

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 3
TO
SCHEDULE 14D-1

TENDER OFFER STATEMENT
PURSUANT TO SECTION 14(D)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

AND

SCHEDULE 13D
UNDER THE SECURITIES EXCHANGE ACT OF 1934

CAESARS WORLD, INC.
(NAME OF SUBJECT COMPANY)

ITT FLORIDA ENTERPRISES, INC.
ITT CORPORATION
(BIDDERS)

COMMON STOCK, PAR VALUE \$0.10 PER SHARE
(INCLUDING THE ASSOCIATED JUNIOR PARTICIPATING PREFERRED STOCK PURCHASE RIGHTS)
(TITLE OF CLASS OF SECURITIES)

127695104
(CUSIP NUMBER OF CLASS OF SECURITIES)

WALTER F. DIEHL, JR., ESQ.
ITT CORPORATION
1330 AVENUE OF THE AMERICAS
NEW YORK, NY 10019-5490
(212) 258-1000
(NAME, ADDRESS AND TELEPHONE NUMBER OF PERSONS AUTHORIZED TO
RECEIVE NOTICES AND COMMUNICATIONS ON BEHALF OF BIDDERS)

COPIES TO:
PHILIP A. GELSTON, ESQ.
CRAVATH, SWAIN & MOORE
WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019
(212) 474-1000

ITT Corporation ("Parent") and ITT Florida Enterprises, Inc. hereby amend and supplement their combined Tender Offer Statement on Schedule 14D-1 and Statement on Schedule 13D originally filed on December 23, 1994 (the "Statement"), with respect to an offer (the "Offer") to purchase all outstanding shares of common stock, \$0.10 par value, of Caesars World, Inc., a Florida corporation (the "Company"), together with the associated junior participating preferred stock purchase rights, on the terms described in the Offer to Purchase dated December 23, 1994. Capitalized terms not defined herein have the meanings assigned thereto in the Statement.

ITEM 10. ADDITIONAL INFORMATION.

On January 23, 1995, Parent announced that it received the required approval under New Jersey law that is a condition to the Offer and that all regulatory requirements under Ontario law for the Offer have been met. Parent also announced that it received the required approvals under Nevada law that are a condition to the Offer and that the gaming condition to the Offer has been satisfied. The press releases in respect of the announcements are filed herewith.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

- (a)(12) Text of press release regarding New Jersey and Ontario law dated January 23, 1995.
- (a)(13) Text of press release regarding Nevada law and the satisfaction of the gaming condition dated January 23, 1995.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: January 23, 1995

ITT Florida Enterprises, Inc.

By: /s/ Walter F. Diehl, Jr.

Name: Walter F. Diehl, Jr.
Title: Vice President

ITT Corporation

By: /s/ Walter F. Diehl, Jr.

Name: Walter F. Diehl, Jr.
Title: Vice President

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION	SEQUENTIALLY NUMBERED PAGES
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(a)(12)	Text of press release regarding New Jersey and Ontario law dated January 23, 1995.	
(a)(13)	Text of press release regarding Nevada law and the satisfaction of the gaming condition dated January 23, 1995.	

[ITT LETTERHEAD]

DATE: January 23, 1995
CONTACT: Jim Gallagher
TELEPHONE: 212-258-1261

FOR IMMEDIATE RELEASE

ITT OBTAINS GAMING APPROVALS FROM NEW JERSEY AND ONTARIO IN CONNECTION WITH ITS
OFFER FOR CAESARS WORLD, INC.

NEW YORK, NY, January 23, 1995--In connection with its tender offer to purchase all outstanding shares of common stock of Caesars World, Inc. for \$67.50 per share, net to the seller in cash, ITT Corporation announced today that it has just received the required approval from the New Jersey Casino Control Commission. In addition, the Company said all regulatory requirements under Ontario law for the offer have also now been met.

ITT said the Nevada State Gaming Control Board will meet today in Las Vegas at 9:30 a.m. local time to consider ITT's applications relating to the acquisition of Caesars.

This meeting will be followed immediately by a meeting of the Nevada Gaming Commission. Approval by the Nevada Gaming Commission will satisfy the gaming regulatory conditions in connection with the offer.

The offer and withdrawal rights expire at 12:00 midnight, New York City time, on Tuesday, January 24, 1995, unless extended.

[ITT LETTERHEAD]

DATE: January 23, 1995
CONTACT: Jim Gallagher
TELEPHONE: 212-258-1261

FOR IMMEDIATE RELEASE

ITT OBTAINS APPROVALS FROM NEVADA IN CONNECTION WITH ITS OFFER FOR CAESARS
WORLD, INC. NOW HAS ALL APPROVALS NECESSARY TO COMPLETE TRANSACTION

NEW YORK, NY, January 23, 1995--ITT Corporation announced today that it has just received the required approvals from the Nevada State Gaming Control Board and the Nevada State Gaming Commission in connection with its tender offer to purchase all outstanding shares of common stock of Caesars World, Inc. for \$67.50 per share, net to the seller in cash. Earlier today, ITT announced that all regulatory requirements under New Jersey and Ontario law for the offer had been met. The gaming regulatory conditions in connection with the offer have therefore been satisfied.

The offer and withdrawal rights expire at 12:00 midnight, New York City time, on Tuesday, January 24, 1995, unless extended.