

Davis Kelvin
Form 3
February 07, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â Davis Kelvin

(Last)

(First)

(Middle)

C/O TPG CAPITAL, L.P.,Â 345
CALIFORNIA STREET, SUITE
3300

(Street)

SAN
FRANCISCO,Â CAÂ 94104

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

01/28/2008

3. Issuer Name and Ticker or Trading Symbol

HARRAHS ENTERTAINMENT INC [N/A]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

Date
Exercisable

Expiration
Date

Title

Amount or
Number of

Shares

or Indirect
(I)
(Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Davis Kelvin C/O TPG CAPITAL, L.P. 345 CALIFORNIA STREET, SUITE 3300 SAN FRANCISCO, CA 94104	X			

Signatures

/s/ Clive D. Bode on behalf of Kelvin
Davis (1)

02/07/2008

Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

Remarks:

(1) Clive D. Bode is signing on behalf of Mr. Davis pursuant to an authorization and designation of authority dated February 7, 2006, which is attached here as an exhibit.

Kelvin Davis is currently a Partner of TPG Capital, L.P. TPG Capital, L.P. is affiliated with Co-Invest Hamlet Holdings B, LLC; TPG Hamlet Holdings B, LLC; and TPG Hamlet Holdings B, LLC (collectively, "TPG Non-Voting Stockholders"), which are direct owners of 31,387,726 shares of Non-Voting Common Stock, par value \$0.01 per share, and 15,351,275 shares of Non-Voting Perpetual Preferred Stock, par value \$0.01 per share, of Harrah's Entertainment, Inc. Kelvin Davis is also an officer of Hamlet Holdings LLC, which owns all of the issued and outstanding shares of Common Stock and Non-Voting Perpetual Preferred Stock that is or may be beneficially owned by the TPG Non-Voting Stockholders or TPG Capital, L.P. and any of its affiliated funds and (ii) all of the Voting Common Stock of Hamlet Holdings LLC. This report shall not be deemed an admission that Kelvin Davis is the beneficial owner of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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