

PARK PLACE ENTERTAINMENT CORP  
Form S-8  
July 31, 2001

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As filed with the Securities and Exchange Commission on July 31, 2001

Registration No. 333-

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**PARK PLACE ENTERTAINMENT CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**88-0400631**  
(I.R.S. Employer Identification No.)

**3930 Howard Hughes Parkway  
Las Vegas, Nevada 89109**  
(Address of Principal Executive Offices)

**PARK PLACE ENTERTAINMENT CORPORATION  
1998 STOCK INCENTIVE PLAN**

**Clive S. Cummis**  
**Executive Vice President-**  
**Law & Corporate Affairs, Secretary and Vice Chairman**  
**Park Place Entertainment Corporation**  
**3930 Howard Hughes Parkway**  
**Las Vegas, Nevada 89109**  
(Name and address of agent for service)

**(702) 699-5000**  
(Telephone number, including area code, of agent for service)

**Copies of all communications to:**  
**Cynthia A. Rotell**  
**Latham & Watkins**  
**633 West Fifth Street, Suite 4000**  
**Los Angeles, California 90071**  
**(213) 485-1234**

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, \$0.01 par value	10,000,000	\$10.26	\$102,600,000	\$25,650

- (1) Represents 10,000,000 additional shares of common stock ("Common Stock") of Park Place Entertainment Corporation, a Delaware corporation (the "Company"), reserved for issuance under the Park Place Entertainment Corporation Stock Incentive Plan, as amended (the "Plan"), by virtue of an amendment to the Plan increasing the number of shares issuable under the Plan from 45,000,000 to 55,000,000, plus reissuance of shares canceled under the Plan, and substitutions or adjustments to shares to account for any change in corporate capitalization, such as a stock split or a corporate transaction, any merger, consolidation, separation, including a spin-off, or other distribution of stock or property, any reorganization or any partial or complete liquidation of the Company. Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of Common Stock which may be issued as a result of anti-dilution provisions contained in the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, the proposed maximum offering price per share is based on the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on July 25, 2001.

#### INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENT

Park Place Entertainment Corporation (the "Registrant") files this Registration Statement pursuant to Instruction E of Form S-8 and incorporates by reference the contents of the previous Registration Statement filed by the Registrant on Form S-8 (Registration No. 333-69507). The current registration of 10,000,000 shares of Common Stock will increase the number of shares registered for issuance under the Registrant's 1998 Stock Incentive Plan to 55,000,000 shares.

#### Item 8. Exhibits.

The following is a complete list of exhibits filed as part of this Registration Statement:

- 4.1 Park Place Entertainment Corporation 1998 Stock Incentive Plan, as amended
- 5 Opinion of Clive S. Cummis
- 23.1 Consent of Clive S. Cummis (included as part of Exhibit 5)
- 23.2 Consent of Deloitte & Touche LLP
- 23.3 Consent of Arthur Andersen LLP
- 24 Power of Attorney (included on the signature page of this Registration Statement)



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Thomas E. Gallagher

/s/ BARRON HILTON

Director

July 26, 2001

Barron Hilton

/s/ ERIC M. HILTON

Director

July 26, 2001

Eric M. Hilton

/s/ P. X. KELLEY

Director

July 26, 2001

P. X. Kelley

/s/ SCOTT A. LAPORTA

Executive Vice President, Chief Financial  
Officer and Treasurer (Principal Financial and  
Accounting Officer)

July 26, 2001

Scott A. LaPorta

/s/ GILBERT L. SHELTON

Director

July 26, 2001

Gilbert L. Shelton

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SIGNATURES

POWER OF ATTORNEY