

HARRAHS ENTERTAINMENT INC

Form 8-K

April 29, 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**

April 27, 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)  
**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 2.02 Results of Operations and Financial Condition.**

Attached and incorporated herein by reference as Exhibit 99.1 is a copy of the press release of the Registrant, dated April 27, 2009, reporting the Registrant's financial results for the quarter ended March 31, 2009.

The information, including exhibits attached hereto, in this Current Report is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

Pursuant to an Offer to Purchase dated March 5, 2009 (as amended and supplemented), Hamlet Tender, LLC and Hamlet FW LLC, together with one or more additional investment vehicles (collectively, the Offerors), have made cash tender offers to purchase up to approximately \$946 million aggregate principal amount of the 10.00% Second-Priority Senior Secured Notes due 2015 and the 10.00% Second-Priority Senior Secured Notes, each issued by Harrah's Operating Company, Inc. The Offerors have requested that the information set forth in this Current Report be incorporated by reference into the Offer to Purchase.

**Item 9.01 Financial Statements and Exhibits.**

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

99.1 Text of press release, dated April 27, 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: April 29, 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 April 27, 2009. |