

WYNN RESORTS LTD  
Form 8-K  
February 10, 2015

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): February 10, 2015

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.)
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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.)
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3131 Las Vegas Boulevard South Las Vegas, Nevada (Address of principal executive offices of each registrant) (702) 770-7555 (Registrant's telephone number, including area code) Not Applicable (Former name or former address, if changed since last report)	89109 (Zip Code)
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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 February 10, 2015, Wynn Resorts, Limited (“Wynn Resorts”) issued a press release announcing that its indirect wholly owned subsidiary, Wynn Las Vegas, LLC (“Wynn Las Vegas”), has commenced a cash tender offer for any and all of the outstanding \$1,226.6 million aggregate principal amount of 7¾% First Mortgage Notes due 2020 and any and all of its outstanding \$377.01 million aggregate principal amount of 7 % First Mortgage Notes due 2020, in each case issued by Wynn Las Vegas and Wynn Las Vegas Capital Corp, an indirect wholly owned subsidiary of Wynn Resorts (“Wynn Las Vegas Capital”). A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

Separately, on February 10, 2015, Wynn Resorts issued a press release announcing that Wynn Las Vegas and Wynn Las Vegas Capital plan to offer \$1,750.0 million aggregate principal amount of Senior Notes due 2025 (the “2025 notes”). This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2025 notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. A copy of the press release is attached hereto as Exhibit 99.2 and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Press release, dated February 10, 2015, of Wynn Resorts, Limited.

99.2 Press release, dated February 10, 2015, 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.

**WYNN RESORTS, LIMITED**

Dated: February 10, 2015

By: /s/ Stephen Cootey  
Stephen Cootey  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

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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.

Dated: February 10, 2015

WYNN LAS VEGAS, LLC

By: Wynn Resorts Holdings, LLC  
its sole member

By: Wynn Resorts, Limited  
its sole member

By: /s/ Stephen Cootey  
Stephen Cootey  
Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)

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EXHIBIT INDEX

Exhibit No. Description

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|------|---|
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