

CAESARS ENTERTAINMENT Corp

Form 3

March 17, 2017

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Stuart Christian D

(Last) (First) (Middle)

ONE CAESARS PALACE
DRIVE

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/17/2017

3. Issuer Name and Ticker or Trading Symbol

CAESARS ENTERTAINMENT Corp [CZR]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP Gaming & Interactive Ent.

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person**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

4,054 ⁽¹⁾

D

A

Common Stock

47,399 ⁽²⁾

D

A

Common Stock

22,160 ⁽³⁾

D

A

Common Stock

37,476 ⁽⁴⁾

D

A

Common Stock

13,426 ⁽⁵⁾

D

A

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

SEC 1473 (7-02)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		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)	Â <u>(6)</u>	08/21/2022	Common Stock	4,049 <u>(6)</u>	\$ 8.22	D	Â
Employee stock option (right to buy)	Â <u>(7)</u>	08/21/2022	Common Stock	462 <u>(7)</u>	\$ 8.22	D	Â
Employee stock option (right to buy)	Â <u>(7)</u>	02/21/2023	Common Stock	287 <u>(7)</u>	\$ 9.45	D	Â
Employee stock option (right to buy)	Â <u>(8)</u>	05/29/2025	Common Stock	2,523 <u>(8)</u>	\$ 9.36	D	Â
Employee stock option (right to buy)	Â <u>(10)</u>	02/21/2023	Common Stock	1,718 <u>(10)</u>	\$ 9.45	D	Â
Employee stock option (right to buy)	Â <u>(11)</u>	12/18/2023	Common Stock	287 <u>(11)</u>	\$ 9.45	D	Â
Employee stock option (right to buy)	Â <u>(9)</u>	05/07/2024	Common Stock	5,617 <u>(9)</u>	\$ 9.45	D	Â
Employee stock option (right to buy)	Â <u>(11)</u>	12/18/2023	Common Stock	462 <u>(11)</u>	\$ 8.22	D	Â
Employee stock option (right to buy)	Â <u>(12)</u>	06/28/2023	Common Stock	1,875 <u>(12)</u>	\$ 9.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stuart Christian D ONE CAESARS PALACE DRIVE LAS VEGAS,Â NVÂ 89109	Â	Â	Â EVP Gaming & Interactive Ent.	Â

Signatures

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

03/17/2017

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(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.

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- (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.

Â

Remarks:

Mr.Â Stuart'sÂ titleÂ isÂ pendingÂ allÂ requiredÂ regulatoryÂ approvals.

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

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