

WYNN RESORTS LTD  
Form 8-K  
May 15, 2013

**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, as Amended

Date of Report (Date of earliest event reported): May 15, 2013

**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)

**(702) 770-7555**

**89109**  
(Zip Code)

(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-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01 Other Events.**

On May 15, 2013, 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 \$500.0 million aggregate principal amount of 7<sup>7</sup>/<sub>8</sub>% First Mortgage Notes due 2017 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 May 15, 2013, Wynn Resorts issued a press release announcing that Wynn Las Vegas and Wynn Las Vegas Capital plan to offer \$500.0 million aggregate principal amount of Senior Notes due 2023 (the 2023 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 2023 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.

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release, dated May 15, 2013, of Wynn Resorts, Limited. |
| 99.2               | Press release, dated May 15, 2013, 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: May 15, 2013

**WYNN RESORTS, LIMITED**

By: /s/ Matt Maddox

Name: Matt Maddox

Title: 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 15, 2013

**WYNN LAS VEGAS, LLC**

By: Wynn Resorts Holdings, LLC,  
its sole member

By: Wynn Resorts, Limited,  
its sole member

By: /s/ Matt Maddox  
Name: Matt Maddox  
Title: Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                     |
|--------------------|--|
| 99.1               | Press release, May 15, 2013, of Wynn Resorts, Limited. |
| 99.2               | Press release, May 15, 2013, of Wynn Resorts, Limited. |