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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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AMENDMENT NO. 5  
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

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CAESARS WORLD, INC.  
(NAME OF SUBJECT COMPANY)

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ITT FLORIDA ENTERPRISES, INC.  
ITT CORPORATION  
(BIDDERS)

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

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127695104  
(CUSIP NUMBER OF CLASS OF SECURITIES)

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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)

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

ITT Corporation ("Parent") and ITT Florida Enterprises, Inc. (the "Purchaser") 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 (the "Shares"), 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 February 1, 1995, Bankers Trust Company, as Depositary in connection with the Offer, notified Parent that a total of 24,130,291 Shares representing approximately 92.9% of the total outstanding Shares had been tendered pursuant to the Offer.

In addition to the information set forth in the Offer to Purchase dated December 23, 1994 and the Company's Solicitation/Recommendation Statement on Schedule 14D-9 dated December 23, 1994 with respect to the Offer, including the Company's Information Statement attached thereto, each of which was previously mailed to the Company's shareholders, set forth below, pursuant to the requirements of Section 14(f) of the Exchange Act and Rule 14f-1 promulgated thereunder, are the name, business address, present principal occupation or employment and five-year employment history of two additional individuals who may be designated by Parent and the Purchaser as directors of the Company in accordance with the Merger Agreement:

NAME AND BUSINESS ADDRESS -----	PRINCIPAL OCCUPATION AND FIVE-YEAR EMPLOYMENT HISTORY -----
John Kapioltas ITT Sheraton Corporation 60 State Street Boston, MA 02109	Mr. Kapioltas has been Chairman of the Board and Chief Executive Officer of ITT Sheraton Corporation since 1985 and was President of ITT Sheraton Corporation between 1985 and 1993.
Daniel P. Weadock ITT Sheraton Corporation 60 State Street Boston, MA 02109	Mr. Weadock has been president of ITT Sheraton Corporation since November 1993. From 1988 until October 1993 Mr. Weadock was President and Chief Executive Officer of ITT Communications and Information Services, Inc. In addition, Mr. Weadock was Senior Vice President of Parent between June 1992 and October 1993 and Executive Vice President of Parent between 1983 and June 1992.

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: February 1, 1995

ITT Florida Enterprises, Inc.

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

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Name: Walter F. Diehl, Jr.

Title: Vice President

ITT Corporation

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

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Name: Walter F. Diehl, Jr.

Title: Vice President