

WYNN RESORTS LTD  
Form 8-K  
November 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): November 9, 2012**

**WYNN RESORTS, LIMITED**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-50028**  
(Commission  
File Number)

**46-0484987**  
(I.R.S. Employer  
Identification No.)

# WYNN LAS VEGAS, LLC

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**333-100768**  
(Commission  
File Number)

**88-0494875**  
(I.R.S. Employer  
Identification No.)

**3131 Las Vegas Boulevard South**

**Las Vegas, Nevada**  
(Address of principal executive offices of each registrant)  
**(702) 770-7555**

**89109**  
(Zip Code)

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ..  Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ..  Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ..  Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ..  Pre-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01 Other Events.**

On November 9, 2012, two of Wynn Resorts, Limited's wholly owned subsidiaries, Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (together, the issuers), completed their offer to exchange up to \$900,000,000 of their outstanding 5.375% First Mortgage Notes due 2022, which were issued on March 12, 2012 (the old notes), for 5.375% First Mortgage Notes due 2022 that have been registered under the Securities Act of 1933, as amended (the new notes). The exchange offer was made in order to satisfy certain obligations of the issuers contained in a Registration Rights Agreement, dated as of March 12, 2012.

The exchange offer expired at 5:00 p.m., New York City time, on November 6, 2012. Approximately \$897.1 million in aggregate principal amount of the old notes were exchanged. This amount represents approximately 99.7% of the outstanding old notes. The new notes are substantially identical to the old notes exchanged, except that the new notes have been registered under the Securities Act of 1933, as amended, and, as a result, the transfer restrictions and registration rights provisions applicable to the old notes do not apply to the new notes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 13, 2012

WYNN RESORTS, LIMITED

By: /s/ Matt Maddox  
Name: Matt Maddox  
Title: Chief Financial Officer and

Treasurer

[Signature Page Form 8-K]

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 13, 2012

WYNN LAS VEGAS, LLC

By: Wynn Resorts Holdings, LLC,

its sole member

By: Wynn Resorts, Limited,

its sole member

By: /s/ Matt Maddox

Name: Matt Maddox

Title: Chief Financial Officer and

Treasurer

[Signature Page Form 8-K]