

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): August 3, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 3, 2023, the Board of Directors (the “Board”) of Wynn Resorts, Limited (the “Company”) increased the size of the Board to nine members and, effective as of such date, appointed Paul Liu as a Class I director, with a term expiring at the Company's 2024 Annual Meeting of Shareholders. Mr. Liu was also appointed as a member of the Audit Committee of the Board.

The Board has affirmatively determined that Mr. Liu qualifies as an independent director under the standards set forth in the Company's Corporate Governance Guidelines and the Nasdaq's listing standards. Mr. Liu will participate in the standard compensation arrangements for the Company's non-employee directors, as described in the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on March 22, 2023, the description of which is incorporated herein by reference.

Mr. Liu does not have any arrangements or understandings with any other person pursuant to which he was appointed as a director. Mr. Liu has not previously been employed by the Company, has no family relationships with any of the Company's executive officers or directors and has not been a participant in any transactions requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On August 7, 2023, the Company issued a press release relating to the board appointment. This press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or incorporated by reference in any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated August 7, 2023, of Wynn Resorts, Limited.
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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: August 7, 2023

WYNN RESORTS, LIMITED
By: /s/ Ellen F. Whittemore
Ellen F. Whittemore
Executive Vice President, General Counsel & Secretary

Paul Liu Appointed to Wynn Resorts Board of Directors

LAS VEGAS—(BUSINESS WIRE)—August 7, 2023—Wynn Resorts, Limited (NASDAQ: WYNN) (the “Company”) today announced the appointment of Paul Liu as a member of the Company’s Board of Directors. Mr. Liu is an Independent Director and a Class I member of the Board. His appointment was effective as of August 3, 2023.

Mr. Liu brings to the Company significant professional experience in entertainment, hospitality, and financial services both in China and the Asia Pacific region. His track record and perspective on creating guest experiences in the luxury and hospitality fields, as well as his unique understanding of business talent in the Asia Pacific market, will be a significant contribution to the Company and will offer an important perspective to the Wynn Board of Directors.

Mr. Liu is fluent in Chinese and was previously based in Shanghai, where he was a Partner at Egon Zehnder AG, the global leadership consultancy firm focused on executive search, management assessment and board advisory. At Egon Zehnder Mr. Liu led the Services Practice in the Asia Pacific region with a focus on hotels and hospitality, serving multinational and Chinese companies. He was previously the COO of entertainment powerhouse Anschutz Entertainment Group China and was a founder of the acclaimed Three On The Bund, the iconic and transformative luxury lifestyle destination located in Shanghai, where he served as CFO.

Earlier in his career Mr. Liu spent 14 years in finance at JPMorgan, UBS, Peregrine, and Bank of America, in New York and Hong Kong. Mr. Liu is a graduate of the University of Michigan and the John’s Hopkins University School of Advanced International Studies.

Mr. Liu has an active interest in Sino-American relations and is a member of the National Committee on U.S. - China Relations. Since 2005 Mr. Liu has worked with the National Committee on founding and organizing the influential Barnett-Oksenberg Lecture on Sino-American Relations given in Shanghai.