

HARRAHS ENTERTAINMENT INC
Form 8-K
December 24, 2007

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 21, 2007

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

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:

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- .. 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))
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Item 8.01 Other Events.

On December 21, 2007, the Registrant issued a press release relating to the tender offers for any and all of the following debt securities of its wholly owned subsidiary, Harrah's Operating Company, Inc. (Harrah's Operating): (i) Senior Floating Rate Note due 2008; (ii) 8.875% Senior Subordinated Notes due 2008; (iii) 7.5% Senior Notes due 2009 originally issued by Harrah's Operating; (iv) 7.5% Senior Notes due 2009 originally issued by Caesars Entertainment, Inc. (f/k/a Park Place Entertainment Corporation, Caesars); (v) 7% Senior Notes due 2013; and (vi) Floating Rate Contingent Convertible Senior Notes due 2024.

For additional information concerning the foregoing, a copy of the press release dated December 21, 2007 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 21, 2007.

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 21, 2007

By: /s/ MICHAEL D. COHEN
Michael D. Cohen
Vice President, Associate General Counsel

and Corporate Secretary

EXHIBIT INDEX

| Exhibit Number | Document Description |
|---------------------------|---|
| 99.1 | Text of press release, dated December 21, 2007. |