

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): July 21, 2010

**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 July 21, 2010, Wynn Resorts, Limited (“Wynn Resorts”) issued a press release announcing the pricing by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp., each a direct or indirect wholly owned subsidiary of Wynn Resorts, of \$1,320,000,000 aggregate principal amount of 7¾% First Mortgage Notes due 2020. A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release, dated July 21, 2010, 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: July 21, 2010

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: July 21, 2010

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

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**Wynn Resorts, Limited Announces Pricing of Private Offering of \$1,320,000,000 Aggregate Principal Amount of Wynn Las Vegas First Mortgage Notes due 2020**

LAS VEGAS, July 21, 2010 (BUSINESS WIRE) --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 \$1,320,000,000 aggregate principal amount of 7¾% First Mortgage Notes due 2020. The notes will be issued at 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 along with the proceeds of a capital contribution from Wynn Resorts, Limited to purchase, and pay consent payments for, any and all of the issuers' 6½% First Mortgage Notes due 2014 (the "2014 notes") that are validly tendered and accepted for payment pursuant to Wynn Las Vegas, LLC's concurrent offer to purchase and consent solicitation with respect to the 2014 notes and to redeem any 2014 notes not tendered.

The notes will rank pari passu in right of payment with borrowings under Wynn Las Vegas, LLC's credit facilities, the 2014 notes, its existing 7½% First Mortgage Notes due 2017 (the "2017 notes") and its existing 7½% First Mortgage Notes due 2020 (the "existing 2020 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 on an equal and ratable basis (with certain exceptions) by a first priority lien on substantially all of the existing and future assets of the issuers and guarantors, and, subject to prior approval from the Nevada gaming authorities, 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, the 2014 notes, the 2017 notes and the existing 2020 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.

**Forward-Looking Statements**

This release contains forward-looking statements about Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp., including those related to the offering of notes and whether or not Wynn Las Vegas, LLC 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, Limited or the issuers. The risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, 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 Wynn Las Vegas, LLC's Annual Report on Form 10-K for the year ended December 31, 2009 and Wynn Las Vegas, LLC's other periodic reports filed with the Securities and Exchange Commission. Neither Wynn Resorts, Limited 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.

SOURCE: Wynn Resorts, Limited

**CONTACT:**

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