

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 1
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, SWAINE & MOORE
WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019
(212) 474-1000

CUSIP NO. 127695104

1. NAME OF REPORTING PERSONS: S.S. OR I.R.S.
IDENTIFICATION NO. OF ABOVE PERSON:

ITT Florida Enterprises, Inc. (13-3799502)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3. SEC USE ONLY

4. SOURCES OF FUNDS: AF

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(e) or 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:
Florida

7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON:

6,379,438

8. CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES
CERTAIN SHARES

9. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7):

Approximately 20.3%* of the Shares Outstanding as
of December 21, 1994.

10. TYPE OF REPORTING PERSON:
CO

* See note on next page.

CUSIP NO. 127695104

1. NAME OF REPORTING PERSONS: S.S. OR I.R.S.
IDENTIFICATION NO. OF ABOVE PERSON:

ITT Corporation (13-5158950)

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY:

4. SOURCES OF FUNDS: BK, WC, 00

5. CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS
2(e) or 2(f)

6. CITIZENSHIP OR PLACE OF ORGANIZATION:

Delaware

7. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON:

6,379,438

8. CHECK IF THE AGGREGATE AMOUNT IN ROW (7) EXCLUDES
CERTAIN SHARES:

9. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (7)

Approximately 20.3%* of the Shares Outstanding as
of December 21, 1994.

10. TYPE OF REPORTING PERSON:
CO, HC

* The previously disclosed percentage was computed incorrectly. All other
information, including Share ownership, has not changed.

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 6, 1995, Parent announced that the waiting period under the HSR Act expired at 11:59 p.m., New York City time, on January 5, 1995 with respect to the Offer. The press release in respect of the announcement is filed herewith.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

(a)(10) Text of press release dated January 6, 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 6, 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)(10)	Text of press release dated January 6, 1995	

[LETTERHEAD OF ITT CORPORATION]

DATE: JANUARY 6, 1995
CONTACT: JIM GALLAGHER
TELEPHONE: 212-258-1261
FOR IMMEDIATE RELEASE

ITT
ANNOUNCES EXPIRATION OF HART-SCOTT-RODINO
WAITING PERIOD IN CONNECTION WITH ITS
OFFER FOR CAESARS WORLD, INC.

New York, N.Y., January 6, 1995--ITT Corporation announced today that the waiting period under the provisions of the Hart-Scott-Rodino Antitrust Improvements Act of 1976 expired at 11:59 p.m., New York City time, on January 5, 1995, with respect to 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 had previously filed on December 21, 1994, a Notification and Report Form under the Hart-Scott-Rodino Antitrust Improvements Act with respect to the offer.

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

--ITT--

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