

**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): May 4, 2017**

---

**WYNN RESORTS, LIMITED**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-50028**  
(Commission  
File Number)

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

**WYNN LAS VEGAS, LLC**  
(Exact name of registrant as specified in its charter)

---

**Nevada**  
(State or other jurisdiction  
of incorporation)

**333-100768**  
(Commission  
File Number)

**88-0494875**  
(I.R.S. Employer  
Identification No.)

**3131 Las Vegas Boulevard South**  
**Las Vegas, Nevada**  
(Address of principal executive offices of each registrant)

**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)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

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 for 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 May 4, 2017, Wynn Resorts, Limited ("Wynn Resorts") issued a press release announcing that its indirect wholly owned subsidiary, Wynn Las Vegas, LLC ("Wynn Las Vegas"), has commenced a cash tender offer for any and all of the outstanding \$900 million aggregate principal amount of 5.375% First Mortgage Notes due 2022, issued by Wynn Las Vegas and Wynn Las Vegas Capital Corp. ("Capital Corp."), an indirect wholly owned subsidiary of Wynn Resorts. A copy of the press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

Separately, on May 4, 2017, Wynn Resorts issued a press release announcing that Wynn Las Vegas and Capital Corp. plan to offer \$900 million aggregate principal amount of Senior Notes due 2027 (the "2027 Notes"). This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the 2027 Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of any such state. A copy of the press release is attached hereto as Exhibit 99.2 and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 4, 2017, of Wynn Resorts, Limited.
99.2	Press release, dated May 4, 2017, 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: May 4, 2017

**WYNN RESORTS, LIMITED**

By:           /s/ Craig S. Billings          

Craig S. Billings

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)



## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated May 4, 2017, of Wynn Resorts, Limited.
99.2	Press release, dated May 4, 2017, of Wynn Resorts, Limited.

**Wynn Resorts Announces Commencement of Tender Offer for Cash by Wynn Las Vegas, LLC for Any and All of its 5.375% First Mortgage Notes due 2022**

LAS VEGAS, May 4, 2017 (BUSINESS WIRE) - Wynn Resorts, Limited (NASDAQ:WYNN) announced today that its indirect wholly owned subsidiary, Wynn Las Vegas, LLC, has commenced a cash tender offer (the "Tender Offer") for any and all of its outstanding \$900 million aggregate principal amount of 5.375% First Mortgage Notes due 2022 (the "2022 Notes").

The Tender Offer is scheduled to expire at 5:00 P.M., New York City time, on May 10, 2017 unless extended or earlier terminated (such time, as may be extended, the "Expiration Time"). Holders who validly tender their 2022 Notes prior to the Expiration Time will be eligible to receive \$1,029.35 for each \$1,000 principal amount of 2022 Notes.

Completion of the Tender Offer is subject to certain market and other conditions, including the completion by Wynn Las Vegas, LLC and Wynn Las Vegas 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. Tendered Notes may be withdrawn at any time after the 60th business day after commencement of the Tender Offer if for any reason the offer has not been consummated within 60 business days after commencement.

This press release shall not constitute an offer to purchase or the solicitation of an offer to sell the 2022 Notes. The complete terms and conditions of the Tender Offer are described in the Offer to Purchase dated as of May 4, 2017, 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.dfking.com/wynn>, by telephone at (800) 967-0271 (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: Andrew Beck.

Wynn Las Vegas, LLC 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 2022 Notes and whether or not Wynn Las Vegas, LLC will consummate the tender offer. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future, and, accordingly, such results may differ from those expressed in any forward-looking statements. These risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the issuers' dependence on existing management, levels of travel, leisure and casino spending, general domestic or international economic conditions, and changes in gaming laws or regulations. Additional information concerning potential factors that could affect the issuers' financial results is included in Wynn Las Vegas, LLC's Annual Report on Form 10-K for the year ended December 31, 2016 and Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017 and Wynn Las Vegas, LLC's and Wynn Resorts, Limited's periodic reports filed with the Securities and Exchange Commission. Neither Wynn Resorts, Limited nor Wynn Las Vegas, LLC are under any obligation to (and expressly disclaim any such obligation to) update their forward-looking statements as a result of new information, future events or otherwise, except as required by law.

SOURCE: Wynn Resorts, Limited

CONTACT:

Wynn Resorts, Limited  
Craig Billings, Chief Financial Officer & Treasurer  
702-770-7000  
[investorrelations@wynnresorts.com](mailto:investorrelations@wynnresorts.com)

**Wynn Resorts Announces Private Offering of \$900 million Aggregate Principal Amount of Wynn Las Vegas Senior Notes due 2027**

LAS VEGAS, May 4, 2017 (BUSINESS WIRE) - Wynn Resorts, Limited (NASDAQ: WYNN) announced today that Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (the “issuers”), each an indirect wholly-owned subsidiary of Wynn Resorts, Limited, are offering \$900 million aggregate principal amount of Senior Notes due 2027 (the “Notes”). Wynn Las Vegas, LLC plans to use the net proceeds from the offering and cash on hand to purchase any and all of the issuers’ outstanding \$900 million aggregate principal amount of 5.375% First Mortgage Notes due 2022 (the “2022 Notes”) pursuant to a cash tender offer with respect to the 2022 Notes announced today. In addition, Wynn Las Vegas, LLC intends to satisfy and discharge the indenture governing the 2022 Notes and redeem any 2022 Notes not tendered.

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 of 1933 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.

**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. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future and, accordingly, such results may differ from those expressed in any forward-looking statements. These risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the issuers’ dependence on existing management, levels of travel, leisure and casino spending, general domestic or international economic conditions, and changes in gaming laws or regulations. Additional information concerning potential factors that could affect the issuers’ financial results is included in Wynn Las Vegas, LLC’s Annual Report on Form 10-K for the year ended December 31, 2016 and Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2017 and Wynn Las Vegas, LLC’s and Wynn Resorts, Limited’s other periodic reports filed with the Securities and Exchange Commission. Neither Wynn



Resorts, Limited nor the issuers are under any obligation to (and expressly disclaim any such obligation to) update their forward-looking statements as a result of new information, future events or otherwise, except as required by law.

SOURCE: Wynn Resorts, Limited

CONTACT:

Wynn Resorts, Limited  
Craig Billings, Chief Financial Officer & Treasurer  
702-770-7000  
[investorrelations@wynnresorts.com](mailto:investorrelations@wynnresorts.com)