



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 21, 2025

Jessica L. Lennon
Latham & Watkins LLP

Re: Caesars Entertainment, Inc. (the "Company")
Incoming letter dated February 5, 2025

Dear Jessica L. Lennon:

This letter is in response to your correspondence concerning the shareholder proposal (the "Proposal") submitted to the Company by Trinity Health for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders.

The Proposal requests the board of directors commission and disclose a report on the potential cost savings through the adoption of a smokefree policy for Company properties.

We are unable to concur in your view that the Company may exclude the Proposal under Rule 14a-8(i)(7). In our view, based on the information you have presented, the Company has not demonstrated that the Proposal relates to its ordinary business operations. In addition, in our view, the Proposal does not seek to micromanage the Company.

Copies of all of the correspondence on which this response is based will be made available on our website at <https://www.sec.gov/corpfin/2024-2025-shareholder-proposals-no-action>.

Sincerely,

Rule 14a-8 Review Team

cc: Catherine M. Rowan
Trinity Health

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February 5, 2025

VIA ONLINE SUBMISSION FORM

Office of the Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: **Caesars Entertainment, Inc.**
Shareholder Proposal of Trinity Health
Securities Exchange Act of 1934 – Rule 14a-8

To the addressee set forth above:

This letter is submitted pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended. Caesars Entertainment, Inc. (the “Company”) has received a shareholder proposal, attached hereto as Exhibit A (the “Proposal”), from Trinity Health (the “Proponent”) for inclusion in the Company’s proxy statement for its 2025 annual meeting of shareholders. The Company hereby advises the staff (the “Staff”) of the Division of Corporation Finance that it intends to exclude the Proposal from its proxy statement for the 2025 annual meeting (the “Proxy Materials”). The Company respectfully requests confirmation that the Staff will not recommend enforcement action to the Securities and Exchange Commission (the “Commission”) if the Company excludes the Proposal pursuant to Rule 14a-8(i)(7), as the Proposal relates to the Company’s ordinary business matters.

By copy of this letter, we are advising the Proponent of the Company’s intention to exclude the Proposal. In accordance with Rule 14a-8(j)(2) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”), we are submitting electronically to the Staff:

- this letter, which sets forth our reasons for excluding the Proposal; and
- the Proponent’s letter submitting the Proposal.

Pursuant to Rule 14a-8(j), we are submitting this letter not less than eighty (80) calendar days before the Company intends to file its definitive Proxy Materials with the Commission.

The Proposal

The Proposal requests that the Company's shareholders approve the following resolution:

RESOLVED: Shareholders request the Board of Directors commission and disclose a report on the potential cost savings through the adoption of a smokefree policy for Caesars Entertainment properties. The report should be prepared at reasonable cost, omitting confidential and proprietary information.

A copy of the Proposal and supporting statement are attached to this letter as Exhibit A.

Grounds for Exclusion

The Company intends to exclude this Proposal from its Proxy Materials, and respectfully requests that the Staff concur that the Company may exclude the Proposal pursuant to Rule 14a-8(i)(7) because it relates to, and does not transcend, the ordinary business operations of the Company.

A. Background of the Ordinary Business Exclusion

Under Rule 14a-8(i)(7), a company may exclude a stockholder proposal from its proxy materials "[i]f the proposal deals with a matter relating to the company's ordinary business operations." The Commission has stated that the "general underlying policy of this exclusion is consistent with the policy of most state corporate laws: to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting." Exchange Act Release No. 34-40018 (May 21, 1998) ("1998 Release"). As explained by the Commission, the term "ordinary business" in this context refers to "matters that are not necessarily 'ordinary' in the common meaning of the word, and is rooted in the corporate law concept providing management with flexibility in directing certain core matters involving the company's business and operations." *Id.*

The Commission stated in the 1998 Release that the policy underlying the ordinary business exclusion is based on two considerations:

- first, whether a proposal relates to "tasks that are so fundamental to management's ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight;" and
- second, whether a "proposal seeks to 'micro-manage' the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment."

Notwithstanding these considerations, the Commission has distinguished between proposals involving "business matters that are mundane in nature," which are properly excluded under Rule 14a-8(i)(7), and those which have "significant policy, economic or other implications inherent in them," which are beyond the scope of the exclusion. Exchange Act Release No. 34-12999 (Nov. 22, 1976). When determining such "significant social policy issues," the Staff reiterated in Staff Legal Bulletin No. 14L (Nov. 3, 2021) ("SLB 14L") that the Commission will

look for “social policy significance” and “whether the proposal raises issues with a broad societal impact.”

In addition, framing a shareholder proposal as a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983) (“1983 Release”); *see also Johnson Controls, Inc.* (avail. Oct. 26, 1999) (“[Where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business... it may be excluded under [R]ule 14a-8(i)(7)”); *Netflix, Inc.* (avail. Mar. 14, 2016) (concurring with the exclusion of a proposal requesting a report describing risks related to offensive and inaccurate portrayals of Native Americans, American Indians and other Indigenous Peoples, as relating to ordinary business matters, noting that the underlying subject matter of the requested report related to “the nature, presentation and content of programming and film production”). The Staff also has consistently found that proposals calling for a study or report may be excluded on micromanagement grounds. *See, e.g., PayPal Holdings, Inc.* (avail. Mar. 6, 2018) (concurring with the exclusion of a proposal on the basis of micromanagement that asked the company to prepare a report on the feasibility of achieving net-zero emissions by 2030); *Devon Energy Corporation* (avail. Mar. 4, 2019, recon. denied Apr. 1, 2019) (concurring with the exclusion of a proposal on the basis of micromanagement that requested the board provide disclosure of short-, medium- and long-term greenhouse gas targets aligned with the Paris Climate Agreement).

As explained below, the subject matter of the Proposal concerns an ordinary course business matter and does not have any significant policy implications. The Proposal implicates each of the central considerations underlying the ordinary business exclusion: the subject matter of the Proposal deals with issues that are “fundamental to management’s ability to run the company on a day-to-day basis” and seeks to micromanage the Company by limiting its discretion with respect to its complex, day-to-day operations. *See* 1998 Release. Accordingly, the Proposal may be properly excluded pursuant to Rule 14a-8(i)(7) as it relates to the Company’s ordinary business operations.

B. The Proposal Seeks to Direct the Policies Governing the Company’s Properties, Which Would Hinder Management’s Fundamental Ability to Run the Company’s Day-to-Day Operations

The Commission has long held that in applying Rule 14a-8(i)(7), the Staff evaluates proposals requesting a report by considering the underlying subject matter of the proposal. *See* 1983 Release. The Proposal requests that the Company commission and disclose a report on the potential cost savings through the adoption of a smokefree policy for the Company’s properties. However, the underlying subject matter of the report requested in the Proposal – the implementation of a smokefree policy – relates directly to the ordinary business of the Company, and more specifically, the Company’s ability to manage its properties and make decisions regarding the accommodations it provides to its customers. The Staff has consistently recognized that proposals concerning management of the place of business, including those relating to controlling the use of tobacco on company premises, implicate a company’s ordinary business operations and may be excluded pursuant to Rule 14a-8(i)(7). Relevant prior determinations by the Staff include:

- *The Walt Disney Co.* (avail. Dec. 22, 2010), permitting exclusion of a proposal to modify Disney’s smoking policy to not allow children within the designated smoking areas of its theme parks because the proposal related to “the policies and procedures regarding the products and services that the company offers”;
- *Hilton Hotels Corp.* (avail. Mar. 11, 1998), permitting exclusion of a proposal requesting that the board of directors “adopt a policy making all [of the company’s] facilities, including [its] restaurants, smokefree by January 1, 1999....” Hilton noted in its no-action request that the smoking policy at its premises, particularly with respect to its casinos, was a complicated matter better left to company management and that the implementation of such a proposal could have a negative economic effect on its results of financial operations. The Staff permitted exclusion of the proposal “as relating to the conduct of the [c]ompany’s ordinary business operations (i.e., management of the place of business)”;
- *McDonald’s Corp.* (avail. Mar. 16, 1993), permitting exclusion of a proposal requesting that the board of directors adopt a policy to make the corporate facilities smoke-free because such proposal related “to the conduct of the [c]ompany’s ordinary business operations (i.e., management of the place of business)”;
- *Agency Rent-A-Car* (avail. Apr. 8, 1992), permitting exclusion of a proposal requesting that the company prohibit smoking in all of its vehicles because the proposal related “to the conduct of the ordinary business operations of the [c]ompany (i.e., restrictions on customer conduct and management of the work environment)”;
- *American Telephone and Telegraph Co.* (avail. Dec. 11, 1991), permitting exclusion of a proposal requesting that the company publish a total non-smoking policy for the company’s buildings, vehicles and facilities used by employees because the proposal related to “a matter of the [c]ompany’s ordinary business operations (i.e., management of the work environment and employee supervision).”

Further, we note that the gaming experience is the Company’s key product, and accordingly, decisions that the Company makes regarding the accommodations it provides to its customers when they visit the Company’s properties is analogous to the decisions that other companies make regarding which products and services to offer. The Staff has consistently agreed that proposals seeking to dictate management’s day-to-day decisions regarding the selection of products or services offered implicate a company’s ordinary business operations and may be excluded pursuant to Rule 14a-8(i)(7). In particular, we note that the Staff has reached this position consistently, regardless of whether the proposal calls for the adoption of a specific policy or practice regarding the offering of tobacco products or, instead, calls for a report with regard to the offering of tobacco products. Relevant prior determinations by the Staff include:

- *Walgreens Boots Alliance, Inc.* (avail. Nov. 7, 2016, recon. denied Nov. 22, 2016), concurring with the exclusion of a proposal requesting a report assessing the risks of continued sales of tobacco products in its stores, because the proposal related to the company’s ordinary business operations;

- *Rite Aid Corp.* (avail. Mar. 24, 2015), concurring with the exclusion of a proposal requesting additional oversight on the sale of certain products, in particular tobacco products, because the proposal concerned the “products and services offered for sale by the company”;
- *CVS Caremark Corp.* (avail. Feb. 25, 2010), concurring with the exclusion of a proposal requesting a report on how the company responds to rising public pressures to discourage sales of tobacco products, because the proposal concerned the “sale of tobacco products”;
- *Rite Aid Corp.* (avail. Mar. 26, 2009), concurring with the exclusion of a proposal requesting a report on how the company responds to rising regulatory, competitive and public pressures to halt sales of tobacco products, because the proposal concerned the “sale of a particular product”.

Similar to the cases noted above, the Proposal seeks to control the management of the Company’s places of business and to directly impose controls on the accommodations that the Company may provide to its customers while those customers are visiting the Company’s properties. As discussed above, even though the Proposal requests the Company to issue a report on the potential cost savings of the adoption of a smokefree policy, the underlying subject matter of the Proposal is the actual adoption of a smokefree policy, similar to the proposal in *Hilton*, which sought to prohibit smoking in the company’s casinos, hotels and/or other properties. Given the Staff’s consistent approach with respect to proposals seeking to influence a company’s management of its places of business and the accommodations it provides to its customers, the Company believes the Proposal may be properly excluded under Rule 14a-8(i)(7).

C. The Proposal Seeks to Micromanage the Company

As discussed above, the underlying purpose of the report requested in the Proposal is the implementation of a smokefree policy for all of the Company’s properties, regardless of whether such a policy would be welcomed by the Company’s customers and guests, or whether it would be in the best interests of the Company and its shareholders. The fact that the Proposal calls for a report assessing the cost savings of such a policy does not change the underlying subject matter of the Proposal.

The Staff has previously concurred that a proposal seeking to micromanage the determinations of a company’s management regarding day-to-day business decisions is excludable under Rule 14a-8(i)(7) as relating to the company’s “ordinary business.” A proposal that seeks to limit something as core to the Company’s business as the particular behaviors and practices permitted by its customers in its physical locations is, by definition, an attempt to micromanage the Company in areas best left to management in the ordinary course of business.

Explaining the standard for micromanagement, the Commission noted in the 1998 Release that consideration of complex matters upon which shareholders could not make an informed judgment “may come into play in a number of circumstances, such as where the proposal involves intricate detail, or seeks to impose specific time-frames or methods for implementing complex policies.” In SLB 14L, the Staff explained that a proposal can be excluded on the basis of micromanagement based “on the level of granularity sought in the proposal and whether and to

what extent it inappropriately limits discretion of the board or management.” The Proposal implicates precisely these issues — it seeks overly granular and “intricate detail” (the complex decisions regarding how best to manage the Company’s properties and the accommodations the Company provides to its customers, including whether or not to implement a smokefree policy) and involves the imposition of “specific ... methods for implementing complex policies” (the adoption of a smokefree policy for all of the Company’s properties).

Relevant prior determinations in which the Staff permitted exclusion under Rule 14a-8(i)(7) include:

- *The Kroger Co.* (avail. Apr. 25, 2023), with respect to a proposal that would have required the company to give purchase preference within their supply chain to certain suppliers and to suspend purchases from suppliers not complying with the company’s Fair Food Code of Conduct. Kroger argued that the selection of suppliers and management of supplier relationships was a complex process that shareholders were not in a position to make an informed judgment about and that the proposal sought to substitute shareholders’ judgment for management’s existing practices and processes. The Staff concurred with the exclusion of the proposal pursuant to Rule 14a-8(i)(7), noting the proposal sought “to micromanage the Company; see also *The Wendy’s Co.* (avail. Mar. 2, 2017) (concurring with the exclusion of a substantially similar proposal because it “prob[es] too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment”);
- *Deere & Co.* (avail. Jan. 3, 2022), permitting exclusion of a proposal requesting the company to publish employee training materials as “probing too deeply into matters of a complex nature”;
- *EOG Resources, Inc.* (avail. Feb. 26, 2018, recon. denied Mar. 12, 2018), permitting exclusion of a proposal requesting the company adopt company-wide, quantitative, time-bound targets for reducing greenhouse gasses despite the company having already balanced multiple factors in making drilling decisions;
- *SeaWorld Entertainment, Inc.* (avail. Mar. 30, 2017, recon. denied Apr. 17, 2017), permitting exclusion of a proposal requesting the replacement of live orca exhibits with virtual reality experiences as “seek[ing] to micromanage the company by probing too deeply into matters of a complex nature upon which shareholders, as a group, would not be in a position to make an informed judgment.”

In each case noted above, the company articulated the complex decision-making process involved in the topic of the proposal. Similar to these examples, the Proposal addresses complex matters upon which shareholders, as a group, are not in a position to make an informed judgment.

Additionally, the Staff has consistently concurred that shareholder proposals requesting a specific method for implementing a proposal in place of the judgment and discretion of management attempt to micromanage a company and are excludable under Rule 14a-8(i)(7). For example, in *Amazon.com, Inc.* (avail. Apr. 7, 2023, recon. denied Apr. 20, 2023), the Staff concurred with the exclusion of a proposal on the basis of micromanagement that would have required the company to adopt a particular methodology for measuring and disclosing scope 3

GHG emissions from its full value chain that was inconsistent with the company's existing approach. In granting no-action relief, the Staff stated that the proposal sought to micromanage the company by "imposing a specific method for implementing a complex policy disclosure without affording discretion to management." *See also Amazon.com Inc.* (avail. Apr. 3, 2019) (concurring with the exclusion of a proposal requesting human rights impact assessments for food products sold because the proposal sought "to impose specific methods for implementing complex policies in place of the ongoing judgments of management as overseen by its board of directors"); *JPMorgan Chase & Co.* (avail. Mar. 30, 2018) (concurring with the exclusion of a proposal on the basis of micromanagement that requested a report on the reputational, financial and climate risks associated with project and corporate lending, underwriting, advising and investing of tar sands projects because it sought "to impose specific methods for implementing complex policies").

Similar to the examples cited above, the Proposal inappropriately interferes with the discretion of management to implement an approach to smoking policies that in their business judgment would be most effective for the financial performance of the Company and the Proposal directly inserts shareholders into the Company's core business decisions regarding what accommodations to provide to customers at all of the Company's properties and buildings. The Proposal does not merely request that environmental, social and financial concerns be considered when managing the Company's places of business; rather, the underlying subject matter calls for the implementation of a smokefree policy for all of the Company's properties. As it stands, the Proposal does not afford any "discretion to management as to how to achieve such goals." SLB 14L.

The smoking policy for each of the Company's properties is impacted by a wide range of business considerations, including, among others, the tastes and preferences of customers, local practices and regulations, policies of competitors located nearby the Company's properties, the effectiveness of airflow technology solutions, and the availability of alternative approaches. Balancing such business considerations is a complex issue and shareholders as a group lack the business expertise and knowledge of the hospitality and gaming industry necessary to make an informed judgment. Instead, the Company has a robust governance structure which includes an active board of directors and management team, dedicated management committees and other subject matter experts, each of which plays a role in analyzing the Company's ongoing management of its properties and ultimately making decisions in a manner that is appropriate for the Company, its customers and its shareholders. Furthermore, the policies that the Company's management puts in place with respect to its properties have a direct impact on the Company's customer base and, by extension, the Company's financial performance. The Proposal attempts to supplant this nuanced judgment with a rigid no smoking policy. Adopting a Company-wide policy banning smoking at all the Company's properties and buildings as contemplated by the Proposal has competitive implications and could adversely impact the Company's revenues and consequently reduce shareholder value.

In addition, the Proposal seeks excessive and overly granular detail. The Staff has routinely concurred in the exclusion of proposals on the basis of micromanagement where the proposals request overly granular detail. *See Air Products and Chemicals, Inc.* (avail. Nov. 29, 2024) (concurring with the exclusion of a proposal on the basis of micromanagement that requested a report disclosing the company's policies and procedures governing lobbying and grassroots lobbying communications, among other things); *Delta Air Lines, Inc.* (avail. Apr. 24, 2024)

(concurring with the exclusion of a proposal on the basis of micromanagement that requested a report on “union suppression expenditures,” including internal and external expenses); *Paramount Global* (avail. Apr. 19, 2024) (concurring with the exclusion of a proposal on the basis of micromanagement that requested disclosure of the recipients of corporate charitable contributions of \$5,000 or more); *Walmart Inc.* (avail. Apr. 18, 2024) (concurring with the exclusion of a proposal on the basis of micromanagement that requested a breakdown of greenhouse gas emissions for different categories of products in a manner inconsistent with existing reporting frameworks); *Phillips 66* (avail. Mar. 20, 2023) (concurring with the exclusion of a proposal on the basis of micromanagement that requested an audited report describing the undiscounted expected value to settle obligations for the company’s asset retirement obligations with indeterminate settlement dates); *Valero Energy Corporation* (avail. Mar. 20, 2023) (same).

The Proposal states that it merely requests the preparation of a report assessing the cost savings of a ban on smoking from all of the Company’s properties and buildings, but further notes that cost savings may be impacted by factors such as “higher employee health insurance premiums (when compared with casinos that do not permit indoor smoking); greater maintenance costs; loss of a significant number of potential visitors who will not visit a casino due exposure to secondhand smoke.” The preparation of the Proposal’s requested report would necessitate the Company take into account a multitude of factors and variables, including inherently uncertain projections. As discussed above, the floor policies for each of the Company’s 50 properties and buildings is impacted by a wide range of business considerations, including the tastes and preferences of customers at particular locations, local practices and regulations, the policies of competitors located nearby the Company’s properties, the effectiveness of airflow technology solutions, and the availability of alternative approaches. Preparation of a report assessing the cost savings at all of the Company’s individual properties and buildings would require excessive detail and granularity regarding each such property and building to such an extent that it would result in micromanagement of the Company.

Notably, we are aware that the Staff denied relief on the basis of micromanagement for a substantially similar proposal in 2024. We note, however, that Staff decisions are non-binding and that the Staff’s analysis and decisions may from time to time change, as is evident in SLB 14L and subsequent no-action determinations. The Company believes that the facts and circumstances here bear similarity to instances where the Staff has concurred in the exclusion of proposals on the basis of micromanagement and that the Proposal’s request constitutes micromanagement under both Commission and Staff guidance. If not excluded from the Proxy Materials, shareholders would be asked to vote on a proposal that would displace the Company’s judgments on business and operations with a mandate that effectively disregards the complexity of the Company’s management of its properties and decisions regarding the accommodations it provides to its customers. The Proposal would therefore effectively displace management’s judgment on the Company’s business and operations. Accordingly, the Proposal should be excluded pursuant to Rule 14a-8(i)(7) as it seeks to micromanage the Company.

D. The Proposal Does Not Raise a Significant Social Policy Issue that Would Override its Ordinary Business Subject Matter

While the 1998 Release indicated that proposals that “focus on” significant social policy issues may not be excludable under Rule 14a-8(i)(7), the Staff has made clear that proposals which

touch upon topics that might raise significant social policy issues—but which do not focus on or have only tangential implications for such issues—are not transformed from an otherwise ordinary business proposal into one that transcends ordinary business, and as such, remain excludable under Rule 14a-8(i)(7).

In SLB 14L, the Staff outlined its present approach to evaluating ordinary business proposals, noting a plan to “realign” with the Commission’s standard in the 1998 Release by focusing on “the social policy significance of the issue that is the subject of the shareholder proposal” rather than “the nexus between a policy issue and the company.” The explanation provided in SLB 14L confirms the Staff’s intent to preserve the Commission’s policy objectives behind the ordinary business exclusion, namely “to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting.” 1998 Release.

The Staff’s intent was evidenced in *American Express Co.* (avail. Mar. 9, 2023), where a proposal requested that the company’s board of directors conduct an evaluation and issue a report regarding collecting information on the processing of payments for the sale and purchase of firearms. American Express argued that the proposal merely touched on issues related to firearms and mass shootings and that its main request focused primarily on the ordinary business matter of the company’s particular products and services. The Staff concurred with the exclusion under Rule 14a-8(i)(7), noting that the proposal related to, and did not transcend, ordinary business matters.

Similarly, in *Amazon.com, Inc.* (avail. Apr. 8, 2022) (the “Amazon 2022 Letter”), a proposal requested that the company report on the effects of the COVID-19 pandemic on workforce turnover rates and include an assessment of the impact on the company’s diversity, equity and inclusion. Amazon argued that passing references to diversity, equity and inclusion did not transcend the primary focus on the ordinary business matter of the company’s human capital management practices. The Staff concurred with the exclusion under Rule 14a-8(i)(7), agreeing that the proposal did “not focus on significant social policy issues.” *See also Amazon.com, Inc.* (avail. Apr. 7, 2022) (concurring with the exclusion of a proposal requesting a report on the risks to the company related to ensuring adequate staffing of its business and operations on the basis that the proposal related to, and did not transcend, ordinary business matters); *Exxon Mobil Corp.* (avail. Mar. 6, 2012) (concurring with the exclusion of a proposal requesting that the company prepare a report discussing risks to the company posed by the environmental, social and economic challenges associated with oil sands, noting the proposal’s lack of focus on a significant policy issue); *Dominion Resources, Inc.* (avail. Feb. 3, 2011) (concurring with the exclusion of a proposal requesting the company to provide financing for installation of rooftop solar or wind power generation as the proposal ultimately related to “the products and services offered for sale by the company”). Likewise, in *Walgreens* and *The Walt Disney Co.* discussed above, the Staff concurred that mere reference to a significant social policy issue did not transcend the ordinary business subject matter of the proposal.

The Staff’s no-action determinations under Rule 14a-8(i)(7) and guidance in SLB 14L reconfirm several key principles underlying the ordinary business exclusion. First, as demonstrated in *American Express Co.*, the Staff will not recast matters that are inherently operational as social policy issues. Second, as demonstrated in the Amazon 2022 Letter, merely citing potential social policy implications in a proposal does not equate to “focusing” on such issues.

As discussed above, the underlying subject of the Proposal is the Company's management of its places of business and the accommodations it provides to its customers, and thus the Proposal inherently implicates ordinary business matters integral to the Company's gaming business. Although the Proponent purports to frame the Proposal as concerns over health, environmental and financial risks associated with the Company's smoking policies, at its core, the Proposal remains an ordinary business matter—the adoption of a smokefree policy at all of the Company's properties. References to the health of customers and employees and speculation about potentially lower costs or higher revenues neither shift the underlying request of the Proposal nor do they transcend the Company's ordinary business operations.

The Company agrees that the health of its customers and employees and managing costs are important. Indeed, the Company is committed to taking purposeful action to support its employees, communities, and the environment, as outlined in the Company's proxy materials for its 2024 Annual Meeting of Shareholders. Nevertheless, the Proposal is overly prescriptive in its request and seeks to interfere with the Company's policies relating to the management of its places of business and the accommodations provided to its customers. Such issues are inherently ordinary business matters which are integral to the Company's day-to-day business.

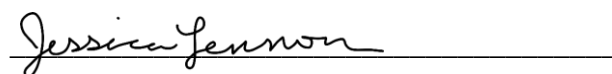
For these reasons, the significant social policy issue exception does not support inclusion of the Proposal in the Company's Proxy Materials.

Conclusion

For the foregoing reasons, the Company believes that it may properly exclude the Proposal from the Proxy Materials under Rule 14a-8(i)(7) because the Proposal impermissibly relates to, and does not transcend, the Company's ordinary business matters. We respectfully request that the Staff not recommend any enforcement action if the Company excludes the Proposal from its Proxy Materials. If the Staff does not concur with the Company's position, we would appreciate an opportunity to confer with the Staff concerning this matter prior to the determination of the Staff's final position. In addition, the Company requests that the Proponent copy the undersigned on any response it may choose to make to the Staff, pursuant to Rule 14a-8(k).

Please contact the undersigned at (202) 637-2113 to discuss any questions you may have regarding this matter.

Very truly yours,



Jessica L. Lennon
of LATHAM & WATKINS LLP

Enclosures

cc: Catherine M. Rowan, Trinity Health
Ed Quatmann, Caesars Entertainment, Inc.
Steven Stokdyk, Latham & Watkins LLP
Brent Epstein, Latham & Watkins LLP

Exhibit A

Proposal from Trinity Health

RESOLVED: Shareholders request the Board of Directors commission and disclose a report on the potential cost savings through the adoption of a smokefree policy for Caesars Entertainment properties. The report should be prepared at reasonable cost, omitting confidential and proprietary information.

WHEREAS:

The U.S. Surgeon General released a landmark report in 2006 stating there is no safe level of exposure to secondhand smoke. Tobacco use and secondhand smoke exposure kill nearly 500,000 Americans annually.¹ For gaming industry workers on casino floors, largely people of color and women, such exposure can deepen existing disparities in health outcomes.

While our Company may make efforts to address indoor air quality, the American Society of Heating, Refrigerating and Air-Conditioning Engineers states: "There is no currently available or reasonably anticipated ventilation or air cleaning system that can adequately control or significantly reduce the health risks of environmental tobacco smoke to an acceptable level."²

As independent researchers C3 Gaming found in analyzing revenue performance in several competitive casino markets, smokefree casinos, for the first time, generated more revenue: "Data from multiple jurisdictions clearly indicates that banning smoking no longer causes a dramatic drop in gaming revenue. In fact, non-smoking properties appear to be performing better than their counterparts that continue to allow smoking."³

There are potential business risks to allowing indoor smoking in Caesars Entertainment properties: higher employee health insurance premiums (when compared with casinos that don't permit indoor smoking); greater maintenance costs; loss of a significant number of potential visitors who won't visit a casino due exposure to secondhand smoke. A recent Gallup survey found the rate of adult cigarette smoking to be 11%, the lowest in 80 years⁴.

Shareholders have no guidance as to the costs our Company is bearing for continuing to allow indoor smoking. The Company has not disclosed the social and environmental costs and risks imposed on its stakeholders.

Parx Casino's Chief Marketing Officer told the *Play Pennsylvania* website in February 2023 that since the casino went smokefree, Parx has seen a positive effect on the health and morale of employees, with no increase in health insurance premiums: "Frankly, we are starting to see health costs go down....What's been interesting to me, is a lot of our smoking guests have actually said things like, 'I never realized how smoky and annoying it was. I really don't mind walking 50 feet out to the smoking patio.'⁵

Speaking at a recent industry conference, a senior official of Foxwoods, the nation's largest resort casino which has been smoke-free since reopening after the pandemic, said that Foxwoods' surveys found strong support for ending indoor smoking.⁶

¹ https://www.cdc.gov/tobacco/data_statistics/fact_sheets/health_effects/tobacco_related_mortality/index.htm

² https://www.ashrae.org/file%20library/about/position%20documents/pd_environmental-tobacco-smoke-2020-07-1.pdf

³ https://8b3e0552-f01a-40e0-b077-aa4813c4af0b.usrfiles.com/ugd/8b3e05_348baee6d05949ad9b4adae2b7a77105.pdf

⁴ <https://news.gallup.com/poll/648521/cigarette-smoking-rate-ties-year-low.aspx>

⁵ <https://www.playpennsylvania.com/g2e-panel-discussion-parx-casino-smoking/>

⁶ <https://cdcgaming.com/g2e-listen-to-customers-workers-on-casino-smoking/>

New customer preferences require an examination of the status quo in which smoking is allowed in gaming properties. We believe our Company could enhance its safety initiatives by conducting the report our proposal requests.