CAESARS ENTERTAINMENT Corp Form SC 13D/A May 23, 2018

### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. 3)\*

# **Caesars Entertainment Corporation**

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

127686103

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue, 22nd Floor

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 16, 2018

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

**Note**: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1		Name of Reporting Person I.R.S. Identification of Above Person					
		Apollo Han	nlet Holdings,	LLC			
2		Check the A	Appropriate Bo	ox if a Member of a Group			
		(a) (b)		X			
3		SEC Use O	only				
4		Source of F	<sup>2</sup> unds				
5		Check Box	if Disclosure	of Legal Proceedings Is Required Pursuant to Ite	ms 2(d) or 2(e)	o	
6		Citizenship Delaware	or Place of O	rganization			
			7	Sole Voting Power			
Number of Shares Beneficially			8	Shared Voting Power 21,301,628 shares of common stock, par value	\$0.01 per share		
Owned by Each Reporting			9	Sole Dispositive Power			
Person With			10	Shared Dispositive Power 21,301,628 shares of common stock, par value	\$0.01 per share		
11		Aggregate Amount Beneficially Owned by Each Reporting Person 21,301,628 shares of common stock, par value \$0.01 per share					
12		Check Box	if the Aggrega	ate Amount in Row (11) Excludes Certain Shares	s* x		
13	i	Percent of 0 3.1%	Class Represer	nted by Amount in Row (11)			
14		Type of Reporting Person OO					
CUSIP No.	127686	5103			13D		

Name of Reporting Person I.R.S. Identification of Above Person						
	Apollo Hamlet Holdin	ngs B, LLC				
2	Check the Appropriate (a) (b)	e Box if a Member of a Group o x				
3	SEC Use Only	SEC Use Only				
4	Source of Funds OO					
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o					
6	Citizenship or Place o Delaware	f Organization				
	7	Sole Voting Power				
Number of Shares Beneficially Owned by	8	Shared Voting Power 24,190,449 shares of common stock, par value \$0.01 per share				
Each Reporting	9	Sole Dispositive Power				
Person With	10	Shared Dispositive Power 24,190,449 shares of common stock, par value \$0.01 per share				
11	Aggregate Amount Beneficially Owned by Each Reporting Person 24,190,449 shares of common stock, par value \$0.01 per share					
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x					
13	Percent of Class Represented by Amount in Row (11) 3.5%					
14	Type of Reporting Per OO	rson				
CUSIP No. 127686103 13D						

1	Name of Reporting Person I.R.S. Identification of Above Person				
	Apollo Investment Fu	and VI, L.P.			
2	Check the Appropriate (a) (b)	e Box if a Member of a Group o x			
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Place o Delaware	of Organization			
	7	Sole Voting Power			
Number of Shares Beneficially Owned by	8	Shared Voting Power 24,190,449 shares of common stock, par value \$0.01 p	er share		
Each Reporting	9	Sole Dispositive Power			
Person With	10	Shared Dispositive Power 24,190,449 shares of common stock, par value \$0.01 p	er share		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 24,190,449 shares of common stock, par value \$0.01 per share				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x				
13	Percent of Class Represented by Amount in Row (11) 3.5%				
14	Type of Reporting Per PN	rson			
CUSIP No. 127686103 13D					

1		Name of Reporting Person I.R.S. Identification of Above Person						
		Co-Invest l	Hamlet Holdir	ngs B, LLC				
2		Check the	Appropriate B	ox if a Member of a Group				
		(a)		0				
		(b)		X				
3		SEC Use C	Only					
4		Source of I	Source of Funds OO					
5		Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o						
6		Citizenship Delaware	or Place of C	Organization				
			7	Sole Voting Power				
Number of			0	CL LV.C. D				
Shares Beneficially			8	Shared Voting Power 2,925,421 shares of common stock, par value \$0	.01 per share			
Owned by Each Reporting			9	Sole Dispositive Power				
Person With			10	Shared Dispositive Power				
			10	2,925,421 shares of common stock, par value \$0	.01 per share			
11		Aggregate Amount Beneficially Owned by Each Reporting Person 2,925,421 shares of common stock, par value \$0.01 per share						
12		Check Box	if the Aggreg	gate Amount in Row (11) Excludes Certain Shares	* X			
13		Percent of 0.4%	Class Represe	nted by Amount in Row (11)				
14		Type of Reporting Person OO						
CUSIP No.	127686	5103			13D			

1		of Reporting F Identification of	Person of Above Person				
	Co-In	vest Hamlet Ho	oldings, Series LLC				
2	Check (a) (b)	the Appropria	te Box if a Member of a Group o x				
	(0)		Α				
3	SEC I	Use Only					
4	Sourc OO	e of Funds					
5	Check	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o					
6	Citize Delav		of Organization				
		7	Sole Voting Power				
Number of Shares Beneficially		8	Shared Voting Power 3,609,220 shares of common stock, par value \$0.01 per share				
Owned by Each Reporting		9	Sole Dispositive Power				
Person With	ı	10	Shared Dispositive Power 3,609,220 shares of common stock, par value \$0.01 per share				
11			Beneficially Owned by Each Reporting Person common stock, par value \$0.01 per share				
12	Check	Box if the Ag	gregate Amount in Row (11) Excludes Certain Shares* x				
13	Perce 0.5%	nt of Class Rep	resented by Amount in Row (11)				
14	Type OO	of Reporting Po	erson				
CUSIP No.	127686103		13D				

1	Name of Reporting Person I.R.S. Identification of Above Person					
	Apollo Manageme	ent VI, L.P.				
2	Check the Appropriate (a) (b)	riate Box if a Member of a Group o x				
3	SEC Use Only					
4	Source of Funds OO					
5	Check Box if Disc	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) x				
6	Citizenship or Plac Delaware	ce of Organization				
	7	Sole Voting Power				
Number of Shares Beneficially Owned by	8	Shared Voting Power 30,725,090 shares of common stock, par value \$0.01 per share				
Each Reporting Person With	9	Sole Dispositive Power				
Person with	10	Shared Dispositive Power 30,725,090 shares of common stock, par value \$0.01 per share				
11		Aggregate Amount Beneficially Owned by Each Reporting Person 30,725,090 shares of common stock, par value \$0.01 per share				
12	Check Box if the A	Aggregate Amount in Row (11) Excludes Certain Shares* x				
13	Percent of Class R 4.4%	Percent of Class Represented by Amount in Row (11) 4.4%				
14	Type of Reporting PN	Person				
CUSIP No. 12	27686103	13D				

1	Name of Reporting Person I.R.S. Identification of Above Person					
	AIF VI Manageme	nt, LLC				
2	Check the Appropr (a)	iate Box if a Member of a Group				
	(a) (b)	x				
3	SEC Use Only					
4	Source of Funds OO					
5	Check Box if Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Plac Delaware	e of Organization				
	7	Sole Voting Power				
Number of Shares	8	Shared Voting Power				
Beneficially Owned by	O	30,725,090 shares of common stock, par value \$0.01 per share				
Each Reporting Person With	9	Sole Dispositive Power				
Terson With	10	Shared Dispositive Power 30,725,090 shares of common stock, par value \$0.01 per share				
11		Beneficially Owned by Each Reporting Person of common stock, par value \$0.01 per share				
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x				
13	Percent of Class Re 4.4%	Percent of Class Represented by Amount in Row (11) 4.4%				
14	Type of Reporting OO	Person				
CUSIP No. 12	27686103	13D				
		8				

1	Name of Reporting Person  I.R.S. Identification of Above Person				
	Apollo Manageme	nt, L.P.			
2	Check the Appropriate (a) (b)	riate Box if a Member of a Group  o  x			
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	Citizenship or Plac Delaware	e of Organization			
	7	Sole Voting Power			
Number of Shares Beneficially Owned by	8	Shared Voting Power 30,725,090 shares of common stock, par value \$0.01 per share			
Each Reporting Person With	9	Sole Dispositive Power			
reison with	10	Shared Dispositive Power 30,725,090 shares of common stock, par value \$0.01 per share			
11		t Beneficially Owned by Each Reporting Person of common stock, par value \$0.01 per share			
12	Check Box if the A	aggregate Amount in Row (11) Excludes Certain Shares* x			
13	Percent of Class Re 4.4%	epresented by Amount in Row (11)			
14	Type of Reporting PN	Person			
CUSIP No. 12	27686103	13D			
		9			

1		Name of Reporting Person I.R.S. Identification of Above Person				
	Apollo Managemer	nt GP, LLC				
2	Check the Appropriation (a) (b)	iate Box if a Member of a Group o x				
3	SEC Use Only					
4	Source of Funds OO					
5	Check Box if Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Place Delaware	e of Organization				
	7	Sole Voting Power				
Number of Shares Beneficially	8	Shared Voting Power 30,725,090 shares of common stock, par value \$0.01 per share				
Owned by Each Reporting Person With	9	Sole Dispositive Power				
Person with	10	Shared Dispositive Power 30,725,090 shares of common stock, par value \$0.01 per share				
11		Beneficially Owned by Each Reporting Person of common stock, par value \$0.01 per share				
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x				
13	Percent of Class Re 4.4%	epresented by Amount in Row (11)				
14	Type of Reporting OO	Person				
CUSIP No.	127686103	13D				
		10				

l	Name of Reporting I.R.S. Identification	g Person n of Above Person	
	AAA Investments	(Co-Invest VI), L.P.	
2	Check the Approp	riate Box if a Member of a Group	
	(a)	0	
	(b)	x	
3	SEC Use Only		
4	Source of Funds		
	00		
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Plac Delaware	ee of Organization	
	7	Sole Voting Power	
Number of			
Shares	8	Shared Voting Power	
Beneficially		9,963 shares of common stock, par value \$0.01 per share	
Owned by Each	9	Sole Dispositive Power	
Reporting	,	Bole Dispositive Fower	
Person With	l		
	10	Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share	
11		t Beneficially Owned by Each Reporting Person mmon stock, par value \$0.01 per share	
12	Check Box if the	Aggregate Amount in Row (11) Excludes Certain Shares* x	
13	Percent of Class R 0.0%	epresented by Amount in Row (11)	
14	Type of Reporting PN	Person	
CUSIP No.	127686103	13D	
		11	
		**	

1	Name of Reporting Person I.R.S. Identification of Above Person					
	AAA Associates, I	P.				
2	Check the Appropriate (a) (b)	iate Box if a Member of a Group  o  x				
3	SEC Use Only					
4	Source of Funds OO					
5	Check Box if Disc	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Plac Guernsey	e of Organization				
	7	Sole Voting Power				
Number of Shares Beneficially	8	Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share				
Owned by Each Reporting	9	Sole Dispositive Power				
Person With	10	Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share				
11		Beneficially Owned by Each Reporting Person nmon stock, par value \$0.01 per share				
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x				
13	Percent of Class Ro	Percent of Class Represented by Amount in Row (11) 0.0%				
14	Type of Reporting PN	Person				
CUSIP No.	127686103	13D				
		12				

1		Name of Reporting Person I.R.S. Identification of Above Person				
	AAA MIP Limited					
2	Check the Appropris	ate Box if a Member of a Group  o  x				
3	SEC Use Only					
4	Source of Funds OO					
5	Check Box if Disclo	sure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Place Guernsey	of Organization				
	7	Sole Voting Power				
Number of Shares Beneficially	8	Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share				
Owned by Each	9	Sole Dispositive Power				
Reporting Person With	10	Shared Dispositive Power				
	10	9,963 shares of common stock, par value \$0.01 per share				
11		Beneficially Owned by Each Reporting Person mon stock, par value \$0.01 per share				
12	Check Box if the Ag	gregate Amount in Row (11) Excludes Certain Shares* x				
13	Percent of Class Rep 0.0%	presented by Amount in Row (11)				
14	Type of Reporting F CO	erson				
CUSIP No.	127686103	13D				
		13				

1	Name of Reporting I.R.S. Identification	g Person n of Above Person
	Apollo Alternative	Assets, L.P.
2	Check the Appropr	riate Box if a Member of a Group o
	(b)	X X
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Plac Cayman Islands	ce of Organization
	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share
Owned by Each Reporting Person With	9	Sole Dispositive Power
reison with	10	Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share
11		t Beneficially Owned by Each Reporting Person mmon stock, par value \$0.01 per share
12	Check Box if the A	Aggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class R 0.0%	epresented by Amount in Row (11)
14	Type of Reporting PN	Person
CUSIP No. 12	7686103	13D
		14

1	Name of Reporting Person I.R.S. Identification of Above Person		
	Apollo Internation	al Management, L.P.	
2	Check the Appropriate (a) (b)	riate Box if a Member of a Group  o  x	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2	(e) o
6	Citizenship or Plac Delaware	ee of Organization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share	
11		t Beneficially Owned by Each Reporting Person mmon stock, par value \$0.01 per share	
12	Check Box if the A	Aggregate Amount in Row (11) Excludes Certain Shares* x	
13	Percent of Class Re	epresented by Amount in Row (11)	
14	Type of Reporting PN	Person	
CUSIP No. 12	27686103	13D	

1	Name of Reporting I.R.S. Identification	
	Apollo Internationa	al Management GP, LLC
2	Check the Appropr (a)	iate Box if a Member of a Group o
	(b)	x
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Place Delaware	e of Organization
	7	Sole Voting Power
Number of Shares	0	Chand Vating Davier
Beneficially Owned by	8	Shared Voting Power 9,963 shares of common stock, par value \$0.01 per share
Each Reporting Person With	9	Sole Dispositive Power
	10	Shared Dispositive Power 9,963 shares of common stock, par value \$0.01 per share
11		Beneficially Owned by Each Reporting Person nmon stock, par value \$0.01 per share
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class Re 0.0%	epresented by Amount in Row (11)
14	Type of Reporting OO	Person
CUSIP No.	127686103	13D
		16

1		Name of Reporting Person I.R.S. Identification of Above Person	
	Apollo Manageme	nt Holdings, L.P.	
2	Check the Appropriate (a) (b)	riate Box if a Member of a Group  o  x	
3	SEC Use Only		
4	Source of Funds		
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Plac Delaware	ee of Organization	
	7	Sole Voting Power	
Number of Shares Beneficially	8	Shared Voting Power 30,735,053 shares of common stock, par value \$0.01 per share	
Owned by Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 30,735,053 shares of common stock, par value \$0.01 per share	
11		t Beneficially Owned by Each Reporting Person of common stock, par value \$0.01 per share	
12	Check Box if the A	Aggregate Amount in Row (11) Excludes Certain Shares* x	
13	Percent of Class Re 4.4%	epresented by Amount in Row (11)	
14	Type of Reporting PN	Person	
CUSIP No. 12	27686103	13D	

1	Name of Reporting I.R.S. Identification	
	Apollo Manageme	nt Holdings GP, LLC
2	Check the Appropriate (a) (b)	riate Box if a Member of a Group o x
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Discl	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Plac Delaware	e of Organization
	7	Sole Voting Power
Number of Shares	8	Shared Voting Power
Beneficially Owned by		30,735,053 shares of common stock, par value \$0.01 per share
Each Reporting Person With	9	Sole Dispositive Power
	10	Shared Dispositive Power 30,735,053 shares of common stock, par value \$0.01 per share
11		t Beneficially Owned by Each Reporting Person of common stock, par value \$0.01 per share
12	Check Box if the A	aggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class Ro 4.4%	epresented by Amount in Row (11)
14	Type of Reporting OO	Person
CUSIP No.	127686103	13D
		18

1	Name of Reporting I.R.S. Identification	
	LeverageSource III	(H Holdings), L.P.
2	Check the Appropr	iate Box if a Member of a Group
	(b)	x
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Plac Cayman Islands	e of Organization
	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 417,956 shares of common stock, par value \$0.01 per share
Owned by Each Reporting Person With	9	Sole Dispositive Power
2 023012 11 1012	10	Shared Dispositive Power 417,956 shares of common stock, par value \$0.01 per share
11		Beneficially Owned by Each Reporting Person common stock, par value \$0.01 per share
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class Ro	epresented by Amount in Row (11)
14	Type of Reporting PN	Person
CUSIP No. 12	27686103	13D
		19

1	Name of Reporting I.R.S. Identification	
	LeverageSource II	I GP, Ltd.
2	(a)	riate Box if a Member of a Group  o
	(b)	X
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Plac Cayman Islands	e of Organization
	7	Sole Voting Power
Number of Shares	8	Shared Voting Power
Beneficially Owned by		417,956 shares of common stock, par value \$0.01 per share
Each Reporting Person With	9	Sole Dispositive Power
Terson With	10	Shared Dispositive Power 417,956 shares of common stock, par value \$0.01 per share
11		t Beneficially Owned by Each Reporting Person common stock, par value \$0.01 per share
12	Check Box if the A	aggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class Ro	epresented by Amount in Row (11)
14	Type of Reporting OO	Person
CUSIP No.	127686103	13D
		20

1	Name of Reporting I.R.S. Identification	
	LeverageSource V	S.à.r.l.
2	Check the Appropriate (a) (b)	riate Box if a Member of a Group o x
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Plac Luxembourg	ee of Organization
	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 5,969,922 shares of common stock, par value \$0.01 per share
Owned by Each Reporting Person With	9	Sole Dispositive Power
	10	Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share
11		t Beneficially Owned by Each Reporting Person f common stock, par value \$0.01 per share
12	Check Box if the A	Aggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class R 0.9%	epresented by Amount in Row (11)
14	Type of Reporting OO	Person
CUSIP No.	127686103	13D
		21

1	Name of Reporting I.R.S. Identification	
	LeverageSource V,	L.P.
2	Check the Appropr (a) (b)	iate Box if a Member of a Group o x
3	SEC Use Only	
4	Source of Funds OO	
5	Check Box if Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Plac Delaware	e of Organization
	7	Sole Voting Power
Number of Shares Beneficially	8	Shared Voting Power 5,969,922 shares of common stock, par value \$0.01 per share
Owned by Each Reporting	9	Sole Dispositive Power
Person With	10	Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share
11		Beneficially Owned by Each Reporting Person common stock, par value \$0.01 per share
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class Re 0.9%	presented by Amount in Row (11)
14	Type of Reporting PN	Person
CUSIP No.	127686103	13D
		22

1		Name of Reporting Person I.R.S. Identification of Above Person		
	LS V GP, LLC			
2	Check the Approp	riate Box if a Member of a Group		
	(a)	0		
	(b)	X		
3	SEC Use Only			
4	Source of Funds			
	OO			
5	Check Box if Disc	closure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place Delaware	ce of Organization		
	7	Sole Voting Power		
Number of				
Shares	8	Shared Voting Power		
Beneficially		5,969,922 shares of common stock, par value \$0.01 per share		
Owned by Each	9	Sole Dispositive Power		
Reporting	,	Sole Dispositive Fower		
Person With				
	10	Shared Dispositive Power		
		5,969,922 shares of common stock, par value \$0.01 per share		
11		t Beneficially Owned by Each Reporting Person f common stock, par value \$0.01 per share		
12	Check Box if the A	Aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class R 0.9%	epresented by Amount in Row (11)		
14	Type of Reporting OO	Person		
CUSIP No.	127686103	13D		
		23		

1	Name of Reporting Person  I.R.S. Identification of Above Person		
	LeverageSource Ho	oldings, L.P. with respect to Series V	
2	(a)	iate Box if a Member of a Group	
	(b)	X	
3	SEC Use Only		
4	Source of Funds OO		
5	Check Box if Disclo	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Place Delaware	e of Organization	
	7	Sole Voting Power	
Number of Shares Beneficially Owned by	8	Shared Voting Power 5,969,922 shares of common stock, par value \$0.01 per share	
Each Reporting Person With	9	Sole Dispositive Power	
CISON WITH	10	Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share	
11		Beneficially Owned by Each Reporting Person common stock, par value \$0.01 per share	
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x	
13	Percent of Class Re 0.9%	epresented by Amount in Row (11)	
14	Type of Reporting I PN	Person	
CUSIP No.	127686103	13D	

1	Name of Reportin I.R.S. Identification	g Person n of Above Person
	LeverageSource F	oldings GP, LLC
2	Check the Approp	riate Box if a Member of a Group
	(a)	0
	(b)	X
3	SEC Use Only	
4	Source of Funds	
	OO	
5	Check Box if Disc	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6	Citizenship or Pla Delaware	ee of Organization
	7	Sole Voting Power
Number of		
Shares	8	Shared Voting Power
Beneficially		5,969,922 shares of common stock, par value \$0.01 per share
Owned by		
Each	9	Sole Dispositive Power
Reporting Person With		
reison with	10	Shared Dispositive Power
	10	5,969,922 shares of common stock, par value \$0.01 per share
11		t Beneficially Owned by Each Reporting Person f common stock, par value \$0.01 per share
12	Check Box if the	Aggregate Amount in Row (11) Excludes Certain Shares* x
13	Percent of Class R 0.9%	epresented by Amount in Row (11)
14	Type of Reporting OO	Person
CUSIP No.	127686103	13D
		25

1	Name of Reporting Person I.R.S. Identification of Above Person			
	LeverageSource, L.	P.		
2	Check the Appropri (a)	ate Box if a Member of a Group o		
	(b)	x x		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclo	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place Cayman Islands	of Organization		
	7	Sole Voting Power		
Number of Shares	8	Shared Voting Power		
Beneficially Owned by		5,969,922 shares of common stock, par value \$0.01 per share		
Each Reporting Person With	9	Sole Dispositive Power		
	10	Shared Dispositive Power 5,969,922 shares of common stock, par value \$0.01 per share		
11		Beneficially Owned by Each Reporting Person common stock, par value \$0.01 per share		
12	Check Box if the Ag	ggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Rep 0.9%	presented by Amount in Row (11)		
14	Type of Reporting F PN	Person		
CUSIP No.	127686103	13D		
		26		

1		Name of Reporting Person I.R.S. Identification of Above Person			
	Apollo Advisors VI	Apollo Advisors VI (EH), L.P.			
2	Check the Appropri (a) (b)	ate Box if a Member of a Group  o  x			
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	Citizenship or Place Cayman Islands	Citizenship or Place of Organization Cayman Islands			
	7	Sole Voting Power			
Number of Shares Beneficially	8	Shared Voting Power 6,387,878 shares of common stock, par value \$0.01 per share			
Owned by Each Reporting Person With	9	Sole Dispositive Power			
1 CISOII WILLI	10	Shared Dispositive Power 6,387,878 shares of common stock, par value \$0.01 per share			
11		Beneficially Owned by Each Reporting Person common stock, par value \$0.01 per share			
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x			
13	Percent of Class Re 0.9%	presented by Amount in Row (11)			
14	Type of Reporting PN	Person			
CUSIP No.	127686103	13D			
		27			

1	Name of Reporting Person I.R.S. Identification of Above Person				
	Apollo Advisors V	Apollo Advisors VI (EH-GP), Ltd.			
2	Check the Appropr (a)	iate Box if a Member of a Group			
	(b)	X			
3	SEC Use Only				
4	Source of Funds OO				
5	Check Box if Discl	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	Citizenship or Plac Cayman Islands	e of Organization			
	7	Sole Voting Power			
Number of Shares	8	Shared Voting Power			
Beneficially Owned by	_	6,387,878 shares of common stock, par value \$0.01 per share			
Each Reporting Person With	9	Sole Dispositive Power			
T CIBOLI WILL	10	Shared Dispositive Power 6,387,878 shares of common stock, par value \$0.01 per share			
11		Beneficially Owned by Each Reporting Person f common stock, par value \$0.01 per share			
12	Check Box if the A	ggregate Amount in Row (11) Excludes Certain Shares* x			
13	Percent of Class Re 0.9%	epresented by Amount in Row (11)			
14	Type of Reporting OO	Person			
CUSIP No.	127686103	13D			
		28			

1	Name of Reporting Person I.R.S. Identification of Above Person			
	Apollo Advisors VII (EH), L.P.			
2	Check the Appropriate (a) (b)	o x		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disc	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Plac Cayman Islands	e of Organization		
	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 6,387,878 shares of common stock, par value \$0.01 per share		
Owned by Each Reporting Person With	9	Sole Dispositive Power		
Person with	10	Shared Dispositive Power 6,387,878 shares of common stock, par value \$0.01 per share		
11		Beneficially Owned by Each Reporting Person f common stock, par value \$0.01 per share		
12	Check Box if the A	aggregate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Ro	epresented by Amount in Row (11)		
14	Type of Reporting PN	Person		
CUSIP No. 12	27686103	13D		
		29		

1	Name of Reporting Person I.R.S. Identification of Above Person		
	Apollo Advisors V	TII (EH-GP), Ltd.	
2	(a)	riate Box if a Member of a Group o	
	(b)	X	
3	SEC Use Only		
4	Source of Funds OO		
5		losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Plac Cayman Islands	ee of Organization	
	7	Sole Voting Power	
Number of			
Shares Beneficially Owned by	8	Shared Voting Power 6,387,878 shares of common stock, par value \$0.01 per share	
Each Reporting	9	Sole Dispositive Power	
Person With	10	Shared Dispositive Power 6,387,878 shares of common stock, par value \$0.01 per share	
11		t Beneficially Owned by Each Reporting Person f common stock, par value \$0.01 per share	
12	Check Box if the A	aggregate Amount in Row (11) Excludes Certain Shares* x	
13	Percent of Class Ro 0.9%	epresented by Amount in Row (11)	
14	Type of Reporting OO	Person	
CUSIP No. 1	27686103	13D	
		30	

1	Name of Reporting Person I.R.S. Identification of Above Person			
	Apollo Principal Holdings III, L.P.			
2	Check the Appropriate (a) (b)	e Box if a Member of a Group o x		
3	SEC Use Only			
4	Source of Funds OO			
5	Check Box if Disclosu	ure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	) o	
6	Citizenship or Place of Organization Cayman Islands			
	7	Sole Voting Power		
Number of Shares Beneficially	8	Shared Voting Power 6,387,878 shares of common stock, par value \$0.01 per share		
Owned by Each Reporting	9	Sole Dispositive Power		
Person With	10	Shared Dispositive Power 6,387,878 shares of common stock, par value \$0.01 per share		
11		eneficially Owned by Each Reporting Person ommon stock, par value \$0.01 per share		
12	Check Box if the Aggr	regate Amount in Row (11) Excludes Certain Shares* x		
13	Percent of Class Repre 0.9%	esented by Amount in Row (11)		
14	Type of Reporting Per PN	rson		
CUSIP No. 12768	86103	13D		

I		I.R.S. Identification of Above Person				
	A	Apollo Principal Holdings III GP, Ltd.				
2		Check the Appropriate Box if a Member of a Group (a) o				
	(t	·	x			
3	S	EC Use Only				
4		ource of Funds				
5	C	theck Box if Disclos	ure of Legal Proceedings Is Required Pursuant to	Items 2(d) or 2(e)	o	
6		Citizenship or Place o Cayman Islands	of Organization			
		7	Sole Voting Power			
Number of Shares Beneficially		8	Shared Voting Power 6,387,878 shares of common stock, par value	ue \$0.01 per share		
Owned by Each Reporting		9	Sole Dispositive Power			
Person With		10	Shared Dispositive Power 6,387,878 shares of common stock, par value	ue \$0.01 per share		
11			eneficially Owned by Each Reporting Person ommon stock, par value \$0.01 per share			
12	C	theck Box if the Agg	gregate Amount in Row (11) Excludes Certain Sh	iares* x		
13		ercent of Class Repr .9%	resented by Amount in Row (11)			
14		Type of Reporting Pe OO	erson			
CUSIP No.	12768610	03		13D		

This Amendment No. 3 to Schedule 13D supplements and amends the Statement on Schedule 13D filed on October 16, 2017, Amendment No. 1 to Schedule 13D filed on December 5, 2017 and Amendment No. 2 with respect to Schedule 13D filed on December 15, 2017 with respect to the common stock, par value \$0.01 per share (the Common Stock ), of Caesars Entertainment Corporation (the Issuer ), as amended.

Unless otherwise indicated, capitalized terms used but not otherwise defined herein shall have the meaning assigned to such terms in the Statement on Schedule 13D filed on October 16, 2017, as amended.

Responses to each item of this Amendment No. 3 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4 is hereby amended and supplemented by inserting the following:

On March 19, 2018, LS V S.à.r.l. sold 529,869 shares of Common Stock and \$1,930,300 in principal amount of the Issuer s 5.00% Convertible Senior Notes due 2024 (the <u>Convertible Notes</u>) for an aggregate price of \$10,411,015.79, pursuant to Rule 144 under the Securities Act of 1933, as amended.

On May 17, 2018, the TPG Entities and the Co-Invest Entities sold an aggregate of 24,924,255 shares of Common Stock at a price of \$13.03 per share pursuant to Rule 144 under the Securities Act of 1933, as amended, including an aggregate of 2,178,215 shares of Common Stock sold by Co-Invest B and Co-Invest Series (the <a href="May Rule 144 Sale">May Rule 144 Sale</a> are no longer subject to the 2017 Proxy.

#### Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented by inserting the following:

Following the sales of Common Stock and Convertible Notes by LS V S.à.r.l. in March 2018 and the sale of shares by the Co-Invest Entities as part of the May Rule 144 Sale, the Reporting Persons beneficially own an aggregate of 58,424,559 shares of Common Stock of the Issuer, representing approximately 8.3% of the Issuer s outstanding Common Stock. Of that amount, an aggregate of 52,026,718 shares are held of record by Apollo Hamlet Holdings, Apollo Hamlet Holdings B, Co-Invest B and Co-Invest Series and are subject to the 2017 Proxy. The shares of Common Stock reported as beneficially owned by LS V S.à.r.l. includes the 2,006,823 shares of Common Stock issuable upon conversion of the Convertible Notes. The shares of Common Stock held of record by AAA (Co-Invest VI), LS V S.à.r.l. and LS III (H Holdings), as well as the shares of Common Stock issuable upon conversion of the Convertible Notes, are not subject to the 2017 Proxy.

Each of the Reporting Persons disclaims beneficial ownership of all of the shares of Common Stock included in this report, and the filing of this report shall not be construed as an admission that any such

person or entity is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.
(a) See also the information contained on the cover pages of this Amendment No. 3 to Schedule 13D, which is incorporated herein by reference. The percentage of Common Stock reported as beneficially owned by the Reporting Persons assumes that there are 698,233,150 shares of Common Stock issued and outstanding as of April 30, 2018, as reported by the Issuer in its Quarterly Report on Form 10-Q (File No. 001-10410) filed with the Securities and Exchange Commission on May 2, 2018.
(b) See the information contained on the cover pages of this Amendment No. 3 to Schedule 13D, which is incorporated herein by reference.
(c) Except as described in this Amendment No. 3 to Schedule 13D, there have been no reportable transactions by the Reporting Persons with respect to the Common Stock of the Issuer since the Amendment No. 2 filed on December 15, 2017.
(d) Not applicable.
(e) Not applicable.
Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
Item 6 is hereby amended and supplemented by inserting the following:
In connection with the May Rule 144 Sale, the Sponsors entered into a Waiver and Lock-Up Agreement dated May 16, 2018 (the <u>Waiver and Lock-Up Agreement</u> ) pursuant to which the Apollo Entities and the Co-Invest Entities waived certain requirements under the 2017 Proxy and agreed not to sell any shares of Common Stock for a period of 20 days after the date of the May Rule 144 Sale.
The references to and description of the Waiver and Lock-Up Agreement set forth above is not intended to be complete and is qualified in its entirety by reference to the full text of the Waiver and Lock-Up Agreement, which is included as Exhibit 1 to this Amendment No. 3 to Schedule 13D and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits

1. Waiver and Lock-Up Agreement, dated May 16, 2018, by and among Apollo Hamlet Holdings, LLC, Apollo Hamlet Holdings B, LLC, TPG Hamlet Holdings, LLC, TPG Hamlet Holdings B, LLC, Co-Invest Hamlet Holdings, Series LLC and Co-Invest Hamlet Holdings B, LLC

#### **SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Dated: May 23, 2018

#### APOLLO HAMLET HOLDINGS, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Authorized Person

### APOLLO HAMLET HOLDINGS B, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Authorized Person

#### CO-INVEST HAMLET HOLDINGS B, LLC

By: /s/ David Sambur
Name: David Sambur
Title: Authorized Person

### CO-INVEST HAMLET HOLDINGS, SERIES LLC

By: /s/ David Sambur
Name: David Sambur
Title: Authorized Person

### APOLLO INVESTMENT FUND VI, L.P.

By: Apollo Advisors VI, L.P. its managing partner

By: Apollo Capital Management VI, LLC

its general partner

#### APOLLO MANAGEMENT VI, L.P.

By: AIF VI Management, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### AIF VI MANAGEMENT, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

### AAA INVESTMENTS (CO-INVEST VI), L.P.

By: AAA Associates, L.P. its general partner

By: Apollo Alternative Assets, L.P.

its service provider

By: Apollo International Management, L.P.

its managing general partner

By: Apollo International Management GP, LLC

its general partner

#### AAA ASSOCIATES, L.P.

By: Apollo Alternative Assets, L.P.

its service provider

By: Apollo International Management, L.P.

its managing general partner

By: Apollo International Management GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### AAA MIP LIMITED

By: Apollo Alternative Assets, L.P.

its service provider

By: Apollo International Management, L.P.

its managing general partner

By: Apollo International Management GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### APOLLO ALTERNATIVE ASSETS, L.P.

By: Apollo International Management, L.P.

its managing general partner

By: Apollo International Management GP, LLC

its general partner

#### APOLLO INTERNATIONAL MANAGEMENT, L.P.

By: Apollo International Management GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### APOLLO INTERNATIONAL MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

#### APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

### LEVERAGESOURCE III (H HOLDINGS), L.P.

By: LeverageSource III GP, Ltd. its general partner

By: Apollo Advisors VI (EH), L.P.

its sole shareholder

By: Apollo Advisors VI (EH-GP), Ltd.

its general partner

#### LEVERAGESOURCE III GP, LTD.

By: Apollo Management VI, L.P.

its director

By: AIF VI Management, LLC

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

### LEVERAGESOURCE V S.À R.L.

By: /s/ Katherine G. Newman

Name: Katherine G. Newman Title: Class A Manager

By: /s/ Fabrice Jeusette
Name: Fabrice Jeusette
Title: Class B Manager

### LEVERAGESOURCE V, L.P.

By: LS V GP, LLC

its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

### LS V GP, LLC

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LEVERAGESOURCE HOLDINGS, L.P. with respect to SERIES V

By: LeverageSource Holdings GP, LLC

its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

### LEVERAGESOURCE HOLDINGS GP, LLC

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

LEVERAGESOURCE, L.P.

By: Apollo Advisors VI (EH), L.P.

its general partner

By: Apollo Advisors VI (EH-GP), Ltd.

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

By: Apollo Advisors VII (EH), L.P.

its general partner

By: Apollo Advisors VII (EH-GP), Ltd.

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

### APOLLO ADVISORS VI (EH), L.P.

By: Apollo Advisors VI (EH-GP), Ltd.

its general partner

### APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

### APOLLO ADVISORS VII (EH), L.P.

By: Apollo Advisors VII (EH-GP), Ltd.

its general partner

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

### APOLLO ADVISORS VII (EH-GP), LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
Title: Vice President

### APOLLO PRINCIPAL HOLDINGS III, L.P.

By: Apollo Principal Holdings III GP, Ltd.

its general partner

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President

### APOLLO PRINCIPAL HOLDINGS III GP, LTD.

By: /s/ Joseph D. Glatt
Name: Joseph D. Glatt
Title: Vice President