

LAS VEGAS SANDS CORP  
 Form 5  
 February 14, 2017

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**Adelson Miriam**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**LAS VEGAS SANDS CORP [LVS]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

**3355 LAS VEGAS BOULEVARD SOUTH**  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
**12/31/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**LAS VEGAS, NV 89109**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4)                    |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|--|
| Common Stock                    | 01/29/2016                           | Â  | G <sup>(1)</sup>               | 388,100   | A \$ 0 3,548,425   | I  | By a trust for the benefit of one or more members of the Adelson family. |
|                                 | 01/29/2016                           | Â  | G <sup>(1)</sup>               | 139,939   | A \$ 0 570,820   | I  |  |

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|              |            |   |                        |           |   |      |           |   |  |
|--------------|------------|---|------------------------|-----------|---|------|-----------|---|--|
| Common Stock |            |   |                        |           |   |      |           |   | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 01/29/2016 | Â | <u>G<sup>(1)</sup></u> | 121,700   | A | \$ 0 | 3,670,125 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 01/29/2016 | Â | <u>G<sup>(1)</sup></u> | 168,000   | A | \$ 0 | 3,838,125 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 01/29/2016 | Â | <u>G<sup>(1)</sup></u> | 1,500,000 | D | \$ 0 | 2,338,125 | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/27/2016 | Â | <u>G<sup>(1)</sup></u> | 1,500,000 | D | \$ 0 | 838,125   | I | By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/27/2016 | Â | <u>G<sup>(1)</sup></u> | 286,964   | A | \$ 0 | 1,125,089 | I | By a trust for the benefit of  |

|              |            |   |                        |           |   |      |           |   |  |
|--------------|------------|---|------------------------|-----------|---|------|-----------|---|--|
| Common Stock | 04/27/2016 | Â | <u>G<sup>(1)</sup></u> | 481,000   | A | \$ 0 | 1,606,089 | I | one or more members of the Adelson family.<br>By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 04/27/2016 | Â | <u>G<sup>(1)</sup></u> | 510,200   | A | \$ 0 | 2,116,289 | I | By a trust for the benefit of one or more members of the Adelson family.   |
| Common Stock | 07/27/2016 | Â | <u>G<sup>(1)</sup></u> | 1,500,000 | D | \$ 0 | 616,289   | I | By a trust for the benefit of one or more members of the Adelson family.   |
| Common Stock | 07/27/2016 | Â | <u>G<sup>(1)</sup></u> | 464,100   | A | \$ 0 | 1,080,389 | I | By a trust for the benefit of one or more members of the Adelson family.   |
| Common Stock | 11/07/2016 | Â | <u>G<sup>(1)</sup></u> | 404,700   | A | \$ 0 | 1,485,089 | I | By a trust for the benefit of one or more members  |

|              |            |   |                  |           |   |      |             |   |  |
|--------------|------------|---|------------------|-----------|---|------|-------------|---|--|
| Common Stock | 11/07/2016 | Â | G <sup>(1)</sup> | 500,700   | A | \$ 0 | 1,985,789   | I | of the Adelson family.<br>By a trust for the benefit of one or more members of the Adelson family. |
| Common Stock | 11/07/2016 | Â | G <sup>(1)</sup> | 1,500,000 | D | \$ 0 | 485,789     | I | By a trust for the benefit of one or more members of the Adelson family.                           |
| Common Stock | Â          | Â | Â                | Â         | Â | Â    | 93,779,145  | D | Â  |
| Common Stock | Â          | Â | Â                | Â         | Â | Â    | 12,566,710  | I | By an Adelson family investment vehicle.   |
| Common Stock | Â          | Â | Â                | Â         | Â | Â    | 219,244,113 | I | By other trusts for the benefit of one or more members of the Adelson family not reported above.   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Price of Underlying Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Adelson Miriam<br>3355 LAS VEGAS BOULEVARD SOUTH<br>LAS VEGAS, NV 89109 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Miriam Adelson  
02/14/2017  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The shares were transferred for no consideration among one or more members of or trusts for the benefit of the Adelson family.

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