

CAESARS ENTERTAINMENT Corp  
Form 8-K  
May 20, 2015

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

May 20, 2015 (May 20, 2015)  
Date of Report (Date of earliest event reported)

Caesars Entertainment Corporation  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation)

001-10410  
(Commission File Number)

62-1411755  
(IRS Employer  
Identification Number)

One Caesars Palace Drive  
Las Vegas, Nevada 89109  
(Address of principal executive offices)  
(Zip Code)

(702) 407-6000  
(Registrant's telephone number, including area code)  
N/A  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company held its annual meeting of stockholders on May 20, 2015 (the "Annual Meeting").

At the Annual Meeting, the Company's stockholders:

(1) Elected four Class III Directors nominated by the Board to serve until the 2018 Annual Meeting of Stockholders and until their successors are elected and qualified, with voting results as follows:

| Proposal 1: Election of Directors | Votes For   | Votes Against | Withheld/Abstain | Broker Non-Votes |
|-----------------------------------|-------------|---------------|------------------|------------------|
| Gary W. Loveman                   | 116,535,243 | 0             | 13,250,024       | 8,412,537        |
| David Bonderman                   | 113,907,301 | 0             | 15,877,966       | 8,412,537        |
| Marc Rowan                        | 114,008,006 | 0             | 15,277,261       | 8,412,537        |
| Christopher Williams              | 124,047,389 | 0             | 5,737,878        | 8,412,537        |

(2) Approved an amendment to the Company's 2012 Performance incentive Plan to increase by 8,000,000 shares the number of shares of the Company's common stock, par value \$0.01 per share, that may be issued under such plan.

| Proposal 2:   | Votes For   | Votes Against | Withheld/Abstain | Broker Non-Votes |
|---|-------------|---------------|------------------|------------------|
| An amendment to the Company's 2012 Performance incentive Plan to increase by 8,000,000 shares the number of shares of the Company's common stock, par value \$0.01 per share, that may be issued under such plan. | 113,735,031 | 11,870,124    | 4,180,112        | 8,412,537        |

(3) Approved the ratification of the appointment of Deloitte & Touche, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31 2015, with voting results as follows:

| Proposal 3:   | Votes For   | Votes Against | Withheld/Abstain |
|---|-------------|---------------|------------------|
| Ratification of the Appointment of Deloitte & Touche, LLC as the Company's Independent Registered Public Accounting Firm for the fiscal year ended December 31, 2015. | 133,922,845 | 95,445        | 4,179,514        |

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. the following exhibits are being furnished herewith:

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Amendment No. 2 to the Caesars Entertainment Corporation 2012 Performance Incentive Plan. |



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 20, 2015

CAESARS ENTERTAINMENT CORPORATION

By: /s/ Scott E. Wiegand  
Scott E. Wiegand  
Senior Vice President, Deputy General Counsel and  
Corporate Secretary

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EXHIBIT INDEX

Exhibit No.

10.1 Amendment No. 2 to the Caesars Entertainment Corporation 2012 Performance Incentive Plan.