

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): May 5, 2008

**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 May 5, 2008, two of Wynn Resorts, Limited's wholly owned subsidiaries, Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (together, the "Issuers"), completed their offer to exchange up to \$400 million of their outstanding 6 <sup>5</sup>/<sub>8</sub>% First Mortgage Notes issued on November 6, 2007 due 2014 (the "Original Notes") for 6 <sup>5</sup>/<sub>8</sub>% First Mortgage Notes due 2014 that have been registered under the Securities Act of 1933, as amended (the "New Notes"). The exchange offer was made in order to satisfy certain obligations of the Issuers contained in a Registration Rights Agreement, dated November 6, 2007.

The exchange offer expired at 5:00 p.m., New York City time, on April 29, 2008. All \$400 million in aggregate principal amount of the Original Notes were exchanged. The New Notes are substantially identical to the Original Notes, 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.

---

## 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: May 5, 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: May 5, 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