

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**

May 12, 2004

Date of Report (Date of earliest event reported)

Wynn Resorts, Limited

(Exact Name of Registrant as Specified in its Charter)

Nevada

000-50028

46-0484987

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS 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)

Item 5. Other Events and Required FD Disclosure.

On May 12, 2004, the Registrant issued a press release, filed herewith as Exhibit 99.1 and by this reference incorporated herein, announcing the completion of an underwritten public offering of 7,000,000 shares of its common stock at a price of \$38.75 per share. The net proceeds to the Registrant, after deducting discounts and commissions and estimated expenses, were approximately \$267.9 million.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated May 12, 2004, by 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 13, 2004

Wynn Resorts, Limited

By: /s/ John Strzemp

John Strzemp
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press Release, dated May 12, 2004, by Wynn Resorts, Limited.

WYNN RESORTS COMPLETES COMMON STOCK OFFERING

LAS VEGAS – (BUSINESS WIRE) – May 12, 2004 – Wynn Resorts, Limited (Nasdaq:WYNN) announced the completion of an underwritten public offering of 7,000,000 shares of its common stock at a price of \$38.75 per share. The net proceeds to Wynn Resorts, after deducting discounts and commissions and estimated expenses, were approximately \$267.9 million.

Deutsche Bank Securities Inc. acted as sole book-running manager of the offering. J.P. Morgan Securities Inc., Banc of America Securities LLC and Bear, Stearns & Co. Inc. acted as co-managers.

Wynn Resorts intends to use a portion of the proceeds from the offering to redeem a portion of the outstanding 12% Second Mortgage Notes due 2010 of Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. Wynn Resorts intends to use the remaining net proceeds from this offering to help finance the first casino resort to be developed in Macau Special Administrative Region of the People's Republic of China by its subsidiary Wynn Resorts (Macau), S.A., and for general corporate purposes, including possibly financing potential future acquisitions or other investments.

The shares were issued pursuant to an effective shelf registration on file with the SEC. A prospectus supplement relating to the offering has been filed with the Securities and Exchange Commission and is available on the SEC's website at www.sec.gov. Copies of the prospectus supplement relating to this offering may be obtained from Deutsche Bank Securities Inc., Attn: Syndicate, 60 Wall Street, 4th Floor, New York, New York 10005.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of such securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

This press release contains "forward-looking statements" within the meaning of the federal securities laws. The forward-looking statements in this press release involve risks and uncertainties which could cause actual results to differ from those expressed in or implied by the statements herein. Additional information concerning potential factors that could affect the company's future results is included under the caption "Risk Factors" in Item 1 of Wynn Resorts' annual report on Form 10-K for the year ended December 31, 2003.

CONTACT:

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SOURCE: Wynn Resorts, Limited