

CAESARS ENTERTAINMENT CORP

FORM 8-K (Current report filing)

Filed 02/02/17 for the Period Ending 02/01/17

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

February 1, 2017 (January 30, 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))
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Item 7.01 Regulation FD Disclosure.

On January 30, 2017, Caesars Entertainment Operating Company, Inc. (“CEOC”), a majority owned subsidiary of Caesars Entertainment Corporation (“CEC”), filed a monthly operating report for the period from December 1, 2016 to December 31, 2016 (the “Monthly Operating Report”) with the United States Bankruptcy Court for the Northern District of Illinois (the “Court”). The Court has had jurisdiction over the reorganization proceedings under Chapter 11 of the United States Bankruptcy Code for CEOC and certain of its U.S. subsidiaries since January 15, 2015. A copy of excerpts from the Monthly Operating Report is attached as Exhibit 99.1 to this report.

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 (the “Exchange Act”), 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 Exchange Act, 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.

Cautionary Statement Regarding Financial Operating Data

CEC cautions investors and potential investors not to place undue reliance upon the information contained in the Monthly Operating Report, which was not prepared for the purpose of providing the basis for an investment decision relating to any of CEC’s securities, and relates solely to CEOC and certain of its U.S. subsidiaries (collectively the “Debtors”). As a result of the Chapter 11 filing, CEOC in its entirety has been deconsolidated from CEC’s financial statements since January 15, 2015. The Monthly Operating Report is limited in scope, includes financial information related solely to the Debtors, covers a limited time period, does not reflect CEC’s other businesses that are not part of the Chapter 11 proceedings, and has been prepared solely for the purpose of complying with the monthly reporting requirements of the Office of the United States Trustee. The Monthly Operating Report was not audited or reviewed by independent accountants, is in a format prescribed by applicable requirements of the Office of the United States Trustee and is subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of an investor or potential investor in CEC’s securities, the Monthly Operating Report contains any information beyond that required by the Office of the United States Trustee. The Monthly Operating Report also contains information for periods that are shorter or otherwise different from those required in CEC’s reports pursuant to the Exchange Act, and such information might not be indicative of CEOC’s financial condition or operating results that would be reflected in CEOC’s financial statements that may be expected from any other period or that may be expected if restructuring transactions are consummated. Results set forth in the Monthly Operating Report should not be viewed as indicative of future results.

Item 9.01 Financial Statements and Exhibits.

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

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Excerpt from Monthly Operating Report for the Period from December 1, 2016 to December 31, 2016 .
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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: February 1, 2017 By: /s/ SCOTT E. WIEGAND

Name: Scott E. Wiegand

Title: Senior Vice President, Deputy General Counsel and

Corporate Secretary

EXHIBIT INDEX

Exhibit No. Description

99.1 Excerpt from Monthly Operating Report for the Period from December 1, 2016 to December 31, 2016 .

**Excerpts from Monthly Operating Report for the Period from
December 1, 2016 to December 31, 2016**

General Notes

Description of These Chapter 11 Cases

On January 15, 2015 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”). The Debtors’ chapter 11 cases are jointly administered for procedural purposes only under In re Caesars Entertainment Operating Company, Inc., No. 15-01145 (ABG) (Bankr. N.D. Ill.) pursuant to an order entered by the Bankruptcy Court on January 16, 2015 [Docket No. 43]. On February 5, 2015, the United States Trustee for the Northern District of Illinois (the “U.S. Trustee”) appointed a statutory committee of unsecured creditors and a statutory committee of second priority noteholders, in each case pursuant to section 1102(a)(1) of the Bankruptcy Code [Docket Nos. 264, 266, 317]. On January 17, 2017, the Bankruptcy Court entered an order [Docket No. 6334] confirming the *Debtors’ Third Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 6318]. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Additional information about these chapter 11 cases, court filings, and claims information is available at the Debtors’ restructuring website: <https://cases.primeclerk.com/ceoc/>.

Notes to MOR-2 and MOR-3:

This Monthly Operating Report (“MOR”) has been prepared on a consolidated basis for the Debtors. For the basis of presentation, “affiliates” reflect investments made by CEOC or other enterprise wide non-CEOC entities. Non-debtor CEOC subsidiaries are accounted for using the equity method. The financial information contained herein is unaudited, limited in scope, covers a limited time period, and has been prepared solely for the purpose of complying with the monthly reporting requirements applicable in these chapter 11 cases.

As noted above, this MOR is not prepared in accordance with GAAP and does not include all of the information and footnotes required thereby. Additionally certain transactions that would be required to be included in GAAP financial statements are not reflected in this MOR. There can be no assurance that the consolidated financial information presented herein is complete, and readers are strongly cautioned not to place reliance on this MOR, which was not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Debtors.

The unaudited financial statements have been derived from the books and records of the Debtors. The information furnished in this MOR includes certain normal recurring adjustments, but may not include all the adjustments that would typically be made for the quarterly and annual consolidated financial statements in accordance with GAAP. Furthermore, the monthly financial information contained herein has not been subjected to the same level of accounting review and testing that the Debtors apply in the preparation of their quarterly and annual consolidated financial information in accordance with GAAP. Upon the application of such procedures, the Debtors believe that the financial information may be subject to change, and these changes could be material.

The financial information contained herein is presented on a preliminary and unaudited basis and remains subject to future adjustment (which may be material) and reconciliation. However, the Debtors are not required to publicly update this MOR to reflect more current facts or estimates, or upon the occurrence of future events, including if the facts, estimates, or assumptions upon which this MOR is based change.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re: CAESARS ENTERTAINMENT OPERATING Case No.: 15-01145 (ABG)
COMPANY, INC., et al. Debtors. Reporting Period: 12/1/2016 - 12/31/2016

Notes to the Monthly Operating Report

The results of operations contained herein are not necessarily indicative of results that may be expected from any other period or for the full year and may not necessarily reflect the consolidated results of operations, financial position, and cash flows of the Debtors in the future. The Debtors have not made and do not make any representation to any person regarding the Debtors' future results.

Intercompany transactions between Debtors have been eliminated from the financial statements contained herein. Intercompany transactions with the Debtors' non-Debtor subsidiaries and affiliates have been included in the financial statements.

As a result of the Debtors' chapter 11 filings, the payment of prepetition indebtedness is subject to compromise or other treatment under a plan of reorganization. The amounts currently classified as liabilities subject to compromise may be subject to future adjustments depending on Bankruptcy Court actions, payments pursuant to Bankruptcy Court order, further developments with respect to, among other things, the reconciliation and adjudication of claims, determinations of the secured status of certain claims, the value of any collateral securing such claims, rejection of executory contracts, or other events. The determination of how liabilities will ultimately be settled and treated cannot be made until the Bankruptcy Court approves a chapter 11 plan of reorganization. Accordingly, the ultimate amount of such liabilities is not determinable at this time.

There can be no assurance that, from the perspective of an investor or potential investor in the Debtors' securities that this MOR is complete. Likewise, no assurance can be given as to the value, if any, that may be ascribed to the Debtors' various prepetition liabilities and other securities. Results set forth in this MOR should not be viewed as indicative of future results. Accordingly, caution should be exercised with respect to existing and future investments in any of these securities or claims against the Debtors.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re: CAESARS ENTERTAINMENT OPERATING Case No.: 15-01145 (ABG)
COMPANY, INC., et al. Debtors. Reporting Period: 12/1/2016 - 12/31/2016

MOR - 2

Statement of Operations (Unaudited) - Month Ended December 31, 2016 (in millions)

	Month Ended December 31, 2016
Revenues	
Casino	\$ 232.9
Food and beverage	54.6
Rooms	35.8
Management fees (1)	91.1
Other	18.4
Reimbursed management costs	7.1
Less: casino promotional allowances	(45.5)
Net revenues	<u>394.4</u>
Operating expenses	
Direct	
Casino	122.8
Food and beverage	23.9
Rooms	7.1
Property, general, administrative, and other	59.5
Reimbursable management costs	7.1
Depreciation and amortization	35.2
Write-downs and reserves, net of recoveries	2.9
(Gain)/loss on interests in CEOC non-debtor subsidiaries and non-consolidated affiliates	(0.6)
Corporate expense	12.2
Amortization of intangible assets	1.9
Total operating expenses	<u>272.0</u>
Income from operations	122.4
Interest expense	(15.6)
Other income, including interest income	3.7
Reorganization items	(18.1)
Income from continuing operations, before income taxes	<u>92.4</u>
Income tax benefit	7.3
Income from continuing operations, net of income taxes	<u>99.7</u>
Loss from discontinued operations, net of income taxes	(1.0)
Net income	<u>98.7</u>
Less: net income attributable to noncontrolling interests	(0.6)
Net income attributable to CEOC Debtors	<u>\$ 98.1</u>

(1) Includes \$83.5 million of management agreement termination fees received from Jack Entertainment.

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re: CAESARS ENTERTAINMENT OPERATING Case No.: 15-01145 (ABG)
COMPANY, INC., et al. Debtors. Reporting Period: 12/1/2016 - 12/31/2016

MOR - 3

Balance Sheet (Unaudited) - As of December 31, 2016 (in millions)

	As of December 31, 2016
Assets	
Current assets	
Cash and cash equivalents	\$ 1,293.5
Restricted cash	11.0
Receivables, net	276.9
Prepayments and other current assets	42.7
Inventories	27.9
Due from non-debtor subsidiaries and affiliates	307.8
Total current assets	1,959.8
Property and equipment, net	5,344.4
Goodwill	673.9
Intangible assets other than goodwill	2,310.2
Investments in and advances to non-consolidated affiliates	33.3
Restricted cash	19.2
Deferred charges and other	304.4
Note receivable from non-debtor subsidiaries	765.5
Total assets	\$ 11,410.7
Liabilities and Stockholders' Deficit	
Current liabilities	
Accounts payable	\$ 83.2
Due to non-debtor subsidiaries and affiliates	63.2
Accrued expenses	444.0
Interest payable	1.2
Current portion of long-term debt	1.3
Total current liabilities	592.9
Long-term debt	43.2
Accumulated losses in excess of investment in non-debtor subsidiaries	861.0
Deferred income taxes	1,462.8
Deferred credits and other	282.2
Liabilities subject to compromise	18,484.4
Total liabilities	21,726.5
Stockholders' deficit	(10,336.7)
Noncontrolling interests	20.9
Total stockholders' deficit	(10,315.8)
Total liabilities and stockholders' deficit	\$ 11,410.7