

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

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(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).

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Hamlet Holdings, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
21,301,628 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 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 Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
3.1%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Hamlet Holdings B, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
24,190,449 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 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*
- 13 Percent of Class Represented by Amount in Row (11)
3.5%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Investment Fund VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
24,190,449 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 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*
- 13 Percent of Class Represented by Amount in Row (11)
3.5%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Co-Invest Hamlet Holdings B, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
2,925,421 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
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 Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.4%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Co-Invest Hamlet Holdings, Series LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
3,609,220 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
3,609,220 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,609,220 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.5%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- Apollo Management VI, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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) x
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 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 Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
4.4%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- AIF VI Management, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 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 Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
4.4%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- Apollo Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 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 Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
4.4%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- Apollo Management GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
30,725,090 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 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 Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
4.4%
- 14 Type of Reporting Person
OO

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AAA Investments (Co-Invest VI), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
9,963 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
9,963 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,963 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)
0.0%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- AAA Associates, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Guernsey
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
9,963 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
9,963 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,963 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.0%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

AAA MIP Limited
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Guernsey
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
9,963 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
9,963 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,963 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.0%
- 14 Type of Reporting Person
CO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Alternative Assets, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Cayman Islands
- 7 Sole Voting Power
- 8 Shared Voting Power
9,963 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
9,963 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,963 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)
0.0%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- Apollo International Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
9,963 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
9,963 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,963 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)
0.0%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- Apollo International Management GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
9,963 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
9,963 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,963 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.0%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Management Holdings, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
30,735,053 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
30,735,053 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,735,053 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)
4.4%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Management Holdings GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
30,735,053 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
30,735,053 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
30,735,053 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)
4.4%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person

LeverageSource III (H Holdings), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Cayman Islands
- 7 Sole Voting Power
- 8 Shared Voting Power
417,956 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
417,956 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
417,956 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.1%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- LeverageSource III GP, Ltd.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Cayman Islands
- 7 Sole Voting Power
- 8 Shared Voting Power
417,956 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
417,956 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
417,956 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.1%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- LeverageSource V S.à.r.l.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Luxembourg
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- LeverageSource V, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- LS V GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 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)
0.9%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- LeverageSource Holdings, L.P. with respect to Series V
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- LeverageSource Holdings GP, LLC
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Delaware
- 7 Sole Voting Power
- 8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 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)
0.9%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
- LeverageSource, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Cayman Islands
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
5,969,922 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
5,969,922 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
5,969,922 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Advisors VI (EH), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|-------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Advisors VI (EH-GP), Ltd.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Cayman Islands
- | | | |
|-------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
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6,387,878 shares of common stock, par value \$0.01 per share
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- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Advisors VII (EH), L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Cayman Islands
- | | | |
|-------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
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- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Advisors VII (EH-GP), Ltd.
- 2 Check the Appropriate Box if a Member of a Group
(a) o
(b) 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 of Organization
Cayman Islands
- | | | |
|-------------------------------------------------------------------------------------|----|------------------------------------------------------------------------------------------|
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
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- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Principal Holdings III, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Cayman Islands
- 7 Sole Voting Power
- 8 Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
PN

CUSIP No. 127686103

13D

Edgar Filing: CAESARS ENTERTAINMENT Corp - Form SC 13D/A

- 1 Name of Reporting Person
I.R.S. Identification of Above Person

Apollo Principal Holdings III GP, Ltd.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 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)
- 6 Citizenship or Place of Organization
Cayman Islands
- 7 Sole Voting Power
- Number of Shares Beneficially Owned by Each Reporting Person With
- 8 Shared Voting Power
6,387,878 shares of common stock, par value \$0.01 per share
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
6,387,878 shares of common stock, par value \$0.01 per share
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,387,878 shares of common stock, par value \$0.01 per share
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
0.9%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

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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. Purpose of Transaction

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 Convertible Notes) 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 May Rule 144 Sale). The shares of Common Stock sold in the May Rule 144 Sale are no longer subject to the 2017 Proxy.

Item 5. Interest in Securities of the Issuer

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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 Waiver and Lock-Up Agreement) 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

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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

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

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

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

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

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

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

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

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

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

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