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WYNN RESORTS LTD
Form POS AM
September 12, 2005

As filed with the Securities and Exchange Commission on September 12, 2005
Registration Nos. 333-111064, 333-111064-01

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

WYNN RESORTS, LIMITED
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation or Organization)

46-0484987
(IRS Employer Identification No.)

3131 Las Vegas Boulevard South
Las Vegas, Nevada 89109
(702) 770-7555
(Address, Including Zip Code, and Telephone Number, Including
Area Code, of Registrant's Principal Executive Offices)

and Other Registrant
(See Table of Other Registrants Listed Below)

Ronald J. Kramer
Wynn Resorts, Limited
3131 Las Vegas Boulevard South
Las Vegas, Nevada 89109
(702) 770-7555
(Name, Address, Including Zip Code, and Telephone Number, Including
Area Code, Of Agent For Service)

With Copies To:

Marc H. Rubinstein
Wynn Resorts, Limited
3131 Las Vegas Boulevard South
Las Vegas, Nevada 89109
(702) 770-7555

Jerome L. Coben
Skadden, Arps, Slate, Meagher & Flom LLP
300 South Grand Avenue, Suite 3400
Los Angeles, California 90071
(213) 687-5000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From

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time to time after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. |_ |

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. |_ |

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. |_ |

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. |_ |

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. |_ |

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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TABLE OF OTHER REGISTRANTS

Exact Name of Registrant as Specified in its Charter*	State or Other Jurisdiction of Incorporation or Organization	IRS Employer Identification No.
Wynn Resorts Funding, LLC	Nevada	57-1175569

* The address and telephone number of the principal executive offices of Wynn Resorts Funding, LLC are the same as those of Wynn Resorts, Limited.

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EXPLANATORY NOTE

Wynn Resorts, Limited ("Wynn Resorts") and Wynn Resorts Funding, LLC (the "Guarantor") previously filed a Registration Statement on Form S-3 (File

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Nos. 333-111064, 333-111064-01) on December 10, 2003, which was then amended by (i) Amendment No. 1 filed on February 2, 2004, (ii) Post-Effective Amendment No. 1 filed on March 17, 2004 and (iii) Post-Effective Amendment No. 2 filed on May 20, 2004 (as so amended, the "Registration Statement"), which registered:

- o \$250,000,000 aggregate principal amount of Wynn Resorts' 6% Convertible Subordinated Debentures due 2015 (the "Debentures");
- o the guarantees of the Debentures by the Guarantor; and
- o shares of Wynn Resorts' common stock, par value \$0.01 per share, issuable upon conversion of the Debentures.

The purpose of this Post-Effective Amendment No. 3 to the Registration Statement is to remove from registration any securities previously registered under the Registration Statement that remain unsold as of the effectiveness of this Post-Effective Amendment No. 3.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Las Vegas, State of Nevada, on this 12th day of September, 2005.

WYNN RESORTS, LIMITED

By: /s/ Stephen A. Wynn

Stephen A. Wynn
Chairman of the Board and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 3 to Form S-3 Registration Statement has been signed by the following persons in the capacities indicated, on September 12, 2005.

/s/ Stephen A. Wynn

Stephen A. Wynn
Chairman of the Board, Chief Executive
Officer and Director
(Principal Executive Officer)

/s/ John Strzemp

John Strzemp
Executive Vice President, Chief
Financial Officer and Treasurer
(Principal Financial and Accounting
Officer)

*

Kazuo Okada
Vice Chairman of the Board

*

Ronald J. Kramer
President and Director

*

Director

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Robert J. Miller

* _____ Director

John A. Moran

* _____ Director

Alvin V. Shoemaker

* _____ Director

Kiril Sokoloff

* _____ Director

D. Boone Wayson

* _____ Director

Elaine P. Wynn

* _____ Director

Stanley R. Zax

* _____ Director

Allan Zeman

* By: /s/ Marc H. Rubinstein

Marc H. Rubinstein
Attorney-in-fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 3 to Form S-3 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Las Vegas, State of Nevada, on this 12th day of September, 2005.

WYNN RESORTS FUNDING, LLC

By: Wynn Resorts, Limited

By: /s/ Stephen A. Wynn

Stephen A. Wynn
Chairman of the Board and Chief
Executive Officer

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/s/ Stephen A. Wynn

Stephen A. Wynn

Chairman of the Board, Chief Executive
Officer and Director of registrant's
member Wynn Resorts, Limited
(Principal Executive Officer)

/s/ John Strzemp

John Strzemp

Executive Vice President, Chief
Financial Officer and Treasurer of
registrant's member Wynn
Resorts, Limited
(Principal Financial and Accounting
Officer)