

HARRAHS ENTERTAINMENT INC  
Form 8-K  
September 23, 2009

**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**

**September 23, 2009**

**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)

**62-1411755**  
(IRS Employer

**One Caesars Palace Drive**

**Identification Number)**

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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 7.01 Regulation FD Disclosure**

On September 22, 2009, Harrah's Entertainment, Inc. (the Registrant) issued a press release announcing, among other things, the intent of its wholly owned subsidiary, Harrah's Operating Company, Inc. (Harrah's Operating) to make cash tender offers for its 5.500% Senior Notes due 2010, 7.875% Senior Subordinated Notes due 2010, 8.000% Senior Notes due 2011 and 8.125% Senior Subordinated Notes due 2011 (collectively, the Notes), subject to financing and other conditions. Concurrently with the commencement of the cash tender offers for the Notes, Harrah's Operating intends to seek new term loans under its senior secured credit facility dated January 28, 2008 pursuant to an incremental amendment as more fully described in the attached press release. The press release related to the Notes is attached as Exhibit 99.1, and is incorporated herein by reference.

The Registrant is furnishing the information in this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Registrant's filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such a filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibits are being filed herewith, and are furnished solely for purposes of Item 7.01 of this Form 8-K:

99.1 Text of press release, dated September 22, 2009.

**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: September 23, 2009

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 September 22, 2009. |