

LAS VEGAS SANDS CORP  
Form 8-K  
November 24, 2008

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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)      November 19, 2008

**LAS VEGAS SANDS CORP.**  
(Exact name of registrant as specified in its charter)  
**NEVADA**  
(State or other jurisdiction of incorporation)

**001-32373**  
(Commission File Number)

**27-0099920**  
(I.R.S. Employer Identification No.)

**3355 LAS VEGAS BOULEVARD SOUTH  
LAS VEGAS, NEVADA**  
(Address of principal executive offices)

**89109**  
(Zip Code)

**(702) 414-1000**  
(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 filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

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- 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))
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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On November 19, 2008, the Company notified the New York Stock Exchange (the "NYSE") that Andrew R. Heyer had resigned as a member of its Board of Directors and all committees of the Board on which he served, including the Audit Committee. As a result, the membership of the Company's Audit Committee was reduced to two directors.

On November 20, 2008, the Company received a notice from the NYSE that the Company is deficient in meeting the requirements of Section 303.07(a) of the NYSE's Listed Company Manual that requires that the audit committee of a listed company have three members.

On November 24, 2008, the Company's Board of Directors elected Michael A. Leven, a current member of the Board of Directors, to serve as a member of the Audit Committee. As a result, the Company is now in compliance with the requirements of Section 303.07(a) of the NYSE's Listed Company Manual.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On November 19, 2008, Andrew R. Heyer resigned as a member of the Company's Board of Directors, due to the increased demands on his time related to his personal business interests.

**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: November 24, 2008

**LAS VEGAS SANDS CORP.**

By: /s/ Scott D. Henry  
Name: Scott D. Henry

Title: Senior Vice President, Finance