

HARRAHS ENTERTAINMENT INC  
Form 10-Q/A  
November 16, 2009

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q/A**

**(Amendment No. 1)**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the Quarterly Period Ended September 30, 2009

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 1-10410

**HARRAH S ENTERTAINMENT, INC.**

(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction)                     | <b>I.R.S. No. 62-1411755</b><br>(I.R.S. Employer |
| of incorporation or organization)                                    | Identification No.)                              |
| <b>One Caesars Palace Drive</b>                                      |  |
| <b>Las Vegas, Nevada</b><br>(Address of principal executive offices) | <b>89109</b><br>(Zip Code)                       |
| <b>(702) 407-6000</b>  |  |
| (Registrant's telephone number, including area code)                 |  |

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 1, 2009, the Registrant had 10 shares of voting Common Stock and 40,675,314 shares of non-voting Common Stock outstanding.

**Explanatory Note**

This Amendment No. 1 to the Quarterly Report on Form 10-Q/A ( Amendment No. 1 ) is being filed to amend Harrah s Entertainment, Inc. s (the Company ) Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, previously filed on November 12, 2009 (the Original Filing ), in order to correct the Company s disclosures in Part II, Item 6, Exhibits and Reports on Form 8-K related to the Exhibit 99, Supplemental Discussion of Pro forma Harrah s Operating Company, Inc. (HOC) Results. A substantial portion of the debt of the Company s consolidated group is issued by HOC. Therefore, the Company provides supplemental information pertaining solely to the results of operations of HOC.

The Company erroneously presented the expense subcomponents of Casino, Food and Beverage, Rooms and Property general, administrative and other expense as shown in Exhibit 99 on HOC s Condensed Combined Statement of Operations for the three and nine months ended September 30, 2009 in its Original Filing, although Total Operating Expenses and Net Loss were properly stated. The Company is filing this Amendment No. 1 to correct those line items in HOC s Condensed Combined Statement of Operations for the three and nine months ended September 30, 2009. This error had no impact on the financial position, net loss or cash flows of either Harrah s Entertainment, Inc. or HOC for the three and nine months ended September 30, 2009.

For the convenience of the reader, Exhibit 99 sets forth the originally filed Exhibit in its entirety. However, the only changes in this Amendment No. 1 to the original Exhibit 99 filed with the Original Filing are those caused by the revisions discussed above.

This Amendment No. 1 includes only Item 6, Exhibit 99, of Part II of the Original Filing and does not amend or update any other information contained in the Original Filing. This Amendment No. 1 should be read in conjunction with the Original Filing, which continues to speak as of the date of the Original Filing. Accordingly, this Amendment No. 1 does not reflect events occurring after the filing of the Original Filing.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are being filed or furnished as exhibits to this Amendment No. 1 on Form 10-Q/A under Item 6 of Part II hereof.

**Part II OTHER INFORMATION**

**Item 6. Exhibits**

**Exhibit**

| <b>Number</b> | <b>Exhibit Description</b>   |
|---------------|--|
| *31.1         | Certification of Principal Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated November 16, 2009. |
| *31.2         | Certification of Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, dated November 16, 2009. |
| *32.1         | Certification of Principal Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 16, 2009. |
| *32.2         | Certification of Principal Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, dated November 16, 2009. |
| *99           | Supplemental Discussion of Pro Forma Harrah's Operating Company, Inc. Results  |

\* Filed herewith

**SIGNATURE**

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

**HARRAHS ENTERTAINMENT, INC.**

November 16, 2009

By: */s/ DIANE E. WILFONG*  
**Vice President, Controller and Chief Accounting Officer**