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LAS VEGAS SANDS CORP  
Form 8-K  
June 22, 2006

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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): June 20, 2006

LAS VEGAS SANDS CORP.

-----  
(Exact name of registrant as specified in its charter)

NEVADA

-----  
(State or other jurisdiction of incorporation)

001-32373

27-0099920

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(Commission File Number)

(IRS Employer Identification No.)

3355 LAS VEGAS BOULEVARD SOUTH  
LAS VEGAS, NEVADA

89109

-----  
(Address of principal executive offices)

(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):

☐ 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

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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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On June 20, 2006, Las Vegas Sands Corp. ("LVSC") and its wholly-owned subsidiary, Las Vegas Sands, LLC ("LVSLLC" and, together with LVSC, the "Company"), entered into Amendment No. 1 (the "Amendment") to the Employment Agreement, dated as of November 18, 2004 (the "Employment Agreement"), among LVSC, LVSLLC and Scott D. Henry. The Amendment is effective as of June 8, 2006.

The Amendment provides for the previously announced change in Mr. Henry's position from Chief Financial Officer to Senior Vice President, Finance of the Company. In addition, Mr. Henry has waived his right to resign from the Company for Good Reason (as defined in the Employment Agreement) as a result of the Amendment.

### 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: June 20, 2006

LAS VEGAS SANDS CORP.

By: /s/ Sheldon G. Adelson

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Name: Sheldon G. Adelson  
Title: Chairman of the Board and  
Chief Executive Officer