies) received the affirmative vote of 87.8 percent of Caesars Entertainment’s outstanding shares of common stock as of the June 19, 2017 record date for the special meeting and the affirmative vote of 95.2 percent of Caesars Acquisition’s outstanding shares of common stock as of the June 19, 2017 record date for the special meeting. Stockholders of Caesars Entertainment also approved a number of other matters related to the restructuring of Caesars Entertainment Operating Company, Inc. (“CEOC”) and its emergence from bankruptcy.

“Receipt of these stockholder approvals is an important milestone to complete the merger of Caesars Entertainment and Caesars Acquisition and conclude the restructuring of Caesars Entertainment Operating Company,” said Mark Frissora, President and Chief Executive Officer of Caesars Entertainment. “The successful conclusion of the restructuring will create new opportunities for incremental investments in growth. We appreciate our stockholders’ support in voting to approve the merger.”

Regulatory Approval and Other Conditions

Caesars Entertainment and CEOC continue to engage with regulators in the jurisdictions where approvals are required for certain aspects of CEOC’s restructuring. The Merger of Caesars Entertainment and Caesars Acquisition is subject to customary closing conditions, including the completion of CEOC’s restructuring. CEOC’s restructuring is subject to the completion of the Merger, certain financing activities and lease documentation and other customary closing conditions. Caesars Entertainment currently anticipates completing the Merger and CEOC’s restructuring in the first week of October.

About Caesars Entertainment Corporation

Caesars Entertainment Corporation (“CEC”) is the world’s most diversified casino-entertainment provider and the most geographically diverse U.S. casino-entertainment company. Caesars Entertainment is mainly comprised of the following three entities: the majority owned operating subsidiary CEOC, wholly owned CERP and Caesars Growth Properties, LLC, (“CGP LLC”), in which we hold a variable economic interest. Since its beginning in Reno, Nevada, 79 years ago, CEC has grown through development of new resorts, expansions and acquisitions and its portfolio of subsidiaries now operate 47 casinos in 13 U.S. states and five countries. Caesars Entertainment’s resorts operate primarily under the Caesars[®], Harrah’s[®] and Horseshoe[®] brand names. Caesars Entertainment’s portfolio also includes the London Clubs International family of casinos. Caesars Entertainment is focused on building loyalty and value with its guests through a unique combination of great service, excellent products, unsurpassed distribution, operational excellence and technology leadership. Caesars Entertainment is committed to environmental sustainability and energy conservation and recognizes the importance of being a responsible steward of the environment. For more information, please visit www.caesars.com.

About Caesars Acquisition Company

Caesars Acquisition Company (“CAC”) was formed to make an equity investment in CGP LLC, a joint venture between CAC and CEC, the world’s most diversified casino entertainment provider and the most geographically diverse U.S. casino-entertainment company. CAC is CGP LLC’s managing member and sole holder of all of its outstanding voting units. For more information, please visit www.caesarsacquisitioncompany.com.

Important Additional Information

Pursuant to the Amended and Restated Merger Agreement by and among Caesars Acquisition and Caesars Entertainment dated as of July 9, 2016, as amended by that First Amendment dated as of February 20, 2017 (the “Merger Agreement”), among other things, CAC will merge with and into CEC, with CEC as the surviving company. In connection with the Merger, CEC and CAC filed with the SEC the Registration Statement, which includes a preliminary joint proxy statement/prospectus, as well as other relevant documents concerning the proposed transaction. The Registration Statement was declared effective on June 23, 2017. A definitive joint proxy statement/prospectus was mailed to stockholders of CEC and CAC on or about June 23, 2017. Stockholders are urged to read the Registration Statement and the joint proxy statement/prospectus regarding the Merger and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. You will be able to obtain a free copy of such joint proxy statement/prospectus, as well as other filings containing information about CEC and CAC, at the SEC’s website (www.sec.gov), from CEC Investor Relations (investor.caesars.com) or from CAC Investor Relations (investor.caesarsacquisitioncompany.com).

The information in this communication is for informational purposes only and is neither an offer to purchase, nor a solicitation of an offer to sell, subscribe for or buy any securities or the solicitation of any vote or approval in any jurisdiction pursuant to or in connection with the proposed transactions or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended, and otherwise in accordance with applicable law.

Forward-Looking Statements

This communication includes “forward-looking statements” intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995 regarding the completion of the Merger and CEOC’s restructuring the currently expected timing thereof.

You are cautioned that the forward-looking statements in this communication are not guarantees that the Merger or CEOC’s restructuring will be consummated at all or on the timing anticipated. Among the factors that could impact the consummation of the Merger, CEOC’s restructuring and the timing thereof are: the conditions to the closing of the Merger or CEOC’s restructuring may not be satisfied, one or more events, changes or other circumstances that could occur that could give rise to the termination of the Merger Agreement, Caesars Entertainment’s and CEOC’s ability (or inability) to meet any milestones or other conditions set forth in their restructuring support agreements, Caesars Entertainment’s and CEOC’s ability (or inability) to satisfy the conditions to the effectiveness of the Third Amended Joint Plan of Reorganization of CEOC and its Chapter 11 debtor subsidiaries (including without limitation finalization of certain documentation with respect thereto), Caesars Entertainment’s ability (or inability) to secure additional liquidity to meet its ongoing obligations and its commitments to support the CEOC restructuring as necessary, Caesars Entertainment’s financial obligations exceeding or becoming due earlier than what is currently forecast and other risks associated with the CEOC restructuring and related litigation.

You are cautioned to not place undue reliance on these forward-looking statements, which speak only as of the date of this communication. Caesars Entertainment and Caesars Acquisition undertake no obligation to publicly update or release any revisions to these forward-looking statements to reflect events or circumstances after the date of this communication or to reflect the occurrence of unanticipated events, except as required by law.