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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 22, 2004

Wynn Resorts, Limited  
(Exact Name of Registrant as Specified in its Charter)

Nevada 000-50028 46-0484987  
(State or Other Jurisdiction of (Commission File Number) (I.R.S. Employer  
Incorporation) Identification No.)

3131 Las Vegas Boulevard South  
Las Vegas, Nevada 89109  
(Address of Principal Executive Offices) (Zip Code)

(702) 770-7555  
(Registrant's telephone number, including area code)

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))

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Item 1.01 Entry into a Material Definitive Agreement.

On November 22, 2004, certain subsidiaries of the Registrant, including Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp., entered into a Purchase Agreement, dated November 22, 2004, with Deutsche Bank Securities Inc., Banc of America Securities, LLC and the other initial purchasers named therein, for the sale of \$1.3 billion aggregate of 6-5/8% First Mortgage Notes due 2014. The Registrant's press release, dated November 23, 2004, relating to the stock offering is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Deutsche Bank Trust Company Americas, an affiliate of Deutsche Bank Securities Inc., is the administrative agent under a \$1.05 billion credit facility entered into by Wynn Las Vegas, LLC and certain of its subsidiaries on October 30, 2002. Deutsche Bank Securities Inc. acted as a lead arranger and joint-book running manager for such credit facility. Deutsche Bank Securities Inc. acted as arranger of a \$198.5 million loan facility for Wynn Las Vegas, LLC on October 20, 2003. Deutsche Bank Trust Company Americas, an affiliate of Deutsche Bank Securities Inc., is the administrative agent under a \$143.4 million credit facility entered into by one of the Registrant's subsidiaries on May 3, 2004. Deutsche Bank AG, Hong Kong, an affiliate of Deutsche Bank

Securities, Inc. is a global coordinating lead arranger of a \$397 million senior secured bank facility entered into by one of the Registrant's affiliates on September 14, 2004.

In addition, Wynn Las Vegas, LLC intends to replace its existing credit facility with new credit facilities, for which Deutsche Bank Trust Company Americas, an affiliate of Deutsche Bank Securities Inc., will act as sole administrative agent; Deutsche Bank Securities Inc. will act as joint advisor, joint book-running manager and joint lead arranger; Bank of America, N.A., an affiliate of Banc of America Securities LLC, will be a lender; Banc of America Securities LLC will act as joint advisor, joint book-running manager, joint lead arranger and sole syndication agent; Bear Stearns Corporate Lending, Inc., an affiliate of Bear, Stearns & Co. Inc., will act as joint documentation agent; Bear, Stearns & Co. Inc. will act as joint book-running manager and arranger; JPMorgan Chase Bank, N.A., an affiliate of J.P. Morgan Securities Inc., will act as joint documentation agent; J.P. Morgan Securities Inc. will act as joint book-running manager and arranger; and Societe Generale, an affiliate of SG Americas Securities, LLC, will act as joint book-running manager and arranger. Each of the initial purchasers and/or affiliates of each of the initial purchasers will be lenders under Wynn Las Vegas' new credit facilities.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits:

Exhibit Number -----	Description -----
99.1	Press Release, dated November 23, 2004, of Wynn Resorts, Limited.

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 23, 2004

Wynn Resorts, Limited

By: /s/ John Strzemp

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John Strzemp  
Executive Vice President and  
Chief Financial Officer

WYNN RESORTS, LIMITED ANNOUNCES SUBSIDIARIES'  
PRIVATE PLACEMENT OF FIRST MORTGAGE NOTES

LAS VEGAS - (BUSINESS WIRE) - November 23, 2004 - Wynn Resorts, Limited (Nasdaq: WYNN ) today announced the sale, in a private placement transaction, of \$1.3 billion aggregate principal amount of 6-5/8% First Mortgage Notes due 2014 issued by its subsidiaries, Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. The closing of the transaction is expected to occur on December 14, 2004 and is subject to customary conditions.

The issuance of the notes is part of the previously announced refinancing of the existing debt of Wynn Las Vegas, LLC. Wynn Las Vegas, LLC intends to use the net proceeds from the sale of the notes, together with a capital contribution from Wynn Resorts of a portion of the net proceeds received from its recently completed public offering of common stock, available cash on hand, and borrowings under Wynn Las Vegas, LLC's anticipated new credit facilities, to repurchase or repay existing debt, pay costs associated with completion of the Wynn Las Vegas hotel and casino resort, and pay a portion of the costs to develop Encore at Wynn Las Vegas, the recently announced expansion of the project.

The holders of the notes will be entitled to certain registration rights and will be able to require Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. to repurchase the notes upon the occurrence of a change of control. Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. will be entitled to redeem the notes under certain circumstances.

The securities have not been registered under the Securities Act of 1933, as amended, or any state securities laws and unless so registered may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act of 1933, as amended, and applicable state securities laws. This announcement does not constitute an offer to sell or the solicitation of offers to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offer, solicitation or sale would be unlawful.

This press release contains "forward-looking statements" within the meaning of the federal securities laws. The forward-looking statements in this press release involve risks and uncertainties which could cause actual results to differ from those expressed in or implied by the statements herein. Additional information concerning potential factors that could affect the company's future results is included under the caption "Risk Factors" in Item 1 of Wynn Resorts' annual report on Form 10-K for the year ended December 31, 2003.

## Contact:

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