

CAESARS ENTERTAINMENT Corp
Form 8-A12B
February 02, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

CAESARS ENTERTAINMENT CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

62-1411755

(I.R.S. Employer Identification Number)

One Caesars Palace Drive

89109

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Las Vegas, Nevada

(Address of principal executive offices)

(Zip code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: File No. 333-177985

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which

to be so registered

each class is to be registered

Common stock, \$0.01 par value per share

The NASDAQ Stock Market LLC

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of Class)

Item 1. Description of Registrant's Securities to Be Registered.

A description of the common stock, par value \$0.01 per share of Caesars Entertainment Corporation, a Delaware corporation (the **Registrant**), is set forth under the heading "Description of Capital Stock" in the prospectuses constituting part of the Registrant's Registration Statement on Form S-1, as amended (File No. 333-177985), originally filed with the Securities and Exchange Commission on November 15, 2011, as subsequently amended, which information is hereby incorporated herein by reference. The description of the common stock included in any form of prospectus subsequently filed by the Registrant pursuant to Section 424(b) of the Securities Act of 1933, as amended, shall also be deemed to be incorporated herein by reference.

Item 2. Exhibits.

No exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Caesars Entertainment Corporation

Date: February 2, 2012

By: /s/ **MICHAEL D. COHEN**
Michael D. Cohen

Senior Vice President, Deputy General Counsel

and Corporate Secretary