# 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 30, 2009

#### WYNN RESORTS, LIMITED

(Exact name of registrant as specified in its charter)

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

000-50028

46-0484987

(Commission File Number)

(I.R.S. Employer Identification No.)

#### WYNN LAS VEGAS, LLC

(Exact name of registrant as specified in its charter)

Nevada

333-100768

88-0494875

(State or other jurisdiction of incorporation)

(Commission File Number)

(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:

- o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o 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 2.02 Results of Operations and Financial Condition.

On July 30, 2009, Wynn Resorts, Limited issued a press release announcing its results of operations for the second quarter of 2009. The press release is furnished herewith as Exhibit 99.1. The information in this Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

#### Item 7.01 Regulation FD Disclosure.

The information set forth under Item 2.02 of this report is incorporated herein by reference.

#### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number

**Description** 

99.1 Press release, dated July 30, 2009, 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 30, 2009

WYNN RESORTS, LIMITED

By: /s/ Matt Maddox

Matt Maddox Chief Financial Officer and

Treasurer

#### **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 30, 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 Reports Second Quarter Results**

LAS VEGAS, July 30, 2009 (BUSINESS WIRE) -- Wynn Resorts, Limited (Nasdaq: WYNN) today reported financial results for the quarter ended June 30, 2009.

Net revenues for the second quarter of 2009 were \$723.3 million, compared to \$825.2 million in the second quarter of 2008.

Consolidated adjusted property EBITDA (1) decreased 18.7% to \$192.7 million for the second quarter of 2009, compared to \$237.0 million in the second quarter of 2008.

On a US GAAP (Generally Accepted Accounting Principles) basis, net income for the quarter was \$25.5 million, or \$0.21 per diluted share, compared to net income of \$272.0 million, or \$2.42 per diluted share in 2008. Adjusted net income in the second quarter of 2009 was \$11.5 million, or \$0.09 per diluted share (adjusted EPS)(2) compared to an adjusted net income of \$124.3 million, or \$1.11 per diluted share in the second quarter of 2008.

#### Las Vegas Second Quarter Results

Our results of operations for the periods presented are not comparable as the three months ended June 30, 2009 includes Encore at Wynn Las Vegas, which opened on December 22, 2008. The prior year quarter includes only Wynn Las Vegas.

For the quarter ended June 30, 2009, our Las Vegas operations generated adjusted property EBITDA of \$75.5 million, with a 24.1% EBITDA margin on net revenue, compared to \$81.8 million in the second quarter of 2008. The EBITDA decline was primarily driven by higher operating expenses associated with the opening of Encore.

Net casino revenues in the second quarter of 2009 were \$124.3 million, compared to \$120.7 million for the second quarter of 2008. Table games drop was \$494.8 million, with win per table per day (before discounts) of \$5,007, compared to drop of \$493.6 million and win per table per day of \$7,742 in the second quarter of 2008. Table games win percentage of 20.7% was slightly below the property's expected range of 21% to 24%. Slot machine handle of \$836.8 million was 1.8% below the comparable period of 2008 and win per unit per day was \$155, compared to a win per unit per day of \$232 in the second quarter of 2008. The reduction in win per table and win per unit is due primarily to the addition of 82 tables and 812 slot machines with the opening of Encore.

Gross non-casino revenues for the quarter were \$231.9 million, a 9.4% increase from the second quarter of 2008, driven primarily by higher hotel and food and beverage revenues resulting from the opening of Encore. Hotel revenues were up 12.9% to \$81.5 million during the quarter, versus \$72.1 million in the second quarter of 2008 due to the addition of 2,034 suites at Encore. Our Las Vegas operations achieved an Average Daily Rate (ADR) of \$218 for the quarter, compared to \$302 in the 2008 quarter. Our occupancy was 86.6%, compared to 96.5% during the prior year period, generating revenue per available room (REVPAR) of \$188 in the 2009 period (35.4% below the second quarter of 2008 of \$292).

Food and beverage revenues increased 18.6% to \$99.9 million in the quarter as a result of the additional 12 food and beverage outlets located in the Encore expansion. Retail revenues were \$22.1 million in the quarter, flat with last year's levels. Entertainment revenues decreased \$6.6 million (34.9%) from the second quarter of 2008.

#### **Macau Second Quarter Results**

In the second quarter of 2009, net revenues were \$410.4 million compared to \$529.9 million in the second quarter of 2008. Wynn Macau generated adjusted property EBITDA of \$117.2 million, compared to \$155.2 million in the second quarter of 2008.

Table games turnover in the VIP segment was \$12.6 billion for the period, compared to \$16.3 billion for the second quarter of 2008. VIP table games win as a percentage of turnover (calculated before discounts and commissions) for the second quarter of 2009 was 2.7%, at the lower end of the expected range of 2.7% to 3.0% and below the 3.0% experienced in the 2008 quarter.

Table games drop in the mass market category was approximately \$481 million during the period, a 23.3% decrease from \$626.9 million in the second quarter of 2008. Mass market table games win percentage (calculated before discounts) of

21.5% was above our expected range of 18% to 20% and higher than the 18.9% experienced in the second guarter of 2008.

Slot machine win increased 3.2% compared to the second quarter of 2008 and win per unit per day was \$383, 6.6% higher than in the second quarter of 2008.

Wynn Macau achieved an Average Daily Rate (ADR) of \$263 for the second quarter of 2009, compared to \$277 in the 2008 quarter. The property's occupancy was 86.7%, compared to 87.9% during the prior year period, generating revenue per available room (REVPAR) of \$228 in the 2009 period, 6.6% below 2008 levels of \$244.

#### **Encore at Wynn Macau**

Construction continues on a further expansion of Wynn Macau. Encore at Wynn Macau is expected to open in the first half of 2010, adding a fully-integrated resort hotel to Wynn Macau with approximately 400 luxury suites and four villas, along with additional gaming spaces, food and beverage and retail amenities. The current project budget is approximately \$650 million.

As of June 30, 2009, we have incurred \$309.5 million associated with the construction of Encore at Wynn Macau.

#### Other Factors Affecting Earnings

Interest expense, net of \$2.3 million in capitalized interest, was \$53.7 million for the second quarter of 2009. Depreciation and amortization expenses were \$102.7 million. Corporate expense and other was \$13.1 million in the second quarter, including \$6.4 million in stock based compensation. Property charges and other were a credit of \$5.9 million primarily related to the refund of an aircraft purchase deposit.

#### **Balance Sheet and Capital Expenditures**

Our total cash balances on June 30, 2009 were \$1.1 billion. Total debt outstanding at the end of the quarter was \$4.1 billion, including approximately \$2.6 billion of Wynn Las Vegas debt and \$1.5 billion of Wynn Macau debt.

Capital expenditures during the second quarter of 2009 of approximately \$125 million included the payment of certain construction payables and retention associated with Encore at Wynn Las Vegas and ongoing construction of Encore at Wynn Macau.

During the quarter, we repaid the remaining \$375 million under the Wynn Resorts Term Loan Facility at a discounted price of 97.25% and recognized an \$8.8 million gain on early retirement of debt. We also purchased \$26.5 million face amount of the Wynn Las Vegas 6 5/8% First Mortgage Notes due 2014 at a discount. This transaction resulted in a gain on early extinguishment of debt of \$3.1 million.

#### **Conference Call Information**

The Company will hold a conference call to discuss its results on Thursday, July 30<sup>th</sup>, 2009 at 9:00 a.m. PT (12:00 p.m. ET). Interested parties are invited to join the call by accessing a live audio webcast at http://www.wynnresorts.com (Investor Relations).

#### **Forward-looking Statements**

This release contains forward-looking statements regarding operating trends and future results of operations. 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 us. The risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the Company's dependence on existing management, levels of travel, leisure and casino spending, general economic conditions, and changes in gaming laws or regulations. Additional information concerning potential factors that could affect the Company's financial results is included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008 and the Company's other periodic reports filed with the Securities and Exchange Commission. The Company is under no obligation to (and expressly disclaims any such obligation to) update its forward-looking statements as a result of new information, future events or otherwise.

#### Non-GAAP financial measures

(1) "Adjusted property EBITDA" is earnings before interest, taxes, depreciation, amortization, pre-opening costs, property charges and other, corporate expenses, stock-based compensation, and other non-operating income and expenses, and includes equity in income (loss) from unconsolidated affiliates. Adjusted property EBITDA is presented exclusively as a supplemental disclosure because management believes that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Management uses adjusted property EBITDA as a measure of the operating performance of its segments and to compare the operating performance of its properties with those of its competitors. The Company also presents adjusted property EBITDA because it is used by some investors as a way to measure a company's ability to incur and service debt, make capital expenditures and meet working capital requirements. Gaming companies have historically reported EBITDA as a supplement to financial measures in accordance with U.S. generally accepted accounting principles ("GAAP"). In order to view the operations of their casinos on a more stand-alone basis, gaming companies, including Wynn Resorts, Limited, have historically excluded from their EBITDA calculations pre-opening expenses, property charges and corporate expenses, that do not relate to the management of specific casino properties. However, adjusted property EBITDA should not be considered as an alternative to operating income as an indicator of the Company's performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure determined in accordance with GAAP. Unlike net income, adjusted property EBITDA does not include depreciation or interest expense and therefore does not reflect current or future capital expenditures or the cost of capital. The Company compensates for these limitations by using adjusted property EBITDA as only one of several comparative tools, together with GAAP measurements, to assist in the evaluation of operating performance. Such GAAP measurements include operating income (loss), net income (loss), cash flows from operations and cash flow data. The Company has significant uses of cash flows, including capital expenditures, interest payments, debt principal repayments, taxes and other non-recurring charges, which are not reflected in adjusted property EBITDA. Also, Wynn Resorts' calculation of adjusted property EBITDA may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

The Company has included schedules in the tables that accompany this release that reconcile (i) net income to adjusted net income, and (ii) operating income to adjusted property EBITDA and adjusted property EBITDA to net income.

(2) Adjusted net income (loss) is net income (loss) before pre-opening costs, property charges and other non-cash non-operating income and expenses. Adjusted net income (loss) and adjusted net income (loss) per share ("EPS") are presented as supplemental disclosures because management believes that these financial measures are widely used to measure the performance, and as a principal basis for valuation, of gaming companies. These measures are used by management and/or evaluated by some investors, in addition to income and EPS computed in accordance with GAAP, as an additional basis for assessing period-to-period results of our business. Adjusted net income (loss) and adjusted net income (loss) per share may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

### WYNN RESORTS, LIMITED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (amounts in thousands, except per share data) (unaudited)

	Three Months Ended June 30,					Six Mont	nded	
		2009		2008		2009		2008
Operating revenues:								
Casino	\$	508,345	\$	623,637	\$	1,049,999	\$	1,215,408
Rooms		95,185		86,811		193,591		172,073
Food and beverage		111,550		96,955		221,141		188,020
Entertainment, retail and other		69,472		72,958		132,604		141,112
Gross revenues		784,552		880,361		1,597,335		1,716,613
Less: promotional allowances		(61,296)		(55,204)		(134,124)		(112,750)
Net revenues		723,256		825,157		1,463,211		1,603,863
Operating costs and expenses:								
Casino		327,298		399,947		703,803		788,325
Rooms		25,099		20,412		50,055		40,743
Food and beverage		64,171		55,125		124,159		106,796
Entertainment, retail and other		40,017		43,257		76,034		87,874
General and administrative		83,105		84,973		176,598		164,235
Provision for doubtful accounts		3,935		1,194		7,829		12,716
Pre-opening costs		40		6,821		40		12,144
Depreciation and amortization		102,731		63,961		204,199		126,693
Property charges and other		(5,938)		5,298		10,547		29,565
Total operating costs and expenses		640,458		680,988		1,353,264		1,369,091
		00.700		1.1.1.00		100 047		004 770
Operating income		82,798	_	144,169		109,947		234,772
Other income (expense):								
Interest income		524		5,495		838		17,384
Interest expense, net of capitalized interest		(53,689)		(40,982)		(110,721)		(86,250)
Increase in swap fair value		3,261		23,919		4,356		8,707
Gain on extinguishment of debt		11,878		20,313		22,513		-
Equity in income (loss) from unconsolidated affiliates		(33)		163		(38)		971
Other		287		926		211		111
Other income (expense), net		(37,772)	_	(10,479)	_	(82,841)	_	(59,077)
Other income (expense), net		(31,112)		(10,479)		(62,641)		(59,077)
Income before income taxes		45,026		133,690		27,106		175,695
Benefit (provision) for income taxes		(19,547)		138,280		(35,441)		143,152
Net income (loss)	\$	25,479	\$	271,970	\$	(8,335)	\$	318,847
Basic and diluted income (loss) per common share:								
Net income (loss):								
Basic	Φ	0.21	\$	2.45	\$	(0.07)	Φ.	2.85
Diluted	\$ \$	0.21	\$	2.45	\$	(0.07)		2.85
	Ф	0.21	Φ	2.42	Φ	(0.07)	Φ	2.02
Weighted average common shares outstanding:		100.151		444.465		447.001		444 ====
Basic		122,161		111,128		117,391		111,770
Diluted		122,386		112,365		117,391		112,986

### WYNN RESORTS, LIMITED AND SUBSIDIARIES

RECONCILIATION OF NET INCOME (LOSS)
TO ADJUSTED NET INCOME (LOSS)
(amounts in thousands)
(unaudited)

	Three Months Ended June 30,					Six Months Ended				
						June	,			
	<u></u>	2009		2008		2009		2008		
Net income (loss)	\$	25,479	\$	271,970	\$	(8,335)	\$	318,847		
Pre-opening costs		40		6,821		40		12,144		
Gain on extinguishment of debt		(11,878)		-		(22,513)		-		
Increase in swap fair value		(3,261)		(23,919)		(4,356)		(8,707)		
Property charges and other		(5,938)		5,298		10,547		29,565		
Adjustment for income taxes		7,047		4,763		6,050		(8,562)		
Recognition of foreign tax credit		-		(140,655)		-		(140,655)		
Adjusted net income (loss) (2)	\$	11,489	\$	124,278	\$	(18,567)	\$	202,632		
Adjusted net income (loss) per diluted share	\$	0.09	\$	1.11	\$	(0.16)	\$	1.79		

#### WYNN RESORTS, LIMITED AND SUBSIDIARIES

RECONCILIATION OF OPERATING INCOME (LOSS) TO ADJUSTED PROPERTY EBITDA AND ADJUSTED PROPERTY EBITDA TO NET INCOME (amounts in thousands) (unaudited)

Three Months Ended June 30, 2009									
₋as s	Wyn	n Macau		orporate ad Other		Total			
3,346)	\$	73,660	\$	17,484	\$	82,			

	Wynn La: Vegas		/ynn Macau	Corporate and Other	Total
Operating income (loss)	\$ (8,3	46) \$	73,660	\$ 17,484	\$ 82,798
Pre-opening costs		-	40	-	40
Depreciation and amortization	78,4	25	23,462	844	102,731
Property charges and other	(6,6	46)	703	5	(5,938)
Corporate expense, management fees, royalties and other	9,8	65	18,077	(21,226)	6,716
Stock-based compensation	2,3	86	1,231	2,748	6,365
Equity in income/(loss) from unconsolidated affiliates	(1	78)	-	145	(33)
Adjusted Property EBITDA (1)	\$ 75,5	06 \$	117,173	\$ -	\$ 192,679

#### Three Months Ended June 30, 2008

		ynn Las Vegas	Wyı	nn Macau	Corporate and Other	Total
Opera	iting income	\$ 20,343	\$	102,943	\$ 20,883	\$ 144,169
•	•					
	Pre-opening costs	6,832		-	(11)	6,821
	Depreciation and amortization	40,794		22,339	828	63,961
	Property charges and other	566		4,732	-	5,298
	Corporate expense, management fees, royalties and other	10,892		24,266	(23,724)	11,434
	Stock-based compensation	2,412		907	1,817	5,136
	Equity in income/(loss) from unconsolidated affiliates	(44)		-	207	163
		` '				
Adjus	ted Property EBITDA <sup>(1)</sup>	\$ 81,795	\$	155,187	\$ -	\$ 236,982

	 Three Months Ended June 30,				
	 2009		2008		
Adjusted Property EBITDA (1)	\$ 192,679	\$	236,982		
Pre-opening costs	(40)		(6,821)		
Depreciation and amortization	(102,731)		(63,961)		
Property charges and other	5,938		(5,298)		
Corporate expenses and other	(6,716)		(11,434)		
Stock-based compensation	(6,365)		(5,136)		
Interest income	524		5,495		
Interest expense, net of capitalized interest	(53,689)		(40,982)		
Increase in swap fair value	3,261		23,919		
Gain on extinguishment of debt	11,878		-		
Other	287		926		
Benefit (provision) for income taxes	(19,547)		138,280		
Net income	\$ 25,479	\$	271,970		

WYNN RESORTS, LIMITED AND SUBSIDIARIES
RECONCILIATION OF OPERATING INCOME (LOSS) TO ADJUSTED PROPERTY EBITDA
AND ADJUSTED PROPERTY EBITDA TO NET INCOME (LOSS) (amounts in thousands) (unaudited)

	Six Months Ended June 30, 2009							
	W	/ynn Las Vegas	Wy	nn Macau		rporate d Other		Total
Operating income (loss)	\$	(66,730)	\$	142,394	\$	34,283	\$	109,947
Pre-opening costs		-		40		-		40
Depreciation and amortization		155,869		46,833		1,497		204,199
Property charges and other		7,294		1,748		1,505		10,547
Corporate expense, management fees, royalties and other		18,789		38,342		(42,447)		14,684
Stock-based compensation		4,564		2,459		4,771		11,794
Equity in income/(loss) from unconsolidated affiliates		(429)		-		391		(38)
Adjusted Property EBITDA (1)	\$	119,357	\$	231,816	\$		\$	351,173

	Six Months Ended June 30, 2008								
		ynn Las Vegas	Wyn	ın Macau	Corporate and Other		Total		
Operating income	\$	11,470	\$	183,271	\$ 40,031	\$	234,772		
Pre-opening costs		12,143		1	-		12,144		
Depreciation and amortization		80,274		44,951	1,468		126,693		
Property charges and other		21,079		8,380	106		29,565		
Corporate expense, management fees, royalties and other		20,651		46,523	(45,058)		22,116		
Stock-based compensation		4,379		1,456	2,719		8,554		
Equity in income/(loss) from unconsolidated affiliates		237		-	734		971		
Adjusted Property EBITDA (1)	\$	150,233	\$	284,582	<u> </u>	\$	434,815		

	 Six Months Ended June 30,			
	 2009		2008	
Adjusted Property EBITDA (1)	\$ 351,173	\$	434,815	
Pre-opening costs	(40)		(12,144)	
Depreciation and amortization	(204,199)		(126,693)	
Property charges and other	(10,547)		(29,565)	
Corporate expenses and other	(14,684)		(22,116)	
Stock-based compensation	(11,794)		(8,554)	
Interest income	838		17,384	
Interest expense, net of capitalized interest	(110,721)		(86,250)	
Increase in swap fair value	4,356		8,707	
Gain on extinguishment of debt	22,513		-	
Other	211		111	
Benefit (provision) for income taxes	(35,441)		143,152	
Net income (loss)	\$ (8,335)	\$	318,847	

## WYNN RESORTS, LIMITED AND SUBSIDIARIES SUPPLEMENTAL DATA SCHEDULE

	Three Months Ended				ed			
	Ji	une 30, 2009	June 30, 2008			ıne 30, 2009		ine 30, 2008
Room Statistics for Las Vegas operations <sup>5</sup> :								
Occupancy %		86.6 %		96.5 %		88.0 %		96.2 %
Average Daily Rate (ADR) <sup>1</sup>	\$	218	\$	302	\$	220	\$	300
Revenue per available room (REVPAR) <sup>2</sup>	\$	188	\$	292	\$	194	\$	289
Other information for Las Vegas operations <sup>5</sup> :								
Table games win per unit per day <sup>3</sup>	\$	5,007	\$	7,742	\$	4,702	\$	8,175
Table Win %		20.7 %		20.4 %		19.2 %		20.2 %
Slot machine win per unit per day <sup>4</sup>	\$	155	\$	232	\$	167	\$	230
Average number of table games		225		143		229		139
Average number of slot machines		2,780		1,968		2,781		1,947
Room Statistics for Macau:								
Occupancy %		86.7 %		87.9 %		85.0 %		88.2 %
Average Daily Rate (ADR) <sup>1</sup>	\$	263	\$	277	\$	265	\$	277
Revenue per available room (REVPAR) <sup>2</sup>	\$	228	\$	244	\$	225	\$	244
Other information for Macau:								
Table games win per unit per day <sup>3</sup>	\$	13,178	\$	17,289	\$	13,957	\$	16,740
Slot machine win per unit per day <sup>4</sup>	\$	383	\$	359	\$	412	\$	335
Average number of table games		367		381		368		382
Average number of slot machines		1,217		1,258		1,233		1,250

- (1) ADR is Average Daily Rate and is calculated by dividing total room revenue (less service charges, if any) by total rooms occupied.
- (2) REVPAR is Revenue per Available Room and is calculated by dividing total room revenue by total rooms available.
- (3) Table games win per unit per day is shown before discounts and commissions.
- (4) Slot machine win per unit per day is net of participation fees and progressive accruals.
- (5) Wynn Las Vegas, including Encore for 2009.

SOURCE: Wynn Resorts, Limited CONTACT: Samanta Stewart, 702-770-7555 investorrelations@wynnresorts.com