

**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): February 10, 2015

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)

89109
(Zip Code)

(702) 770-7555
(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 February 10, 2015, Wynn Resorts, Limited (“Wynn Resorts”) issued a press release announcing that its indirect wholly owned subsidiary, Wynn Las Vegas, LLC (“Wynn Las Vegas”), has commenced a cash tender offer for any and all of the outstanding \$1,226.6 million aggregate principal amount of 7¾% First Mortgage Notes due 2020 and any and all of its outstanding \$377.01 million aggregate principal amount of 7⅞% First Mortgage Notes due 2020, in each case issued by Wynn Las Vegas and Wynn Las Vegas Capital Corp, an indirect wholly owned subsidiary of Wynn Resorts (“Wynn Las Vegas Capital”). A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

Separately, on February 10, 2015, Wynn Resorts issued a press release announcing that Wynn Las Vegas and Wynn Las Vegas Capital plan to offer \$1,750.0 million aggregate principal amount of Senior Notes due 2025 (the “2025 notes”). This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2025 notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. A copy of the press release is attached hereto as Exhibit 99.2 and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated February 10, 2015, of Wynn Resorts, Limited.
99.2	Press release, dated February 10, 2015, of Wynn Resorts, Limited.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated February 10, 2015, of Wynn Resorts, Limited.
99.2	Press release, dated February 10, 2015, of Wynn Resorts, Limited.

Wynn Resorts Announces Commencement of Tender Offer for Cash by Wynn Las Vegas, LLC for Any and All of its 7¾% First Mortgage Notes due 2020 and Any and All of its 7½% First Mortgage Notes Due 2020

LAS VEGAS, February 10, 2015 (BUSINESS WIRE) - Wynn Resorts, Limited (NASDAQ:WYNN) announced today that its indirect wholly owned subsidiary, Wynn Las Vegas, LLC, has commenced a cash tender offer (the "Tender Offer") for any and all its outstanding \$1,226.6 million aggregate principal amount of 7¾% First Mortgage Notes due 2020 (the "7¾% Notes") and any and all of its outstanding \$377.01 million aggregate principal amount of 7½% First Mortgage Notes due 2020 (the "7½% Notes" and, together with the 7¾% Notes, the "2020 Notes").

The Tender Offer is scheduled to expire at midnight, New York City time, in the evening of February 17, 2015 unless extended or earlier terminated (such time, as may be extended, the "Expiration Time"). Holders who validly tender their 2020 Notes prior to the Expiration Time will be eligible to receive \$1,073.82 for each \$1,000 principal amount of 7¾% Notes and \$1,054.21 for each \$1,000 principal amount of 7½% Notes.

Tendered 2020 Notes may not be withdrawn, except as may be required by applicable law. Completion of the Tender Offer is subject to certain market and other conditions, including the completion by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corporation (the "issuers") of an offering of senior notes on terms and conditions satisfactory to the issuers. Settlement of the Tender Offer will occur promptly after the Expiration Time, unless terminated.

This press release shall not constitute an offer to purchase or the solicitation of an offer to sell the 2020 Notes. The complete terms and conditions of the Tender Offer are described in the Offer to Purchase dated as of February 10, 2015, the related Letter of Transmittal and a Notice of Guaranteed Delivery, copies of which may be obtained from D.F. King & Co., Inc., the tender and information agent for the Tender Offer, at <http://www.dfking.com/wynn>, by telephone at (800) 591-8236 (U.S. toll free) and (212) 269-5550 (banks and brokers) or in writing at D.F. King & Co., Inc., 48 Wall Street, 22nd Floor, New York, NY 10005, Attention: Krystal Scudato.

Wynn Las Vegas, LLC has engaged Deutsche Bank Securities Inc. to act as the dealer manager in connection with the Tender Offer. Questions regarding the terms of the Tender Offer may be directed to Deutsche Bank Securities Inc. by telephone at (855) 287-1922 (U.S. toll-free) and (212) 250-7525 (collect).

Forward-Looking Statements

This release contains forward-looking statements, including those related to the tender for 2020 Notes and whether or not Wynn Las Vegas, LLC will consummate the tender offer. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future, and, accordingly, such results may differ from those expressed in any forward-looking statements. These risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the issuers' dependence on existing management, levels of travel, leisure and casino spending, general domestic or international economic conditions, and changes in gaming laws or regulations. Additional information concerning potential factors that could affect the issuers' financial results is included in Wynn Las Vegas, LLC's Annual Report on Form 10-K for the year ended December 31, 2013 and Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2014, June 30, 2014 and September 30, 2014 and Wynn Las Vegas, LLC's and Wynn Resorts, Limited's periodic reports filed with the Securities and Exchange Commission. Neither Wynn Resorts, Limited nor Wynn Las Vegas, LLC are under any obligation to (and expressly disclaim any such obligation to) update their forward-looking statements as a result of new information, future events or otherwise, except as required by law.

SOURCE: Wynn Resorts, Limited

CONTACT:

Wynn Resorts, Limited
Stephen Cootey, Chief Financial Officer & Treasurer
702-770-7000
investorrelations@wynnresorts.com

Wynn Resorts Announces Private Offering of \$1.75 billion Aggregate Principal Amount of Wynn Las Vegas Senior Notes due 2025

LAS VEGAS, February 10, 2015 (BUSINESS WIRE) - Wynn Resorts, Limited (NASDAQ: WYNN) announced today that Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (the "issuers"), each an indirect wholly-owned subsidiary of Wynn Resorts, Limited, are offering \$1.75 billion aggregate principal amount of Senior Notes due 2025 (the "Notes"). Wynn Las Vegas, LLC plans to use the net proceeds from the offering to purchase any and all of the issuers' outstanding \$1,226.6 million aggregate principal amount of 7¾% First Mortgage Notes due 2020 (the "7¾% Notes") and any and all of the issuers' outstanding \$377.01 million aggregate principal amount of 7⅞% First Mortgage Notes due 2020 (the "7⅞% Notes" and, together with the 7¾% Notes, the "2020 Notes") pursuant to a cash tender offer with respect to the 2020 Notes announced today. In addition, Wynn Las Vegas, LLC intends to satisfy and discharge the indentures governing each of the 7¾% Notes and 7⅞% Notes and use any remaining net proceeds from the offering to redeem any 7¾% Notes and 7⅞% Notes not tendered and for general corporate purposes.

The issuers will make the offering pursuant to an exemption under the Securities Act of 1933, as amended (the "Securities Act"). The initial purchasers of the Notes will offer the Notes only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act of 1933 or under any state securities laws. Therefore, the issuers may not offer or sell the Notes within the United States to, or for the account or benefit of, any United States person unless the offer or sale would qualify for a registration exemption from the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the Notes described in this press release, nor shall there be any sale of the Notes in any state or jurisdiction in which such an offer, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Forward-Looking Statements

This release contains forward-looking statements, including those related to the offering of Notes and whether or not the issuers will consummate the offering. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ from those expressed in any forward-looking statements. These risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the issuers' dependence on existing management, levels of travel, leisure and casino spending, general domestic or international economic conditions, and changes in gaming laws or regulations. Additional information concerning potential factors that could affect the issuers' financial results is included in Wynn Las Vegas, LLC's Annual Report on Form 10-K for the year ended December 31, 2013 and Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2014, June 30, 2014 and September 30, 2014 and Wynn Las Vegas, LLC's and Wynn Resorts, Limited's other periodic reports filed with the Securities and Exchange Commission. Neither Wynn Resorts, Limited nor the issuers are under any obligation to (and expressly disclaim any such obligation to) update their forward-looking statements as a result of new information, future events or otherwise, except as required by law.

SOURCE: Wynn Resorts, Limited

CONTACT:

Wynn Resorts, Limited
Stephen Cootey, Chief Financial Officer & Treasurer
702-770-7000
investorrelations@wynnresorts.com