

LAS VEGAS SANDS CORP
Form 8-K
March 05, 2012

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): March 2, 2012

LAS VEGAS SANDS CORP.
(Exact name of registrant as specified in its charter)

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| NEVADA (State or other jurisdiction of incorporation) | 001-32373 (Commission File Number) | 27-0099920 (IRS Employer Identification No.) |
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| 3355 LAS VEGAS BOULEVARD SOUTH LAS VEGAS, NEVADA (Address of principal executive offices) | 89109 (Zip Code) |
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Registrant's telephone number, including area code: (702) 414-1000

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- 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))
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Item 7.01.

Regulation FD Disclosure.

On March 2, 2012, Dr. Miriam Adelson, the spouse of Sheldon G. Adelson, the Chairman and Chief Executive Officer of Las Vegas Sands Corp. ("LVSC"), exercised a warrant to purchase 87,500,175 of LVSC's common stock at an exercise price of \$6.00 per share and paid LVSC the aggregate warrant exercise price of \$525.0 million in cash. The warrant was issued as part of the investment that Dr. Adelson made in LVSC in November 2008. Following the issuance of the warrant shares, Dr. Adelson, Mr. Adelson, their family members and trusts and other entities established for their benefit beneficially own approximately 52% of LVSC's outstanding common stock.

The information in this Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 5, 2012

LAS VEGAS SANDS CORP.

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|--------|---|
| By: | /s/ Kenneth J. Kay |
| Name: | Kenneth J. Kay |
| Title: | Executive Vice President & Chief Financial Officer |