

HARRAHS ENTERTAINMENT INC

Form 8-K

December 01, 2008

**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**

**December 1, 2008**

**Date of Report (Date of earliest event reported)**

**Harrah s Entertainment, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**001-10410**  
**(Commission File Number)**  
**One Caesars Palace Drive**

**62-1411755**  
**(IRS Employer Identification Number)**

**Las Vegas, Nevada 89109**

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(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 8.01 Other Events.**

On December 1, 2008, Harrah's Entertainment, Inc. ( Harrah's Entertainment ) issued a press release announcing, among other things, the extension of the Early Tender Date for the previously announced private exchange offers by Harrah's Operating Company, Inc. ( Harrah's Operating ) to exchange new 10% Second-Priority Senior Secured Notes due 2015 for the following outstanding debt securities: (i) 5.50% Senior Notes due 2010 (CUSIP No. 413627AQ3; ISIN No. US413627AQ32), (ii) 7.875% Senior Subordinated Notes due 2010 (CUSIP No. 700690AQ3; ISIN No. US700690AQ34), (iii) 8.0% Senior Notes due 2011 (CUSIP No. 413627AH3; ISIN No. US413627AH33), (iv) 8.125% Senior Subordinated Notes Due 2011 (CUSIP No. 700690AL4, 700690AK6, U70230AA2; ISIN No. US700690AL47, US700690AK63, USU70230AA22), and (v) 5.375% Senior Notes due 2013 (CUSIP No. 413627AN0; ISIN No. US413627AN01). In each case, the Early Tender Date has been extended to 5:00 p.m., New York City time, on December 5, 2008, unless further extended. The extended Early Tender Date does not apply to any of the other outstanding debt securities that are subject of the previously announced exchange offers.

The press release also announced that Harrah's Operating is reducing the Acceptance Priority 2 Cap (as defined in the confidential offering memorandum) and is extending to 5:00 p.m., New York City time, on December 19, 2008, the Expiration Date (as defined in the confidential offering memorandum) for the Exchange Offers. Harrah's Operating is also extending to 5:00 p.m., New York City time, on December 3, 2008, the Withdrawal Deadline (as defined in the confidential offering memorandum) for Old Notes with an acceptance priority level of 2, 3 and 4.

For additional information concerning the foregoing, a copy of the press release dated December 1, 2008 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being filed herewith:

99.1 Text of press release, dated December 1, 2008.

**SIGNATURES**

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

HARRAHS ENTERTAINMENT, INC.

Date: December 1, 2008

By: /s/ MICHAEL D. COHEN

Michael D. Cohen

Vice President, Associate General Counsel and Corporate  
Secretary

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Document Description</b>
99.1	Text of press release, dated December 1, 2008.