

CAESARS ENTERTAINMENT Corp

Form 3

December 22, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

Â Sigala Ruben

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

12/20/2016

3. Issuer Name **and** Ticker or Trading Symbol

CAESARS ENTERTAINMENT Corp [CZR]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)ONE CAESARS PALACE
DRIVE

(Street)

(Check all applicable)

☐ Director ☐ 10% Owner☒ X Officer ☐ Other

(give title below) (specify below)

EVP & Chief Marketing Officer

6. Individual or Joint/Group

Filing(Check Applicable Line)

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

LAS VEGAS,Â NVÂ 89109

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Beneficially Owned1. 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	Title	Amount or Number of Shares			
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.

Â

Remarks:

Mr.Â Sigala'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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