

**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): September 24, 2014

WYNN LAS VEGAS, LLC

(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

333-100768
(Commission File Number)

88-0494875
(I.R.S. Employer
Identification No.)

3131 Las Vegas Boulevard South - Las Vegas, Nevada 89109
(Address of principal executive offices) (Zip Code)

(702) 770-7555
(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 24, 2014, Wynn Las Vegas, LLC (the “Company”) amended its Articles of Organization by filing a Certificate of Amendment to Articles of Organization (“Amendment”) with the Nevada Secretary of State. The Amendment permits the Company to make any distribution of profits and contributions that otherwise would be prohibited by Section 86.343(1)(b) of the Nevada Revised Statutes (the “NRS”). The Company remains subject to the condition set forth in NRS 86.343(1)(a), which prohibits a distribution of the Company’s profits and contributions if, after giving effect to the distribution, the Company would not be able to pay its debts as they become due in the usual course of business. The foregoing description of the Amendment is qualified in its entirety by the full text of the Amendment filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to Articles of Organization of Wynn Las Vegas, LLC.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: September 25, 2014

WYNN LAS VEGAS, LLC

By: Wynn Resorts Holdings, LLC
its sole member

By: Wynn Resorts, Limited
its sole member

By: /s/ Kim Sinatra

Name: Kim Sinatra

Title: Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment to Articles of Organization of Wynn Las Vegas, LLC.



ROSS MILLER
 Secretary of State
 204 North Carson Street, Suite 1
 Carson City, Nevada 89701-4520
 (775) 684-5708
 Website: www.nvsos.gov



091201

**Amendment to
 Articles of Organization**
 (PURSUANT TO NRS 86.221)

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number 20140683371-55 Filing Date and Time 09/24/2014 4:20 PM Entity Number LLC3904-2001
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Organization
For a Nevada Limited-Liability Company
 (Pursuant to NRS 86.221)

1. Name of limited-liability company:

Wynn Las Vegas, LLC

2. The company is managed by: Managers **OR** Members
 (check only one box)

3. The articles have been amended as follows: (provide article numbers, if available)*

A new Article VIII is hereby added:
 Article VIII (Special Provision Regarding Distributions): Notwithstanding anything to the contrary in these articles of organization or any operating agreement of the Company, the Company is hereby specifically permitted to make any distribution that otherwise would be prohibited by Section 86.343(1)(b) of the Nevada Revised Statutes.

4. Effective date and time of filing: (optional) Date: Time:
 (must not be later than 90 days after the certificate is filed)

5. Signature (must be signed by at least one manager or by a managing member):

X 

 Signature

* 1) If amending company name, it must contain the words "Limited-Liability Company," "Limited Company," or "Limited," or the abbreviations "Ltd.," "L.L.C.," or "L.C.," "LLC" or "LC." The word "Company" may be abbreviated as "Co."
 2) If adding managers, provide names and addresses.

FILING FEE: \$175.00

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
 This form must be accompanied by appropriate fees.

Nevada Secretary of State 86.221 LLC Amendment
 Revised: 8-31-11

