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

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): October 30, 2008

#### 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)
- 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))
- o 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 October 30, 2008, Wynn Resorts, Limited issued a press release announcing its results of operations for the third quarter of 2008. 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 October 30, 2008, 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: October 30, 2008

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: October 30, 2008

# 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 Posts Third Quarter Results**

LAS VEGAS, October 30, 2008 (BUSINESS WIRE) -- Wynn Resorts, Limited (Nasdaq: WYNN) today reported financial results for the quarter ended September 30, 2008.

Net revenues for the third quarter of 2008 were \$769.2 million, compared to \$653.4 million in the third quarter of 2007. The revenue increase was driven primarily by a 36.6% increase in revenues at Wynn Macau.

Consolidated adjusted property EBITDA (1) decreased 5.2% to \$176.4 million for the third quarter of 2008, compared to \$186.0 million in the third quarter of 2007.

On a US GAAP (Generally Accepted Accounting Principles) basis, net income for the quarter was \$51.1 million, or \$0.49 per diluted share, compared to net income of \$44.7 million, or \$0.41 per diluted share in 2007. Adjusted net income in the third quarter of 2008 was \$64.2 million, or \$0.62 per diluted share (adjusted EPS)(2) compared to an adjusted net income of \$73.4 million, or \$0.67 per diluted share in the third quarter of 2007.

#### Wynn Las Vegas Third Quarter Results

For the quarter ended September 30, 2008, Wynn Las Vegas generated adjusted property EBITDA of \$70.1 million, compared to \$93.2 million in the third quarter of 2007, with a 23.8% EBITDA margin on net revenue. The EBITDA decline is primarily attributable to a lower hold percentage and an \$11.1 million increase in our bad debt reserve based solely on the current global economic uncertainty.

Net casino revenues in the third quarter of 2008 were \$143.2 million, compared to \$149.9 million for the third quarter of 2007. Table games drop increased 11.6% from the comparable period in 2007 to \$531.0 million but table games hold decreased to 24.3%, compared to 26.4% in 2007. Slot machine handle of \$853.8 million was 11.9% below the comparable period of 2007 and win per unit per day was \$225, compared to a win per unit per day of \$234 in the third guarter of 2007.

Gross non-casino revenues for the quarter were \$190.9 million, a 1.1% decrease from the third quarter of 2007. Hotel revenues were down 3.9% to \$65.3 million during the quarter. Wynn Las Vegas achieved an Average Daily Rate (ADR) of \$272 for the quarter, compared to \$282 in the third quarter of 2007. The property's occupancy was 96.1%, compared to 96.6% during the prior year period, generating revenue per available room (REVPAR) of \$261 in the 2008 period (4.0% below the third quarter of 2007).

Food and beverage revenues increased 2.5% to \$74.6 million in the quarter, and retail revenues declined 3.8% to \$23.0 million in the quarter. Entertainment revenues were approximately \$16.0 million compared to \$17.0 million in the third quarter of 2007 as we closed Spamalot on July 13, 2008. We have begun the renovation of the theater which will feature Danny Gans in the Encore Theater commencing in February 2009.

# **Encore at Wynn Las Vegas**

We are constructing Encore on approximately 20 acres on the Las Vegas Strip, immediately adjacent to Wynn Las Vegas. Encore will include a 2,034 all-suite hotel tower, an approximately 72,000 square foot casino, additional convention and meeting space, as well as five restaurants, a nightclub, swimming pools, a spa and salon and retail outlets. Encore is expected to open in December 2008 and our project budget is approximately \$2.3 billion for Encore and related capital improvements. Encore at Wynn Las Vegas is fully financed.

As of September 30, 2008, we had incurred approximately \$1.8 billion of project costs related to the development and construction of Encore and related capital improvements.

#### Wynn Macau Third Quarter Results

In the third quarter of 2008, Wynn Macau generated net revenues of \$474.8 million compared to \$347.7 million for the third quarter of 2007. Adjusted property EBITDA increased 14.5% to \$106.3 million (with a 22.4% EBITDA margin on net revenue) compared to \$92.8 million in the third quarter of 2007. In December 2007, we completed the Wynn Macau expansion, adding approximately 75,000 square feet of gaming space and 20,000 square feet of retail space including 11

new boutiques. EBITDA at Wynn Macau during this quarter was also reduced by an \$11.0 million increase in bad debt reserves based solely on the current global economic uncertainty.

Table games results are segregated into two distinct reporting categories, the VIP segment and the mass market segment.

Table games turnover in the VIP segment increased 35.6% to \$13.3 billion for the period, compared to \$9.8 billion for the third quarter of 2007. VIP table games win as a percentage of turnover (calculated before discounts and commissions) was 3.10%, just above the top end of the expected range of 2.7% to 3.0% and higher than the 2.96% in the comparable period of 2007.

Table games drop in the mass market category was approximately \$568.8 million during the period, a 19.7% increase from \$475.4 million in the third quarter of 2007. Mass market table games win percentage (calculated before discounts) of 20.3% was in-line with the win percentage in the third quarter of 2007 and above our expected range of 18% to 20%.

Slot machine win increased 103.2% compared to the third quarter of 2007. Win per unit per day was \$366, a 19.7% decline from the third quarter of 2007 due to the increase in the average number of slot machines from 486 to 1,230 slots.

Wynn Macau achieved an Average Daily Rate (ADR) of \$272 for the quarter, compared to \$245 in the third quarter of 2007. The property's occupancy was 86.2%, compared to 91.9% during the prior year period, generating revenue per available room (REVPAR) of \$234 in the 2008 period (4.2% higher than in 2007).

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

Wynn Macau currently features approximately 600 hotel rooms and suites, 380 table games and 1,230 slot machines in 205,000 square feet of casino gaming space, five restaurants, a spa and salon, lounges, meeting facilities and 46,000 square feet of retail space. Encore at Wynn Macau will add a fully-integrated resort hotel with approximately 400 luxury suites and four villas, along with restaurants and additional retail and gaming space. We expect Encore at Wynn Macau to open in the first quarter of 2010. As of September 30, 2008, we have incurred \$150.1 million of an expected \$700 million budget associated with the construction of Encore at Wynn Macau. Encore at Wynn Macau is fully financed.

#### **Other Factors Affecting Earnings**

Interest expense, net of \$24.0 million in capitalized interest, was \$40.3 million for the third quarter of 2008. Depreciation and amortization expenses were \$65.5 million and Encore at Wynn Las Vegas pre-opening expenses were \$13.9 million during the quarter. Corporate expense and other was \$17.1 million in the third quarter, including \$5.4 million in stock based compensation.

# **Balance Sheet and Capital Expenditures**

Our total cash balances at the end of the quarter were \$1.7 billion, including cash balances restricted for construction of approximately \$31 million. Total debt outstanding at the end of the quarter was \$4.9 billion, including approximately \$2.8 billion of Wynn Las Vegas debt, \$1.1 billion of Wynn Macau related debt and \$1.0 billion at Wynn Resorts, Limited. During the quarter we drew on the remaining availability under our Wynn Las Vegas Revolver and drew an additional \$500 million on our Wynn Macau facilities of which \$500 million remain available.

Capital expenditures during the third quarter of 2008, net of changes in construction payables and retention, totaled approximately \$345.0 million, primarily attributable to Encore at Wynn Las Vegas.

During the month of July, the Company repurchased 4,256,271 shares of our common stock at an average price of \$79.06 per share.

#### **Conference Call Information**

The Company will hold a conference call to discuss its results on Thursday, October 30, 2008 at 1:30 p.m. PT (4:30 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, 2007 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. 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, 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 is net income before pre-opening costs, property charges, one time tax adjustments and other, and other non-cash non-operating income and expenses. Adjusted net income and adjusted net income 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 and adjusted net income per share may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

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

		Three Months Ended September 30,			Nine Months Ended September 30,				
	20	008		2007	2008		2007		
Operating revenues:									
Casino	\$	590,576	\$	476,785	\$ 1,805,984	\$	1,425,802		
Rooms		79,603		81,631	251,676		254,719		
Food and beverage		87,607		82,451	275,627		262,560		
Entertainment, retail and other		69,306		61,237	210,418		176,103		
Gross revenues		827,092		702,104	 2,543,705		2,119,184		
Less: promotional allowances		(57,906)		(48,718)	(170,656)		(142,940)		
Net revenues		769,186		653,386	2,373,049		1,976,244		
Operating costs and expenses:									
Casino		377,322		286,434	1,165,647		840,827		
Rooms		19,317		21,340	60,060		63,681		
Food and beverage		52,607		51,463	159,403		160,671		
Entertainment, retail and other		39,436		42,084	127,310		118,631		
General and administrative		85,371		77,904	249,606		230,364		
Provision for doubtful accounts		36,296		5,741	49,012		27,844		
Pre-opening costs		13,911		1,455	26,055		4,180		
Depreciation and amortization		65,544		56,001	192,055		159,427		
Property charges and other		1,623		25,096	 31,188		51,386		
Total operating costs and expenses		691,427		567,518	2,060,336		1,657,011		
Equity in income from unconsolidated affiliates		430		428	 1,401		1,395		
Operating income		78,189		86,296	 314,114		320,628		
Other income (expense):									
Interest income		2,731		9,906	20,115		31,038		
Interest expense, net of capitalized interest		(40,263)		(34,743)	(126,513)		(107,876)		
Increase (decrease) in swap fair value		(3,588)		(4,207)	5,119		(2,348)		
Loss from extinguishment of debt		-		-	, -		(157)		
Other		(2,805)		(3,129)	(2,694)		(1,753)		
Other income (expense), net		(43,925)		(32,173)	(103,973)		(81,096)		
Income before income taxes		34,264		54,123	210,141		239,532		
Benefit (provision) for income taxes		16,866		(9,383)	 159,699		(46,837)		
Net income	\$	51,130	\$	44,740	\$ 369,840	\$	192,695		
Basic and diluted income per common share:									
Net income:									
Basic	\$	0.50	\$	0.42	\$ 3.40	\$	1.86		
Diluted*	\$	0.49	\$	0.41	\$ 3.36	\$	1.77		
Weighted average common shares outstanding:									
Basic Diluted		103,266 104,270		107,632 110,881	108,915 110,106		103,439 111,783		

<sup>\*</sup> Diluted earnings per share for the three and nine months ended September 30, 2007 include the assumption that the convertible subordinated debentures were converted into shares of common stock at January 1, 2007. Accordingly, net income used in the computation of diluted earnings per share is increased by approximately \$0.4 million and \$5.1 million, respectively, of net interest attributable to these debentures for the three and nine months ended September 30, 2007.

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

	Three Months Ended September 30,			Nine Months Ended September 30,			
	2008		2007		2008		2007
Net income Pre-opening costs Loss from extinguishment of debt (Increase) decrease in swap fair value Property charges and other Adjustment for taxes on above Recognition of foreign tax credit	13 3 1	.,130 \$ 8,911 - 8,588 -,623 6,007)	44,740 1,455 - 4,207 25,096 (2,109)	\$	369,840 26,055 (5,119) 31,188 (14,573) (140,655)	\$	192,695 4,180 157 2,348 51,386 (3,964)
Adjusted net income (2)	\$ 64	,245 \$	73,389	\$	266,736	\$	246,802
Adjusted net income per diluted share*	\$	0.62 \$	0.67	\$	2.42	\$	2.25

<sup>\*</sup> Diluted adjusted net income per share for the three and nine months ended September 30, 2007 includes the assumption that the convertible subordinated debentures were converted into shares of common stock at January 1, 2007. Accordingly, adjusted net income used in the computation of diluted adjusted net income per share is increased by approximately \$0.4 million and \$5.1 million, respectively, of net interest attributable to these debentures.

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

	Three Months Ended September 30, 2008							3	
		Wynn Las Vegas	W	nn Macau	Со	rporate and Other		Total	
Operating income (loss)	\$	(272)	\$	59,552	\$	18,909	\$	78,189	
Pre-opening costs Depreciation and amortization Property charges and other Corporate expenses, and at the control of the contr		13,911 42,269 632		22,610 991		665		13,911 65,544 1,623	
fees, royalties and other Stock-based compensation		10,906 2,636		22,051 1,084		(21,290) 1,716		11,667 5,436	
Adjusted Property EBITDA (1)	\$	70,082	\$	106,288	\$		\$	176,370	
			e Mo	nths Ended	Sep	7			
		Wynn Las Vegas	W	/nn Macau	Co	rporate and Other		Total	
Operating income	\$	35,803	\$	39,229	\$	11,264	\$	86,296	
Pre-opening costs Depreciation and amortization Property charges and other Corporate expense, management		1,423 39,881 2,404		30 15,079 22,692		2 1,041 -		1,455 56,001 25,096	
fees, royalties and other Stock-based compensation		11,579 2,092		14,215 1,589		(13,818) 1,511		11,976 5,192	
Adjusted Property EBITDA (1)	\$	93,182	\$	92,834	\$		\$	186,016	
							onths Ended mber 30,		
Adjusted Property EBITDA (1)					\$	<b>2008</b> 176,370	\$	2007 186,016	
Pre-opening costs Depreciation and amortization Property charges and other Corporate expenses and other Stock-based compensation Interest income Interest expense Decrease in swap fair value Other Benefit (provision) for income taxes						(13,911) (65,544) (1,623) (11,667) (5,436) 2,731 (40,263) (3,588) (2,805) 16,866		(1,455) (56,001) (25,096) (11,976) (5,192) 9,906 (34,743) (4,207) (3,129) (9,383)	
Net income					\$	51,130	\$	44,740	

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

	Nine Months Ended September 30, 2008								
	Wynn Las		Corporate and						
		Vegas	Wy	nn Macau		Other	_	Total	
Operating income	\$	11,435	\$	242,823	\$	59,856	\$	314,114	
Pre-opening costs		26,054		1		-		26,055	
Depreciation and amortization		122,543		67,561		1,951		192,055	
Property charges and other		21,711		9,371		106		31,188	
Corporate expense, management fees, royalties and other		31,558		68,573		(66,348)		33,783	
Stock-based compensation		7,014		2,541		4,435		13,990	
Adjusted Property EBITDA (1)	\$	220,315	\$	390,870	\$		<del></del>	611,185	
Adjusted Floperty Estisa	<u>*</u>	220,010	<u> </u>	000,010	<u> </u>		<u> </u>	011,100	
			Mon	ths Ended		September 30, 2007			
	V	Vogas	146	mn Magail	Co	rporate and Other		Total	
		Vegas	VV	nn Macau		Other	_	TOTAL	
Operating income	\$	158,237	\$	133,507	\$	28,884	\$	320,628	
Pre-opening costs		3,774		383		23		4,180	
Depreciation and amortization		112,468		44,238		2,721		159,427	
Property charges and other		4,105		46,781		500		51,386	
Corporate expense, management fees, royalties and other		34,646		36,930		(37,518)		34,058	
Stock-based compensation		6,480		2,663		5,390		14,533	
Adjusted Property EBITDA (1)	\$	319,710	\$	264,502	\$	-	\$	584,212	
		Nine Months En						nded	
			September 30						
					_	2008	_	2007	
Adjusted Property EBITDA (1)					\$	611,185	\$	584,212	
Pre-opening costs						(26,055)		(4,180)	
Depreciation and amortization						(192,055)		(159,427)	
Property charges and other						(31,188)		(51,386)	
Corporate expenses and other						(33,783)		(34,058)	
Stock-based compensation						(13,990)		(14,533)	
Interest income						20,115		31,038	
Interest expense						(126,513)		(107,876)	
Increase (decrease) in swap fair value						5,119		(2,348)	
Loss from extinguishment of debt						-		(157)	
Other						(2,694)		(1,753)	
Benefit (provision) for income taxes						159,699		(46,837)	
Net income					\$	369,840	\$	192,695	

SUPPLEMENTAL DATA SCHEDULE

	Three Mon	ths Ended	Nine Months Ended				
	September 30, 2008	September 30, 2007	September 30, 2008	September 30, 2007			
Room Statistics for Wynn Las Vegas:							
Occupancy %	96.1%	96.6%	96.1%	96.6%			
Average Daily Rate (ADR) <sup>1</sup>	\$272	\$282	\$291	\$301			
Revenue per available room (REVPAR) <sup>2</sup>	\$261	\$272	\$280	\$291			
Other information for Wynn Las Vegas:							
Table games win per unit per day <sup>3</sup>	\$10,062	\$9,516	\$8,809	\$10,799			
Table Win %	24.3%	26.4%	21.6%	26.0%			
Slot machine win per unit per day <sup>4</sup>	\$225	\$234	\$228	\$253			
Average number of table games	139	143	139	140			
Average number of slot machines	1,956	1,977	1,950	1,963			
Room Statistics for Wynn Macau:							
Occupancy %	86.2%	91.9%	87.5%	87.7%			
Average Daily Rate (ADR) <sup>1</sup>	\$272	\$245	\$275	\$249			
Revenue per available room (REVPAR) <sup>2</sup>	\$234	\$225	\$241	\$218			
Other information for Wynn Macau:							
Table games win per unit per day <sup>3</sup>	\$15,136	\$16,686	\$16,205	\$16,478			
Slot machine win per unit per day <sup>4</sup>	\$366	\$456	\$345	\$477			
Average number of table games	379	252	381	248			
Average number of slot machines	1,230	486	1,243	459			

- (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 (less service charges, if any) 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.

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