

LAS VEGAS SANDS CORP
Form 8-K
December 29, 2010

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): December 29, 2010

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.

Michael A. Leven, President and Chief Operating Officer and a Director of Las Vegas Sands Corp. (the “company”), has adopted a pre-arranged stock trading plan to exercise and sell a portion of his company stock options over time as part of his individual long-term strategy for asset diversification, tax and family planning. The stock trading plan was adopted in accordance with guidelines specified under Rule 10b5-1 of the Securities Exchange Act of 1934 and the company’s policies regarding stock transactions.

Under his 10b5-1 plan, Mr. Leven plans to sell up to 1,758,349 shares of company stock during 2011, with 133,349 stock option shares planned to be exercised and sold in January 2011, 125,000 stock option shares planned to be exercised and sold in February 2011 and 150,000 stock option shares planned to be exercised and sold in each month from March through December 2011. If Mr. Leven completes all the planned option exercises and sales under his stock trading plan, he would retain common and vested and unvested restricted stock ownership and vested and unvested options to acquire a total of 1,863,612 shares of company stock. This amount includes 350,000 shares of restricted stock to be granted to Mr. Leven on January 1, 2011 under his previously announced new employment agreement.

The transactions under this plan will be disclosed publicly through Form 144 and Form 4 filings with the Securities and Exchange Commission.

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 December 29, 2010

LAS VEGAS SANDS CORP.

By: /s/ Gayle M. Hyman
Name: Gayle M. Hyman
Title: Senior Vice President and
General Counsel