

CAESARS ENTERTAINMENT Corp  
Form S-8 POS  
December 13, 2010

As filed with the Securities and Exchange Commission on December 13, 2010

Registration No. 333-150476

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**CAESARS ENTERTAINMENT CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

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(State or Other Jurisdiction of

I.R.S. Employer

Incorporation or Organization)

**One Caesars Palace Drive**

Identification No.)

**Las Vegas, NV 89109**

**(702) 407-6000**

(Address, Including Zip Code, of Principal Executive Offices)

**Harrah's Entertainment, Inc. Management Equity Incentive Plan**

(Full Title of the Plan)

**Michael D. Cohen, Esq.**

**Vice President and Corporate Secretary**

**Caesars Entertainment Corporation**

**One Caesars Palace Drive**

**Las Vegas, NV**

**(702) 407-6000**

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

***COPY TO:***

**Monica K. Thurmond, Esq.**

**O Melveny & Myers LLP**

**7 Times Square**

**New York, NY 10036**



**EXPLANATORY NOTE**

Caesars Entertainment Corporation, a Delaware corporation (formerly known as Harrah's Entertainment, Inc., the Registrant) is filing this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to deregister securities originally registered by the Registrant pursuant to its Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the Commission) on April 28, 2008 (Commission File No. 333-150476 and referred to herein as the Registration Statement) with respect to shares of the Registrant's non-voting common stock (the Non-Voting Common Stock), thereby registered for offer or sale pursuant to the Harrah's Entertainment, Inc. Management Equity Incentive Plan (the Plan). A total of 3,733,835 shares of Non-Voting Common Stock were initially registered for issuance under the Registration Statement.

On November 23, 2010, the Registrant completed a reclassification of its securities such that the Non-Voting Common Stock converted on a one-for-one basis into shares of voting common stock (the Voting Common Stock). As a result of the reclassification, the Registrant will be delivering shares of Voting Common Stock pursuant to the Plan and will no longer be delivering shares of Non-Voting Common Stock. The purpose of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement is to deregister 3,733,835 shares of Non-Voting Common Stock that have been or may be sold pursuant to the Plan (the Previously Registered Shares). The Previously Registered Shares are hereby deregistered.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to Form S-8 Registration Statement, the Registrant is filing a Registration Statement on Form S-8 to register the shares of Voting Common Stock now available for offer or sale pursuant to the Plan.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act ), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on December 13, 2010.

CAESARS ENTERTAINMENT CORPORATION

By: */s/* GARY W. LOVEMAN  
**Gary W. Loveman**  
**Chairman, Chief Executive Officer and President**

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature	Capacity	Date
<i>/s/</i> GARY W. LOVEMAN	Chairman, Chief Executive Officer, President and Director	December 13, 2010
<b>Gary W. Loveman</b>	<i>(Principal Executive Officer)</i>	
*		
<b>Jonathan S. Halkyard</b>	Senior Vice President and Chief Financial Officer	December 13, 2010
*		
<b>Jeffrey Benjamin</b>	Director	December 13, 2010
*		
<b>David Bonderman</b>	Director	December 13, 2010
*		
<b>Karl Peterson</b>	Director	December 13, 2010
*		
<b>Eric Press</b>	Director	December 13, 2010
*		
<b>Marc Rowan</b>	Director	December 13, 2010
*		
<b>Christopher J. Williams</b>	Director	December 13, 2010
*		
<b>Kelvin Davis</b>	Director	December 13, 2010

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\*By: /s/ GARY W. LOVEMAN  
**Gary W. Loveman**  
  
**Attorney-in-Fact**

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Gary W. Loveman, Jonathan S. Halkyard and Michael D. Cohen, and each of them, acting individually and without the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them individually, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

/s/ DIANE E. WILFONG

**Diane E. Wilfong**

Vice President, Controller and Chief  
Accounting Officer  
*(Principal Accounting Officer)*

December 13, 2010

**Lynn C. Swann**

Director

**Jonathan Coslet**

Director

**David Sambur**

Director

**Jinlong Wang**

Director