

CAESARS ENTERTAINMENT Corp
Form SC 13D/A
December 15, 2017

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

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)

October 6, 2017

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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.

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)
3.0%
- 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 Hamlet Holdings B, 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
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* x
- 13 Percent of Class Represented by Amount in Row (11)
3.4%
- 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 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 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 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)
3.4%
- 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
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 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
3,900,562 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
3,900,562 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
3,900,562 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)
0.6%
- 14 Type of Reporting Person
OO

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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
4,812,294 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
4,812,294 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
4,812,294 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)
0.7%
- 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)
(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
32,903,305 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
32,903,305 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
32,903,305 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)
4.7%
- 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 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
32,903,305 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
32,903,305 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
32,903,305 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)
4.7%
- 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)
(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
32,903,305 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
32,903,305 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
32,903,305 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)
4.7%
- 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)
(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
32,903,305 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
32,903,305 shares of common stock, par value \$0.01 per share |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
32,903,305 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)
4.7%
- 14 Type of Reporting Person
OO

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13D

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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)
(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
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

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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

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13D

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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)
(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
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

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)
(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
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

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 |
| 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
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)
(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
32,913,268 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
32,913,268 shares of common stock, par value \$0.01 per share |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
32,913,268 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)
4.7%
- 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)
(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
32,913,268 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
32,913,268 shares of common stock, par value \$0.01 per share |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
32,913,268 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)
4.7%
- 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 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 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 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 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) <input type="radio"/> (b) <input checked="" type="radio"/>
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) <input type="radio"/>
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 6,768,057 shares of common stock, par value \$0.01 per share
	9 Sole Dispositive Power
	10 Shared Dispositive Power 6,768,057 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,768,057 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 1.0%
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) <input type="radio"/> (b) <input checked="" type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 6,768,057 shares of common stock, par value \$0.01 per share
9	Sole Dispositive Power
10	Shared Dispositive Power 6,768,057 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,768,057 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 1.0%
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)
(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
6,768,057 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
6,768,057 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
6,768,057 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)
1.0%
- 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) <input type="radio"/> (b) <input checked="" type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 6,768,057 shares of common stock, par value \$0.01 per share
9	Sole Dispositive Power
10	Shared Dispositive Power 6,768,057 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,768,057 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 1.0%
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) <input type="radio"/> (b) <input checked="" type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Delaware
7	Sole Voting Power
8	Shared Voting Power 6,768,057 shares of common stock, par value \$0.01 per share
9	Sole Dispositive Power
10	Shared Dispositive Power 6,768,057 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,768,057 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 1.0%
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) <input type="radio"/> (b) <input checked="" type="radio"/>
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) <input type="radio"/>
6	Citizenship or Place of Organization Cayman Islands
7	Sole Voting Power
8	Shared Voting Power 6,768,057 shares of common stock, par value \$0.01 per share
9	Sole Dispositive Power
10	Shared Dispositive Power 6,768,057 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,768,057 shares of common stock, par value \$0.01 per share
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>
13	Percent of Class Represented by Amount in Row (11) 1.0%
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
7,186,013 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
7,186,013 shares of common stock, par value \$0.01 per share |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
7,186,013 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)
1.0%
- 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
7,186,013 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
7,186,013 shares of common stock, par value \$0.01 per share |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
7,186,013 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)
1.0%
- 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)
(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
6,768,057 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
6,768,057 shares of common stock, par value \$0.01 per share |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
6,768,057 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)
1.0%
- 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) <input type="radio"/> (b) <input checked="" type="radio"/>	
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) <input type="radio"/>	
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 6,768,057 shares of common stock, par value \$0.01 per share
	9	Sole Dispositive Power
	10	Shared Dispositive Power 6,768,057 shares of common stock, par value \$0.01 per share
11	Aggregate Amount Beneficially Owned by Each Reporting Person 6,768,057 shares of common stock, par value \$0.01 per share	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* <input checked="" type="checkbox"/>	
13	Percent of Class Represented by Amount in Row (11) 1.0%	
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 |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
7,186,013 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
7,186,013 shares of common stock, par value \$0.01 per share |
| | 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
7,186,013 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)
1.0%
- 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
7,186,013 shares of common stock, par value \$0.01 per share |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
7,186,013 shares of common stock, par value \$0.01 per share |
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
7,186,013 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)
1.0%
- 14 Type of Reporting Person
OO

CUSIP No. 127686103

13D

This Amendment No. 2 to Schedule 13D is filed by: (i) Apollo Hamlet Holdings, LLC, a Delaware limited liability company, (ii) Apollo Hamlet Holdings B, LLC, a Delaware limited liability company, (iii) Co-Invest Hamlet Holdings B, LLC, a Delaware limited liability company, (iv) Co-Invest Hamlet Holdings, Series LLC, a Delaware limited liability company, (v) Apollo Investment Fund VI, L.P., a Delaware limited partnership, (vi) Apollo Management VI, L.P., a Delaware limited partnership, (vii) AIF VI Management, LLC, a Delaware limited liability company, (viii) Apollo Management, L.P., a Delaware limited partnership, (ix) Apollo Management GP, LLC, a Delaware limited liability company, (x) AAA Investments (Co-Invest VI, L.P., a Delaware limited partnership, (xi) AAA Associates, L.P., Guernsey limited partnership, (xii) AAA MIP Limited, a limited company incorporated in Guernsey, (xiii) Apollo Alternative Assets, L.P., (xiv) Apollo International Management, L.P., a Delaware limited partnership, (xv) Apollo International Management GP, LLC, a Delaware limited liability company, (xvi) Apollo Management Holdings, L.P., a Delaware limited partnership, (xvii) Apollo Management Holdings GP, LLC, a Delaware limited liability company, (xviii) LeverageSource III (H Holdings), L.P., an exempted limited partnership registered in the Cayman Islands, (xix) LeverageSource III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xx) LeverageSource V S.à.r.l., a private limited liability company incorporated in Luxembourg, (xxi) LeverageSource V, L.P., a Delaware limited partnership, (xxii) LS V GP, LLC, a Delaware limited liability company, (xxiii) LeverageSource Holdings, L.P. with respect to Series V, a Delaware series limited partnership, (xxiv) LeverageSource Holdings GP, LLC, a Delaware limited liability company, (xxv) LeverageSource, L.P., an exempted limited partnership registered in the Cayman Islands, (xxvi) Apollo Advisors VI (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxvii) Apollo Advisors VI (EH-GP), Ltd., an exempted company incorporated in the Cayman Islands with limited liability, (xxviii) Apollo Advisors VII (EH), L.P., an exempted limited partnership registered in the Cayman Islands, (xxix) Apollo Advisors VII (EH-GP) Ltd, an exempted company incorporated in the Cayman Islands with limited liability, (xxx) Apollo Principal Holdings III, L.P., an exempted limited partnership registered in the Cayman Islands, and (xxxi) Apollo Principal Holdings III GP, Ltd., an exempted company incorporated in the Cayman Islands with limited liability, and supplements and amends the Statement on Schedule 13D filed on October 16, 2017, and Amendment No. 1 to Schedule 13D filed on December 5, 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.

Responses to each item of this Amendment No. 2 to Schedule 13D are incorporated by reference into the response to each other item, as applicable.

This Amendment No. 2 to Schedule 13D is filed to correct the description of securities received and the number of shares beneficially owned by certain of the Reporting Persons as of October 6, 2017, and does not reflect or represent the acquisition of any securities since October 6, 2017. This Amendment No. 2 to Schedule 13D does reflect the transactions as reported in Amendment No. 1 to Schedule 13D filed on December 5, 2017.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby deleted in its entirety and restated as follows::

On October 6, 2017, pursuant to the Amended and Restated Agreement and Plan of Merger, dated as of July 9, 2016, by and between Caesars Acquisition Company (CAC) and the Issuer, as amended by the First Amendment to Amended and Restated Agreement and Plan of Merger, dated as of February 20, 2017, by and between CAC and the Issuer (collectively, the A&R Merger Agreement), CAC merged with and into the Issuer, with the Issuer being the surviving corporation (the Merger). At the effective time of the Merger, each share of common stock, par value \$0.001 per share, of CAC was converted into the right to receive 1.625 shares of Common Stock. Accordingly, pursuant to the Merger Agreement, Apollo Hamlet Holdings, Apollo Hamlet Holdings B, Co-Invest B and Co-Invest Series acquired an aggregate of 100,860,811 shares of Common Stock of the Issuer, in exchange for the 62,068,191 shares, in the aggregate, of CAC's common stock, par value \$0.001 per share, held by them immediately prior to the closing of the Merger.

Pursuant to the Amended and Restated Irrevocable Proxy dated as of October 6, 2017 (the 2017 Proxy), effective upon the closing of the Merger, Apollo Hamlet Holdings, Apollo Hamlet Holdings B, Co-Invest B and Co-Invest Series, TPG Hamlet Holdings and TPG Hamlet Holdings B (together, the Sponsors), granted Hamlet Holdings, LLC (Holdings) a proxy in respect of all of the shares of Common Stock acquired by the Sponsors in exchange for shares of CAC common stock (the Subject Shares). Pursuant to the 2017 Proxy, each of the Sponsors irrevocably constituted and appointed Holdings, with full power of substitution, its true and lawful proxy and attorney-in-fact to: (i) vote the Subject Shares held by that Sponsor at any meeting (and any adjournment or postponement thereof) of the Issuer's stockholders, and in connection with any written consent of the Issuer's stockholders, and (ii) direct and effect the sale, transfer or other disposition of all or any part of the Subject Shares held by that Sponsor, as and when so determined in the sole discretion of Holdings, subject to certain exceptions. All or a portion of the Subject Shares, as the case may be, that are held by a Sponsor will be released from and will no longer be subject to the 2017 Proxy upon the earlier of (i) the sale, transfer or other disposition by Holdings of such Subject Shares, or the sale, transfer or other disposition of such Subject Shares pursuant to tag-along rights agreed to under the 2017 Proxy whereby the Sponsors can participate on a pro rata basis in the case of a sale of Subject Shares by a Sponsor to a third party that is not affiliated with any of the Sponsors, or (ii) with respect to all of the Subject Shares held by a Sponsor, the delivery by a Sponsor to the other Sponsors of a written notice of the Sponsor's intent to terminate the proxy and release the Subject Shares from the transfer restrictions granted under the 2017 Proxy. Transfers among the Sponsors and from a Sponsor to an affiliate that signs a joinder to the 2017 Proxy are permitted, but all Subject Shares transferred in any such permitted transaction will remain subject to the 2017 Proxy until released as described above.

Also on October 6, 2017, upon the consummation of the reorganization of Caesars Entertainment Operating Company (CEOC) and certain of its subsidiaries pursuant to a third amended joint plan of reorganization (the Reorg Plan), in exchange for an aggregate of \$291,392,238.49 in principal amount of debt of CEOC and certain of its subsidiaries held by AAA (Co-Invest VI), LS III (H Holdings) and LS V S.à.r.l. prior to the reorganization: (i) AAA (Co-Invest VI), LS III (H Holdings) and LS V S.à.r.l. received an aggregate of 4,920,887 shares of Common Stock; and (ii) LS V S.à.r.l. received \$16,367,750 in principal amount of the Issuer's 5.00% Convertible Senior Notes due 2024 (the Convertible Notes), which are currently convertible at the option of LS V S.à.r.l. into 2,275,089 shares of Common Stock. AAA (Co-Invest VI), LS III (H Holdings) and LS V S.à.r.l. obtained the funds used to acquire the debt of CEOC and certain CEOC subsidiaries from capital contributions received from their respective limited partners or shareholder, as applicable. None of the shares of Common Stock held by AAA (Co-Invest VI), LS III (H Holdings) or LS V S.à.r.l., or issuable upon conversion of the Convertible Notes held by LS V S.à.r.l., are subject to the 2017 Proxy.

The descriptions of the A&R Merger Agreement, the 2017 Proxy and the Reorg Plan as described in this Item 3 do not purport to be complete and are qualified in their entirety by reference to the full text of each of the A&R Merger Agreement, the 2017 Proxy and the Reorg Plan, which are included in the Statement on Schedule 13D filed on October 16, 2017 as Exhibit 2, Exhibit 3 and Exhibit 4, respectively, and are incorporated herein by reference.

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

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

The Reporting Persons beneficially own an aggregate of 61,400,909 shares of Common Stock of the Issuer, representing approximately 8.7% of the Issuer's outstanding Common Stock. Of that amount, an aggregate of 54,204,933 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, pursuant to which Holdings has the sole right to terminate and dispose of such shares, subject to the right of each of the Sponsors to terminate the 2017 Proxy with respect to the Subject Shares held by that Sponsor by written notice to the other Sponsors, and the termination of the 2017 Proxy with respect to any shares subject to the 2017 Proxy that are sold, transferred or otherwise disposed of by Holdings or by any of the Apollo Entities, the Co-Invest Entities or the TPG Entities in a transaction with a third party that is not affiliated with any of them. The shares of Common Stock reported as beneficially owned by LS V S.à.r.l. includes the 2,275,089 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. 2 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 704,131,238 shares of Common Stock issued and outstanding as of November 1, 2017, 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 November 2, 2017.

(b) See the information contained on the cover pages of this Amendment No. 2 to Schedule 13D, which is incorporated herein by reference.

(c) Except as described in Amendment No. 1 to Schedule 13D filed on December 5, 2017, there have been no reportable transactions by the Reporting Persons with respect to the Common Stock of the Issuer since the Schedule 13D filed on October 16, 2017.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to be Filed as Exhibits

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: December 15, 2017

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
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APOLLO ADVISORS VI (EH-GP), LTD.

By: /s/ Laurie D. Medley
Name: Laurie D. Medley
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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