

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): September 11, 2019**

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**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)

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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

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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 for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure.**

On September 11, 2019, Wynn Resorts, Limited (the “Company”) issued a press release announcing that Wynn Resorts Finance, LLC (formerly known as Wynn America, LLC) (“Wynn Resorts Finance”) and Wynn Resorts Capital Corp. (“Wynn Resorts Capital” and, together with Wynn Resorts Finance, the “Issuers”), each an indirect wholly-owned subsidiary of the Company, intend to offer senior unsecured notes (the “Offering”) to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to certain non-U.S. persons in accordance with Regulation S under the Securities Act. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In connection with the Offering, the Issuers are providing prospective purchasers with an offering memorandum that includes certain additional information in the offering memorandum and the related roadshow presentation, including the information attached hereto as Exhibit 99.2, which is incorporated by reference herein.

The information contained under Item 7.01 in this Current Report on Form 8-K (this “Report”), including Exhibits 99.1 and 99.2, is being furnished and, as a result, such information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

This Report does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale of any security in any jurisdiction in which such offering, solicitation or sale would be unlawful.

This Report, including Exhibits 99.1 and 99.2, contain “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.

Additional information concerning potential factors that could affect the Company's financial results are included in the Company's Form 10-K for the year ended December 31, 2018 and the Company's other periodic reports filed with the Securities and Exchange Commission. The Company is under no obligation to (and expressly disclaims any such obligation to) update its forward-looking statements as a result of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release of Wynn Resorts, Limited, dated September 11, 2019</a>
99.2	<a href="#">Certain other information included in the offering memorandum</a>

## 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.

### WYNN RESORTS, LIMITED

Dated: September 11, 2019

By:         /s/ Craig S. Billings                

Craig S. Billings

President, Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

**Wynn Resorts Announces Private Offering of \$750 million of Wynn Resorts Finance Senior Notes due 2029**

LAS VEGAS, September 11, 2019 (BUSINESS WIRE) - Wynn Resorts, Limited (NASDAQ: WYNN) (“Wynn Resorts”) announced today that Wynn Resorts Finance, LLC (formerly known as Wynn America, 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 \$750 million aggregate principal amount of Senior Notes due 2029 (the “Notes”) in a private offering.

The Notes will be guaranteed by all of Wynn Resorts Finance’s other domestic subsidiaries that guarantee Wynn Resorts Finance’s new Senior Secured Credit Facilities (defined below) (collectively, the “Guarantors”), including Wynn Las Vegas, LLC (“Wynn Las Vegas”) and each of its subsidiaries that guarantees the existing senior notes issued by Wynn Las Vegas (the “Existing WLV 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 new Senior Secured Credit Facilities and, with respect to Wynn Las Vegas and certain of its subsidiaries, their obligations under the Existing WLV Notes. 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 collateral securing such debt), including the new Senior Secured Credit Facilities.

Concurrently with the issuance of the Notes, Wynn Resorts Finance expects (i) to enter into a new first lien term loan A facility in an aggregate principal amount of up to \$1,000 million and a new revolving first lien credit facility in an aggregate principal amount of up to \$850 million (together, the “Senior Secured Credit Facilities”) and (ii) to undergo an internal restructuring, after which, Wynn Resorts Finance will hold all of Wynn Resorts’ ownership interests in Wynn Las Vegas, LLC, which owns and operates the Wynn Las Vegas integrated resort in Las Vegas, Nevada (excluding certain leased retail space that is owned by Wynn Resorts directly), in Wynn Group Asia, which holds Wynn Resorts’ approximately 72% controlling interest in Wynn Macau, and in Wynn MA, LLC, which owns and operates the Encore Boston Harbor integrated resort in Everett, Massachusetts.

Wynn Resorts Finance plans to use the net proceeds from the offering, together with borrowings under the Senior Secured Credit Facilities, to (i) refinance the existing credit facilities of Wynn Resorts and Wynn America, LLC and (ii) pay related fees and expenses.

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 the closing of the Senior Secured Credit Facilities 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 Wynn Resorts’ financial results is included in Wynn Resorts’ Annual Report on Form 10-K for the year ended December 31, 2018 and Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2019 and Wynn Resorts’ other periodic reports filed with the Securities and Exchange Commission. Neither Wynn Resorts 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:  
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## Certain other information included in the offering memorandum

Substantially concurrently with a private offering of \$750 million aggregate principal amount of Senior Notes due 2029, (i) Wynn Resorts, Limited, our ultimate parent ("Wynn Resorts") will contribute all of its equity interests in Wynn Group Asia, Inc. ("Wynn Asia") to Wynn Resorts Finance, LLC, which was formerly known as Wynn America, LLC ("Wynn Resorts Finance"), making Wynn Asia a wholly-owned subsidiary of Wynn Resorts Finance (the "Wynn Resorts Contribution") and (ii) Wynn Resorts Finance will have contributed all of its equity interests in Wynn MA, LLC and Everett Property, LLC to Wynn America Group, LLC ("WAG"), making each a wholly-owned subsidiary of WAG (the "Wynn Resorts Finance Contribution" and together with the Wynn Resorts Contribution, the "Restructuring"). Wynn Asia is a holding company that holds Wynn Resorts' approximately 72% controlling interest in Wynn Macau, Limited, a publicly traded company listed on the Hong Kong Stock Exchange.

Based on preliminary third quarter financial information through August 31, 2019, we currently anticipate the following trends to impact the results of operations for the three months ending September 30, 2019 for the entities that will constitute Wynn Resorts Finance after the Restructuring. However, these trends are not the only items that could have an impact on our performance, and our management's views are preliminary based on currently available information for the partial period.

- **Macau Operations:** Consistent with the broader Macau market, we anticipate our Macau Operations' casino revenues and Adjusted Property EBITDA for the third quarter of 2019 will be negatively impacted by significantly lower VIP gaming turnover resulting from a variety of factors in the region, including the ongoing trade dispute between the U.S. and China and disruptions in Hong Kong SAR. In addition, while total VIP win as a percentage of turnover was within our expected range of 2.7% to 3.0% for the two months ended August 31, 2019, unusually low hold in our direct VIP operations negatively impacted EBITDA during the period. We expect VIP gaming results to be partially offset by continued growth in mass market table drop and slot handle.
- **Las Vegas Operations:** We anticipate our Las Vegas Operations' casino revenues and Adjusted Property EBITDA, excluding certain leased retail space directly owned by Wynn Resorts, for the third quarter of 2019 will be negatively impacted by our table games win percentage, which is significantly lower than our expected range of 22% to 26% during the first two months of the third quarter of 2019. Table drop and slot handle at our Las Vegas Operations was higher for the first two months of the third quarter of 2019 when compared to the same period of the prior year. We anticipate modest growth of non-gaming revenues compared to the third quarter of 2018, driven primarily by a year over year increase in hotel revenue.
- **Encore Boston Harbor:** On June 23, 2019, we opened Encore Boston Harbor. We anticipate third quarter 2019 Adjusted Property EBITDA will reflect expense levels consistent with the early ramp-up of a newly opened integrated resort and revenue levels that are growing, but not yet indicative of expected longer-term run rates.

Based on the trends described above, our combined total operating revenues are currently expected to be in the range of approximately \$1.01 billion to \$1.12 billion for the two months ended August 31, 2019, compared to \$1.15 billion for the two months ended August 31, 2018. We currently expect Adjusted Property EBITDA, excluding certain leased retail space directly owned by Wynn Resorts, to be in the range of approximately \$225 million to \$248 million for two months ended August 31, 2019, compared to \$339.4 million for the two months ended August 31, 2018. On a combined basis, we estimate our table games hold percentage negatively impacted Adjusted Property EBITDA by approximately \$30 to \$35 million for the two months ended August 31, 2019 compared to a benefit of approximately \$4 million from our table games hold percentage in the comparable prior-year period.

The trends and anticipated results discussed above are based on preliminary financial information from July 1, 2019 through August 31, 2019. Actual results for the third quarter of 2019 could differ materially from the above expectations. Investors should exercise caution in relying on this information and should not draw any inferences from this information regarding financial or operating data not yet provided or available. These preliminary results are subject to the completion of the third quarter of 2019, including the review of those financial statements by the Company's internal accounting professionals and Wynn Resorts' audit committee and the review by the Company's independent auditors.

We define "Adjusted Property EBITDA" as net income (loss) before interest, depreciation and amortization, pre-opening expenses, property charges and other, management and license fees, corporate expenses and other (including intercompany golf course and water rights leases), stock-based compensation, loss on extinguishment and modification of debt, and other non-operating income and expenses. Adjusted Property EBITDA is presented exclusively as a supplemental disclosure because we believe that it is widely used to measure the performance, and as a basis for valuation, of gaming companies. Management uses

Adjusted Property EBITDA as a measure of the operating performance of our resorts and comparison with competitors, as well as a basis for determining certain incentive compensation. We also present Adjusted Property EBITDA because it is used by some investors as a way to measure a company's ability to incur and service debt, make capital expenditures and meet working capital requirements. Gaming companies have historically reported EBITDA as a supplement to US GAAP. In order to view the operations of their casinos on a more stand-alone basis, gaming companies, including us, have historically excluded from their EBITDA calculations pre-opening expenses, property charges, corporate expenses and stock-based compensation that do not relate to the management of specific casino properties. However, Adjusted Property EBITDA should not be considered as an alternative to operating income as an indicator of our performance, as an alternative to cash flows from operating activities as a measure of liquidity, or as an alternative to any other measure determined in accordance with US GAAP. Unlike net income, Adjusted Property EBITDA does not include depreciation or interest expense and therefore does not reflect current or future capital expenditures or the cost of capital. We have significant uses of cash flows, including capital expenditures, interest payments, debt principal repayments, income taxes and other non-recurring charges, which are not reflected in Adjusted Property EBITDA. Also, our calculation of Adjusted Property EBITDA may be different from the calculation methods used by other companies and, therefore, comparability may be limited.