

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): July 6, 2005

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) | 333-98369 (Commission File Number) | 88-0494878 (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 July 6, 2005, Wynn Resorts, Limited issued a press release announcing that its subsidiaries, Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (together, the "Issuers"), had completed their offer to exchange up to \$1.3 billion aggregate principal amount of their outstanding 6 5/8% First Mortgage Notes due 2014 for 6 5/8% First Mortgage Notes due 2014 that have been registered under the Securities Act of 1933, as amended. The press release of Wynn Resorts, Limited, dated July 6, 2005, is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits:

| Exhibit Number | Description |
|-------------------|-------------|
|-------------------|-------------|

99.1

Press release, dated July 6, 2005, 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: July 6, 2005

Wynn Resorts, Limited

By: /s/ John Strzemp

John Strzemp
Chief Financial Officer

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: July 6, 2005

WYNN LAS VEGAS, LLC

By: Wynn Resorts Holdings, LLC, its
sole member

By: Wynn Resorts, Limited, its sole
member

By: /s/ John Strzemp

John Strzemp
Chief Financial Officer

FOR IMMEDIATE RELEASE

Wynn Resorts, Limited Announces Completion of Exchange Offer

LAS VEGAS, NEVADA (July 6, 2005) - Wynn Resorts, Limited announced today that two of its wholly owned subsidiaries, Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (together, the "Issuers"), have completed their offer to exchange up to \$1.3 billion of their outstanding 6 5/8% First Mortgage Notes due 2014 for 6 5/8% First Mortgage Notes due 2014 that have been registered under the Securities Act of 1933, as amended. The exchange offer was made in order to satisfy certain obligations of the Issuers contained in a Registration Rights Agreement, dated December 14, 2004.

The exchange offer expired at 5:00 p.m., New York City time, on June 29, 2005. \$1,299,750,000 in aggregate principal amount of the Issuers' outstanding 6 5/8% First Mortgage Notes due 2014 were exchanged. The new notes are substantially identical to the notes for which they were 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 original notes do not apply to the new notes.

Wynn Resorts, Limited is traded on the Nasdaq National Market under the ticker symbol WYNN and, since December 2004, it has been part of the NASDAQ-100 Index. Wynn Las Vegas, a luxury hotel and destination casino resort located on the Las Vegas Strip, opened to the public on April 28, 2005. Wynn Las Vegas features 2,716 luxurious guest rooms and suites; an approximately 111,000 square foot casino; 22 food and beverage outlets; an on-site 18-hole golf course; approximately 223,000 square feet of meeting space; an on-site Ferrari and Maserati dealership; and approximately 76,000 square feet of retail space. For more information, visit www.wynnlasvegas.com.

CONTACT:

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SOURCE: Wynn Resorts, Limited