

CAESARS ACQUISITION CO

Reported by
HAMLET HOLDINGS LLC

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 10/11/17 for the Period Ending 10/06/17

Address	ONE CAESARS PALACE DRIVE LAS VEGAS, NV, 89109
Telephone	7024076000
CIK	0001575879
Symbol	CACQ
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Hamlet Holdings LLC		Caesars Acquisition Co [CACQ]		<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle)		3. Date of Earliest Transaction (MM/DD/YYYY)			
C/O TPG GLOBAL, LLC,, 301 COMMERCE STREET, SUITE 3300		10/6/2017			
(Street)		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
FORT WORTH, TX 76102				<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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price				
Class A Common Stock	10/6/2017		J	(1)	90063316	D	\$0	(1)	0	I	See footnote (2)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) Upon the closing of the Amended and Restated Agreement and Plan of Merger, dated as of July 9, 2016, by and between Caesars Acquisition Company (the "Issuer") and Caesars Entertainment Corporation ("CEC"), as amended by the First Amendment to Amended and Restated Agreement and Plan of Merger, dated as of February 20, 2017, by and between the Issuer and CEC (collectively, the "A&R Merger Agreement"), the shares of Class A common stock, par value \$0.001 per share, of the Issuer as reported above were exchanged for 146,352,890 shares of common stock, par value \$0.01 per share, of CEC.
- (2) See Exhibit 99.1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hamlet Holdings LLC C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300 FORT WORTH, TX 76102		X		

Signatures

/s/ Laurie D. Medley on behalf of Hamlet Holdings LLC ("HH"), pursuant to the Power of Attorney granted to her in the Remarks to the Form 3 filed with respect to Harrah's Entertainment, Inc. by HH on February 7, 2008 and incorporated herein by reference.

10/11/2017

**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 4(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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Exhibit 99.1

(2) Prior to the closing of the A&R Merger Agreement, the 90,063,316 shares of Class A common stock, par value \$0.001 per share, of the Issuer reported above were held by Apollo Hamlet Holdings, LLC (“Apollo Hamlet Holdings”), Apollo Hamlet Holdings B, LLC (“Apollo Hamlet Holdings B”) and, together with Apollo Hamlet Holdings, the “Apollo Entities”), TPG Hamlet Holdings, LLC (“TPG Hamlet Holdings”), TPG Hamlet Holdings B, LLC (“TPG Hamlet Holdings B”) and, together with TPG Hamlet Holdings, the “TPG Entities”), and Co-Invest Hamlet Holdings B, LLC (“Co-Invest B”), and Co-Invest Hamlet Holdings, Series LLC (“Co-Invest Series”) and, together with Co-Invest B, the “Co-Invest Entities”, and together with the Apollo Entities and TPG Entities, the “Sponsors”). Prior to the closing of the A&R Merger Agreement, all of the shares of the Issuer’s Class A common stock held by the Sponsors were subject to an irrevocable proxy granted by the Sponsors to Hamlet Holdings LLC (“Holdings”) that vests sole voting and sole dispositive power with respect to such shares in Holdings. Holdings had no pecuniary interest in the shares subject to the proxy. The proxy expired upon closing of the A&R Merger Agreement.

The members of Holdings are Leon Black, Joshua Harris and Marc Rowan, each of whom is affiliated with the Apollo Entities and holds approximately 17% of the limited liability company interests of Holdings, and David Bonderman and James Coulter, each of whom is affiliated with the TPG Entities and holds approximately 25% of the limited liability company interests of Holdings.

Messrs. Bonderman and Coulter are the sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. (“TPG Advisors”), which is the sole member of TPG Group Holdings (SBS) Advisors LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG GenPar V Advisors, LLC, which is the general partner of TPG GenPar V, L.P., which is (i) the general partner of TPG V Hamlet AIV, L.P., which is the managing member of TPG Hamlet Holdings, (ii) the managing member of TPG Hamlet Holdings B, and (iii) one of the managing members of each of Co-Invest B and Co-Invest Series.

Apollo Investment Fund VI, L.P. (“AIF VI”) is the sole member of Apollo Hamlet Holdings B. Apollo Management VI, L.P. (“Management VI”) is the investment manager of AIF VI and one of the managing members of each of Co-Invest B and Co-Invest Series. AIF VI Management, LLC (“AIF VI Management”) is the general partner of Management VI. Apollo Management, L.P. (“Apollo Management”) is the sole member and manager of AIF VI Management, and Apollo Management GP, LLC (“Management GP”) is the general partner of Apollo Management. Apollo Management Holdings, L.P. (“Management Holdings”) is the sole member and manager of Management GP, and Apollo Management Holdings GP, LLC (“Management Holdings GP”) is the general partner of Management Holdings. Messrs. Black, Harris and Rowan serve as the managers of Apollo Hamlet Holdings and Apollo Hamlet Holdings B, and as executive officers and the managers of Management Holdings GP.

Each of Holdings, each of the Sponsors, AIF VI, Management VI, AIF VI Management, Apollo Management, Management GP, Management Holdings, Management Holdings GP, TPG Advisors, and Messrs. Black, Harris, Rowan, Bonderman and Coulter disclaims beneficial ownership of any shares of the Issuer’s Class A common stock, par value \$0.001 per share, included in this report, in each case except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that any such entity or person is the beneficial owner of or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

The address of the Apollo Entities, AIF VI, Management VI, AIF VI Management, Apollo Management, Management GP, Management Holdings, Management Holdings GP, and Messrs. Black, Harris and Rowan, is 9 West 57th Street, 43rd Floor, New York, New York 10019. The address of the Co-Invest Entities is c/o Apollo Management VI, L.P., 9 West 57th Street, 43rd Floor, New York, New York 10019 and c/o TPG Global, 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102. The address of the TPG Entities is c/o TPG Global, LLC, 301 Commerce Street, Suite 3300, Fort Worth, Texas 76102.