

**UNITED STATES
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): February 9, 2023

WYNN RESORTS, LIMITED

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)
3131 Las Vegas Boulevard South
Las Vegas, Nevada
(Address of principal executive offices)

000-50028
(Commission
File Number)

46-0484987
(I.R.S. Employer
Identification No.)

89109
(Zip Code)

(702) 770-7555
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01	WYNN	Nasdaq Global Select Market

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period or complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On February 9, 2023, Wynn Resorts, Limited (“Wynn Resorts”) issued a press release announcing that its indirect wholly-owned subsidiary, Wynn Resorts Finance, LLC (“Wynn Resorts Finance”), has commenced a cash tender offer for any and all of the outstanding \$600 million aggregate principal amount of 7.750% Senior Notes due 2025 issued by Wynn Resorts Finance and Wynn Resorts Capital Corp. A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

Separately, on February 9, 2023, Wynn Resorts announced that Wynn Resorts Finance and Wynn Resorts Capital Corp. plan to offer \$600 million aggregate principal amount Senior Notes due 2031 (the “Notes”). A copy of the press release is attached hereto as Exhibit 99.2 and is hereby incorporated by reference.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other security and shall not constitute an offer, solicitation or sale of the Notes or any other security in any jurisdiction in which such offering, solicitation or sale would be unlawful. The Notes being offered in the offering will not be and have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

Forward-Looking Statements

This Report, including Exhibits 99.1 and 99.2, contains “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon management’s current expectations, beliefs, assumptions and estimates, and on information currently available to us, all of which are subject to change, and are not guarantees of timing, future results or performance. These forward-looking statements involve certain risks and uncertainties and other factors that could cause actual results to differ materially from those indicated in such forward-looking statements, as discussed further in the attached press release.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated February 9, 2023, of Wynn Resorts, Limited
99.2	Press release, dated February 9, 2023, of Wynn Resorts, Limited

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 9, 2023

WYNN RESORTS, LIMITED

By: /s/ Julie Cameron-Doe

Julie Cameron-Doe

Chief Financial Officer

(Principal Financial and Accounting Officer)

Wynn Resorts Announces Commencement of Tender Offer for Cash by Wynn Resorts Finance, LLC for Any and All of its 7.750% Senior Notes due 2025

LAS VEGAS, February 9, 2023 (BUSINESS WIRE) — Wynn Resorts, Limited (NASDAQ:WYNN) (“Wynn Resorts”) announced today that its indirect wholly-owned subsidiary, Wynn Resorts Finance, LLC, (“Wynn Resorts Finance”) has commenced a cash tender offer (the “Tender Offer”) for any and all of the outstanding \$600 million aggregate principal amount of 7.750% Senior Notes due 2025 (the “2025 Notes”) of Wynn Resorts Finance and Wynn Resorts Capital Corp.

The Tender Offer is scheduled to expire at 5:00 P.M., New York City time, on February 15, 2023 unless extended or earlier terminated (such time, as may be extended, the “Expiration Time”). Holders who validly tender their 2025 Notes prior to the Expiration Time will be eligible to receive \$1,024.50 for each \$1,000 principal amount of 2025 Notes.

Completion of the Tender Offer is subject to certain market and other conditions, including the completion by Wynn Resorts Finance and Wynn Resorts Capital Corp. (the “Issuers”) of new debt financing on terms and conditions satisfactory to the Issuers. Settlement of the Tender Offer is expected to occur one business day following the Expiration Time, unless terminated (other than with respect to Notes tendered pursuant to the guaranteed delivery procedures described in the Offer to Purchase, with respect to which settlement is expected to occur three business days after the Expiration Time).

Tendered Notes may be withdrawn at any time at or prior to the Expiration Time.

This press release shall not constitute an offer to purchase or the solicitation of an offer to sell the 2025 Notes. The complete terms and conditions of the Tender Offer are described in the Offer to Purchase dated as of February 9, 2023, the related Letter of Transmittal and a Notice of Guaranteed Delivery, copies of which may be obtained from D.F. King & Co., Inc., the tender and information agent for the Tender Offer, at <http://www.wynn@dfking.com>, by telephone at (800) 431-9646 (U.S. toll free) and (212) 269-5550 (banks and brokers) or in writing at D.F. King & Co., Inc., 48 Wall Street, 22nd Floor, New York, NY 10005, Attention: Michael Horthman.

Wynn Resorts Finance has engaged Deutsche Bank Securities Inc. to act as the dealer manager in connection with the Tender Offer. Questions regarding the terms of the Tender Offer may be directed to Deutsche Bank Securities Inc. by telephone at (855) 287-1922 (U.S. toll-free) and (212) 250-7527 (collect).

Forward-Looking Statements

This release contains forward-looking statements, including those related to the tender for 2025 Notes and whether or not Wynn Resorts Finance will consummate the tender offer. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those we express in these forward-looking statements, including, but not limited to, adverse macroeconomic conditions and their impact on levels of income and consumer discretionary spending, changes in interest rates, inflation, a decline in general economic activity or recession in the U.S. and/or global economies, the COVID-19 pandemic and the reimposition of restrictions on the general public or certain activities, extensive regulation of our business, pending or future legal proceedings, ability to maintain gaming licenses and concessions, dependence on key employees, general global political conditions, adverse tourism trends, dependence on a limited number of resorts, competition in the casino/hotel and resort industries, uncertainties over the development and success of new gaming and resort properties, construction risks, cybersecurity risk and our leverage and debt service. Additional information concerning potential factors that could affect Wynn Resorts’ financial results is included in Wynn Resorts’ Annual Report on Form 10-K for the year ended December 31, 2021, as supplemented by Wynn Resorts’ other periodic reports filed with the Securities and Exchange Commission from time to time. Neither Wynn Resorts nor Wynn Resorts Finance are under any obligation to (and expressly disclaim any such obligation to) update or revise their forward-looking statements as a result of new information, future events or otherwise, except as required by law.

SOURCE:

Wynn Resorts, Limited

CONTACT:

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702-770-7000

investorrelations@wynnresorts.com

Wynn Resorts Announces Private Offering of \$600 million of Wynn Resorts Finance Senior Notes due 2031

LAS VEGAS, February 9, 2023 (BUSINESS WIRE) - Wynn Resorts, Limited (NASDAQ: WYNN) (“Wynn Resorts”) announced today that Wynn Resorts Finance, LLC (“Wynn Resorts Finance”) and its subsidiary Wynn Resorts Capital Corp. (“Wynn Resorts Capital” and, together with Wynn Resorts Finance, the “Issuers”), each an indirect wholly-owned subsidiary of Wynn Resorts, are offering \$600 million aggregate principal amount of Senior Notes due 2031 (the “Notes”) in a private offering.

The Notes will initially be jointly and severally guaranteed by all of Wynn Resorts Finance’s domestic subsidiaries (collectively, the “Guarantors”) that guarantee the Issuers’ existing senior secured credit facilities (the “Senior Credit Facilities”), except Wynn Resorts Capital, which is the co-issuer of the Notes, the Issuers’ 7.750% Senior Notes due 2025 (the “2025 WRF Notes”) and the Issuers’ 5.125% Senior Notes due 2029 (the “2029 WRF Notes”). The Notes and guarantees will be senior unsecured obligations of the Issuers and the Guarantors and will rank equal in right of payment with all existing and future liabilities of the Issuers and such Guarantors that are not subordinated, including their obligations under the 2025 WRF Notes and the 2029 WRF Notes, and, with respect to Wynn Las Vegas, LLC (“Wynn Las Vegas”) and certain of its subsidiaries, their obligations under the existing senior notes issued by Wynn Las Vegas. The Notes and guarantees will be effectively subordinated to all of the Issuers’ and the Guarantors’ existing and future secured debt (to the extent of the value of the collateral securing such debt), including the Senior Credit Facilities and the existing senior notes issued by Wynn Las Vegas.

Wynn Resorts Finance plans to use the net proceeds from the offering, together with cash on hand, (i) to purchase any and all of the 2025 WRF Notes that are validly tendered and accepted for payment pursuant to the tender offer commenced by Wynn Resorts Finance on the date hereof, (ii) to redeem any 2025 WRF Notes that remain outstanding upon completion of the tender offer and (iii) to pay related fees and expenses. This press release shall not constitute an offer to purchase or the solicitation of an offer to sell the 2025 WRF Notes.

The Issuers will make the offering pursuant to an exemption under the Securities Act of 1933, as amended (the “Securities Act”). The initial purchasers of the Notes will offer the Notes only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act or outside the United States to certain persons in reliance on Regulation S under the Securities Act. The Notes have not been and will not be registered under the Securities Act or under any state securities laws. Therefore, the Issuers may not offer or sell the Notes within the United States to, or for the account or benefit of, any United States person unless the offer or sale would qualify for a registration exemption from the Securities Act and applicable state securities laws.

This press release does not constitute an offer to sell or a solicitation of an offer to buy the Notes described in this press release, nor shall there be any sale of the Notes in any state or jurisdiction in which such an offer, sale or solicitation would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Wynn Resorts Finance’s subsidiary Wynn Las Vegas intends to repurchase or redeem all of the outstanding Wynn Las Vegas 4.25% Senior Notes due 2023 with cash on hand on or after February 28, 2023 (when such notes become redeemable at a price equal to 100% of the principal amount plus accrued interest). This press release does not constitute a notice of redemption or an offer to purchase or the solicitation of an offer to sell such notes.

Forward-Looking Statements

This release contains forward-looking statements, including those related to the offering of Notes and whether or not the Issuers will consummate the offering. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those we express in these forward-looking statements, including, but not limited to, adverse macroeconomic conditions and their impact on levels of income and consumer discretionary spending, changes in interest rates, inflation, a decline in general economic activity or recession in the U.S. and/or global economies, the COVID-19 pandemic and the reimposition of restrictions on the general public or certain activities, extensive regulation of our business, pending or future legal proceedings, ability

to maintain gaming licenses and concessions, dependence on key employees, general global political conditions, adverse tourism trends, dependence on a limited number of resorts, competition in the casino/hotel and resort industries, uncertainties over the development and success of new gaming and resort properties, construction risks, cybersecurity risk and our leverage and debt service. Additional information concerning potential factors that could affect Wynn Resorts' financial results is included in Wynn Resorts' Annual Report on Form 10-K for the year ended December 31, 2021, as supplemented by Wynn Resorts' other periodic reports filed with the Securities and Exchange Commission from time to time. Neither Wynn Resorts nor the Issuers are under any obligation to (and expressly disclaim any such obligation to) update or revise their forward-looking statements as a result of new information, future events or otherwise, except as required by law.

SOURCE:

Wynn Resorts, Limited

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