

CAESARS ENTERTAINMENT Corp
Form 3
December 22, 2016

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Sigala Ruben		(Month/Day/Year)	CAESARS ENTERTAINMENT Corp [CZR]	
(Last)	(First)	12/20/2016	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
ONE CAESARS PALACE DRIVE			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
LAS VEGAS,Â NVÂ 89109			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			EVP & Chief Marketing Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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	27,519	D	Â
Common Stock	59,172 ⁽¹⁾	D	Â
Common Stock	8,553 ⁽²⁾	D	Â
Common Stock	36,932 ⁽³⁾	D	Â
Common Stock	13,765 ⁽⁴⁾	D	Â
Common Stock	29,250 ⁽⁵⁾	D	Â

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

SEC 1473 (7-02)

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

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					
Employee stock option (right to buy)	Â <u>(6)</u>	05/07/2024	Common Stock	12,230	\$ 21.18	D	Â
Employee stock option (right to buy)	Â <u>(7)</u>	08/21/2022	Common Stock	2,555	\$ 8.22	D	Â
Employee stock option (right to buy)	Â <u>(8)</u>	06/28/2023	Common Stock	12,155	\$ 13.7	D	Â
Employee stock option (right to buy)	Â <u>(9)</u>	05/29/2025	Common Stock	6,500	\$ 9.36	D	Â
Employee stock option (right to buy)	Â <u>(10)</u>	08/21/2022	Common Stock	2,555	\$ 8.22	D	Â
Employee stock option (right to buy)	Â <u>(11)</u>	08/21/2022	Common Stock	26,301	\$ 8.22	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sigala Ruben ONE CAESARS PALACE DRIVE LAS VEGAS, NV 89109	Â	Â	Â EVP & Chief Marketing Officer	Â

Signatures

/s/ Jill Eaton, by Power of Attorney, on behalf of Ruben
Sigala

12/22/2016

__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) Reflects restricted stock units granted to the Reporting Person pursuant to Rule 16b-3, 100% of which will vest on January 5, 2018.
- (2) Reflects restricted stock units granted to the Reporting Person pursuant to Rule 16b-3, of which 50% of original grant has vested and 25% will vest on each of May 7, 2017 and May 7, 2018.
- (3) Reflects restricted stock units granted to the Reporting Person pursuant to Rule 16b-3, one third of which vest on each of March 23, 2017, March 23, 2018 and March 23, 2019.
- (4) Reflects restricted stock units granted to the Reporting Person pursuant to Rule 16b-3, of which 75% of original grant has vested and 25% will vest on January 2, 2017.

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- (5) Reflects restricted stock units granted to the Reporting Person pursuant to Rule 16b-3, of which 25% of original grant has vested and 25% will vest on each of March 1, 2017, March 1, 2018 and March 1, 2019.
- (6) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, of which 50% are vested and 25% will vest on each of May 7, 2017 and May 7, 2018.
- (7) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, of which 100% vest when share price is at \$35 per share for a 30-day consecutive period.
- (8) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, of which 75% has vested and 25% will vest on January 2, 2017.
- (9) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3, of which 25% has vested and 25% will vest on each of March 23, 2017, March 23, 2018 and March 23, 2019.
- (10) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3 of which 100% are vested.
- (11) Reflects stock options granted to the Reporting Person pursuant to Rule 16b-3 of which 100% are vested.

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Remarks:

Mr. Sigala's title is pending all required regulatory 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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