

# CAESARS ENTERTAINMENT CORP

Reported by  
**STUART CHRISTIAN D**

## FORM 3

(Initial Statement of Beneficial Ownership)

Filed 03/17/17 for the Period Ending 03/17/17

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

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Stuart Christian D			3/17/2017		CAESARS ENTERTAINMENT Corp [CZR]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
ONE CAESARS PALACE DRIVE			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>EVP Gaming &amp; Interactive Ent. /</b>				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
LAS VEGAS, NV 89109					<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)							

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	4054 (1)	D	
Common Stock	47399 (2)	D	
Common Stock	22160 (3)	D	
Common Stock	37476 (4)	D	
Common Stock	13426 (5)	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee stock option (right to buy)	(6)	8/21/2022	Common Stock	4049.0 (6)	\$8.22	D	
Employee stock option (right to buy)	(7)	8/21/2022	Common Stock	462.0 (7)	\$8.22	D	
Employee stock option (right to buy)	(7)	2/21/2023	Common Stock	287.0 (7)	\$9.45	D	
Employee stock option (right to buy)	(8)	5/29/2025	Common Stock	2523.0 (8)	\$9.36	D	
Employee stock option (right to buy)	(10)	2/21/2023	Common Stock	1718.0 (10)	\$9.45	D	
Employee stock option (right to buy)	(11)	12/18/2023	Common Stock	287.0 (11)	\$9.45	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<b>Employee stock option (right to buy)</b>	(9)	5/7/2024	<b>Common Stock</b>	5617.0 (9)	\$9.45	<b>D</b>	
<b>Employee stock option (right to buy)</b>	(11)	12/18/2023	<b>Common Stock</b>	462.0 (11)	\$8.22	<b>D</b>	
<b>Employee stock option (right to buy)</b>	(12)	6/28/2023	<b>Common Stock</b>	1875.0 (12)	\$9.45	<b>D</b>	

**Explanation of Responses:**

- (1) RSUs granted 5/7/2014; 50% are vested and remaining 50% will vest in equal installments on each of 5/7/2017 and 5/7/2018.
- (2) Represents common stock owned from open market purchases and vested RSUs.
- (3) RSUs granted 3/23/2016 and will vest in three equal installments on each of 3/23/2017, 3/23/2018, and 3/23/2019.
- (4) RSUs granted 7/5/2016 and 100% vest on 1/5/2018.
- (5) RSUs granted 5/29/2015; 50% are vested and remaining 50% will vest in equal installments on each of 3/1/2018 and 3/1/2019.
- (6) Options to purchase shares awarded 8/21/2012; 100% vested.
- (7) The option becomes vested and becomes exercisable, if at all, immediately following the end of the 30 consecutive trading day period in which the trailing average price of one share of Caesars Entertainment Corporation common stock is equal to or greater than \$35.00.
- (8) Options to purchase shares awarded 5/29/2015; 50% vested and remaining 50% vest in two equal installments on each of 3/1/2018 and 3/1/2019.
- (9) Options to purchase shares awarded 5/07/2014; 50% vested and remaining 50% vest in two equal installments on each of 5/7/2017 and 5/7/2018.
- (10) Options to purchase shares awarded 2/21/2013; 100% vested.
- (11) Options to purchase shares awarded 12/18/2013; 100% vested.
- (12) Options to purchase shares awarded 6/28/2013; 100% vested.

**Remarks:**

Mr. Stuart's title is pending all required regulatory approvals.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Stuart Christian D ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109</b>			<b>EVP Gaming &amp; Interactive Ent.</b>	

**Signatures**

/s/ Jill Eaton, by Power of Attorney, on behalf of Christian D. Stuart

3/17/2017

\*\*Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**LIMITED POWER OF ATTORNEY**

The undersigned director, officer, or ten percent stockholder of Caesars Entertainment Corporation, a Delaware corporation (the Company), hereby constitutes and appoints Scott Wiegand, Renee Becker, or Jill Eaton full power to act as his/her true and lawful attorney-in-fact and agent for him/her and in his/her name, place and stead, in any and all capacities related to the execution of all documents required by the Securities and Exchange Commission for timely reporting of transactions in Company securities pursuant to Section 16(a) of the Securities and Exchange Act of 1934, as amended, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be performed in connection with such matters as fully to all intents and purposes as the undersigned officer might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his/her hand this 10 day of March, 2017.

*/s/ Christian D. Stuart*  
*Name: Christian Stuart*  
*Title: Executive Vice President*  
*of Gaming & Interactive Entertainment*