

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Post-effective Amendment No. 1
to
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

VAIL RESORTS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	7990 (Primary Standard Industrial Classification Code Number)	51-0291762 (I.R.S. Employer Identification Number)
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Post Office Box 7
Vail, Colorado 81658
(970) 845-2500
(Address, including zip code,
and telephone number,
including area code, of
registrant's principal
executive offices)

Martha D. Rehm, Esq.
Senior Vice President and General Counsel
Vail Resorts, Inc.
Post Office Box 7
Vail, Colorado 81658
(970) 845-2500
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copy to:
James J. Clark, Esq.
Luis R. Penalver, Esq.
Cahill Gordon & Reindel LLP
80 Pine Street
New York, New York 10005
(212) 701-3000

Approximate date of commencement of proposed issuance of the securities to the public: Not Applicable.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"), other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

DEREGISTRATION OF SECURITIES

On January 28, 1997, Vail Resorts, Inc. ("Vail") filed a registration statement on Form S-8 (No. 333-20523) (the "Registration Statement"), to register 250,000 shares of its common stock, par value \$0.01 per share ("Common Stock") and an indeterminate amount of interests in the Vail Associates, Inc. 401(k) Retirement Plan (the "Plan"). No shares of Common Stock or interests in the Plan are outstanding under the Registration Statement. Vail hereby deregisters all of the shares of Common Stock and the interests in the Plan covered by the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 22nd day of December, 2004.

VAIL RESORTS, INC.

By: /s/ Jeffrey W. Jones

Name: Jeffrey W. Jones
Title: Chief Financial Officer and
Senior Vice President

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Adam M. Aron ----- Adam M. Aron	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	December 22, 2004
/s/ Jeffrey W. Jones ----- Jeffrey W. Jones	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	December 22, 2004
----- John J. Hannan	Director	
----- Roland A. Hernandez	Director	
/s/ Robert A. Katz ----- Robert A. Katz	Director	December 22, 2004
/s/ Joe R. Micheletto ----- Joe R. Micheletto	Director	December 22, 2004
----- John F. Sorte	Director	
/s/ William P. Stiritz ----- William P. Stiritz	Director	December 22, 2004

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Vail, Colorado on the 22nd day of December, 2004.

VAIL ASSOCIATES, INC. 401(k) RETIREMENT PLAN

By: /s/ Frederick S. Smith

Name: Frederick S. Smith
Title: Vice President - Human Resources

