

HARRAHS ENTERTAINMENT INC

Form 8-K

September 22, 2005

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 21, 2005

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 Harrah's Court
Las Vegas, Nevada 89119
(Address of principal executive offices) (Zip Code)

(702) 407-6000
(Registrant's telephone number, including area code)

N/A

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(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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.

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On September 21, 2005, the Registrant issued a press release pursuant to Rule 135c of the Securities Act of 1933 relating to the private placement of 5.75% Senior Notes due 2017 and the private placement of 5.625% Senior Notes due 2015 by its wholly-owned subsidiary, Harrah's Operating Company, Inc. (Harrah's Operating). The 5.625% Senior Notes will form a single series with Harrah's Operating's presently outstanding \$750 million aggregate principal amount of 5.625% Senior Notes due 2015 issued on May 27, 2005.

For additional information concerning the foregoing, a copy of the press release dated September 21, 2005 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release dated September 21, 2005.

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 21, 2005

By: /s/ Jonathan S. Halkyard
Jonathan S. Halkyard
Senior Vice President and Treasurer

EXHIBIT INDEX

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**Exhibit
Number**

Document Description

99.1 Press Release dated September 21, 2005.

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