

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-

**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