

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 7, 2009

**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))
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## Item 8.01 Other Events.

On October 9, 2009, Wynn Resorts, Limited (“Wynn Resorts”) issued a press release announcing the pricing by Wynn Las Vegas, LLC (“Wynn Las Vegas”) and Wynn Las Vegas Capital Corp. (the “issuers”), each a direct or indirect wholly owned subsidiary of Wynn Resorts, of \$500,000,000 aggregate principal amount of new 7.875% First Mortgage Notes due 2017. The press release is attached as Exhibit 99.1 and is incorporated herein by this reference.

In addition, Wynn Las Vegas previously had exercised the “accordion” feature under its Amended and Restated Credit Agreement, dated as of August 15, 2006 (as amended, the “Credit Agreement”), among Wynn Las Vegas, Deutsche Bank Trust Company Americas, as Administrative Agent, issuing lender and swing line lender, Deutsche Bank Securities Inc., as lead arranger and joint book running manager, Banc of America Securities LLC, as lead arranger and joint book running manager, Bank of America, N.A., as syndication agent, J.P. Morgan Securities Inc., as arranger and joint book running manager, JPMorgan Chase Bank, N.A., as joint documentation agent, SG Americas Securities, LLC, as arranger and joint book running manager, Société Générale, as joint documentation agent, Bank of Scotland, as managing agent, HSH Nordbank AG, as managing agent, the Royal Bank of Scotland PLC, as managing agent, Wachovia Bank, as managing agent, and the several banks and other financial institutions or entities from time to time parties thereto as lenders.

The accordion exercise increased by \$65 million the lenders’ commitments under the Credit Agreement to make revolving loans maturing July 15, 2013.

On October 8, 2009, Wynn Las Vegas repurchased \$14 million aggregate principal of loans under the Credit Agreement (the “First Repurchase”) and effected a corresponding reduction in the commitments thereunder. The First Repurchase was funded with the proceeds of a capital contribution by Wynn Resorts. In addition, on October 7, 2009, Wynn Las Vegas agreed to repurchase approximately \$74 million aggregate principal of loans under the Credit Agreement (the “Pending Repurchase” and, together with the First Repurchase, the “Repurchase Transactions”), and to effect a corresponding reduction in the commitments thereunder, which Pending Repurchase will be funded with the proceeds of a capital contribution by Wynn Resorts. Once the Pending Repurchase is consummated, Wynn Las Vegas will, pursuant to the Repurchase Transactions, have repurchased approximately \$88 million aggregate principal amount of loans.

## Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated October 9, 2009, of Wynn Resorts, Limited.

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## 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: October 9, 2009

WYNN RESORTS, LIMITED

By: /s/ Matt Maddox  
Matt Maddox  
Chief Financial Officer and  
Treasurer

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## 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: October 9, 2009

WYNN LAS VEGAS, LLC

By: Wynn Resorts Holdings, LLC, its sole member

By: Wynn Resorts, Limited, its sole member

By: /s/ Matt Maddox  
Matt Maddox  
Chief Financial Officer and  
Treasurer

**Wynn Resorts, Limited Announces Pricing of Private Offering of \$500,000,000 Aggregate Principal Amount of Wynn Las Vegas First Mortgage Notes due 2017**

**LAS VEGAS, Nevada, October 9, 2009** — Wynn Resorts, Limited (NASDAQ: WYNN) announced today the pricing by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (the “issuers”), each a direct or indirect wholly owned subsidiary of Wynn Resorts, Limited, of \$500,000,000 aggregate principal amount of new 7.875% First Mortgage Notes due 2017. The notes will be issued at a discount of 97.823% of par. The notes will be offered only to qualified institutional buyers and outside the U.S. in accordance with Rule 144A and Regulation S, respectively, under the Securities Act of 1933. Wynn Las Vegas, LLC plans to use the net proceeds of the offering to repay amounts outstanding under its revolving credit facilities and term loan facility.

The notes will rank pari passu in right of payment with borrowings under Wynn Las Vegas, LLC’s credit facilities and its outstanding 6.625% First Mortgage Notes due 2014 (the “existing notes”). The notes will be senior secured obligations of the issuers, will be guaranteed by certain of Wynn Las Vegas, LLC’s subsidiaries and will be secured by a first priority lien on substantially all of the existing and future assets of the issuers and guarantors and, subject to approval from the Nevada Gaming Commission, a first priority lien on the equity interests of Wynn Las Vegas, LLC, all of which is the same collateral that secures borrowings under Wynn Las Vegas, LLC’s credit facilities and the existing notes.

The notes have not been 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. The issuers have agreed to make an offer to exchange the notes for registered, publicly traded notes that have substantially identical terms as the notes.

**Forward-Looking Statements**

This release contains forward-looking statements about Wynn Las Vegas and Wynn Las Vegas Capital Corp., including those related to the offering of notes and whether or not Wynn Las Vegas and Wynn Las Vegas Capital Corp. will consummate the offering. Such 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 made by Wynn Resorts or the issuers. The risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the issuers’ brief operating history, 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 the issuers’ Annual Report on Form 10-K for the year ended December 31, 2008 and the issuers’ other periodic reports filed with the Securities and Exchange Commission. Neither Wynn Resorts 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.