

BONDERMAN DAVID
Form 4
December 05, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
TPG Group Holdings (SBS) Advisors, Inc.

2. Issuer Name and Ticker or Trading Symbol
CAESARS ENTERTAINMENT Corp [CZR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/05/2017

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

C/O TPG GLOBAL, LLC, 301 COMMERCE STREET, SUITE 3300

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

FORT WORTH, TX 76102

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/05/2017		J ⁽¹⁾		46,655,878	D	\$ 0 <u>(1)</u>
					54,204,935	I	

See Explanation of Responses (2) (3) (4) (5) (6) (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Effective December 5, 2017, each of (i) Co-Invest Hamlet Holdings B, LLC ("Co-Invest B") and (ii) Co-Invest Hamlet Holdings, Series LLC ("Co-Invest Series" and, together with Co-Invest B, the "Co-Invest Funds") distributed, in accordance with their limited liability company agreements, shares of common stock ("Common Stock") of Caesars Entertainment Corporation (the "Issuer") pro rata to its members (the "Distribution"). The Reporting Persons (as defined below) have not had and do not have a pecuniary interest in the shares previously held by the Co-Invest Funds.
- (2) David Bonderman and James G. Coulter are the sole shareholders of TPG Group Holdings (SBS) Advisors, Inc. ("Group Advisors" and, together with Messrs. Bonderman and Coulter, the "Reporting Persons"), which is the sole member of TPG Group Holdings (SBS) Advisors, LLC, which is the general partner of TPG Group Holdings (SBS), L.P., which is the sole member of TPG Holdings I-A, LLC, which is the general partner of TPG Holdings I, L.P., which is the sole member of TPG GenPar V Advisors, LLC, which is the general partner of TPG GenPar V, L.P. ("TPG GenPar V").
- (3) TPG GenPar V is (i) the general partner of TPG V Hamlet AIV, L.P., which is the managing member of TPG Hamlet Holdings, LLC, which directly holds 40,004,686 shares of Common Stock, (ii) the managing member of TPG Hamlet Holdings B, LLC (together with TPG Hamlet Holdings, LLC, the "TPG Funds"), which directly holds 5,487,393 shares of Common Stock, and (iii) one of the two managing members of each of (a) Co-Invest B, which directly holds 3,900,562 shares of Common Stock, and (b) Co-Invest Series, which directly holds 4,812,294 shares of Common Stock.
- (4) The other managing member of the Co-Invest Funds is Apollo Management VI, L.P. ("Apollo Management VI"). Due to the terms of the limited liability company agreements governing the Co-Invest Funds, which require both managing members to act unanimously in voting or disposing of assets, the shares of Common Stock held of record by the Co-Invest Funds are reported as beneficially owned by both managing managers and are included in the shares reported in this Statement on Form 4. The shares of Common Stock held by Apollo Management VI and its affiliates (the "Apollo Entities"), excluding the Co-Invest Funds and Hamlet Holdings (as defined below), are not included in this Statement on Form 4, and none of Apollo Management VI the Apollo Entities is included herein as a Reporting Person.
- (5) The shares of Common Stock reported herein are subject to the Amended and Restated Irrevocable Proxy dated as of October 6, 2017 (the "2017 Proxy"), pursuant to which the TPG Funds, the Co-Invest Funds and the Apollo Entities (collectively, the "Holders") granted Hamlet Holdings LLC ("Hamlet Holdings") a proxy in respect of such shares of Common Stock (the "Subject Shares"). The 2017 Proxy vests sole voting and dispositive power with respect to the Subject Shares in Hamlet Holdings, subject to the right of each Holder to terminate the 2017 Proxy with respect to the Subject Shares held by such Holder by written notice to the other Holders, and the termination of the 2017 Proxy with respect to any Subject Shares that are sold, transferred or otherwise disposed of by Holders or by any of the Holders in a transaction with a third party that is not affiliated with any of them. The 46,655,878 shares the Co-Invest Funds disposed of in the Distribution are no longer subject to the 2017 Proxy.
- (6) Because of the relationship between the Reporting Persons and the TPG Funds and Co-Invest Funds, the Reporting Persons may be deemed to beneficially own the securities reported herein to the extent of the greater of their respective direct or indirect pecuniary interests in the profits or capital accounts of the TPG Funds and Co-Invest Funds. Each Reporting Person and each of the TPG Funds and Co-Invest Funds disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's or such TPG Fund's or Co-Invest Fund's pecuniary interest therein, if any.
- (7) Pursuant to Rule 16a-1(a)(4) under the Exchange Act, this filing shall not be deemed an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any equity securities in excess of their respective pecuniary interests.

Remarks:

(8) The Reporting Persons are jointly filing this Form 4 pursuant to Rule 16a-3(j) under the Exchange Act. (9) Clive Bode is

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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