

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

SCHEDULE 14A

(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Wynn Resorts, Limited

(Name of Registrant as Specified In Its Charter)

Elaine P. Wynn

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies: _____
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- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): _____
- (4) Proposed maximum aggregate value of transaction: _____
- (5) Total fee paid: _____

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid: _____
- (2) Form, Schedule or Registration Statement No.: _____
- (3) Filing Party: _____
- (4) Date Filed: _____

On May 11, 2018, CNBC interviewed Pulitzer Prize-winning New York Times columnist Jim Stewart regarding the proxy contest of Elaine Wynn against Wynn Resorts, Limited (the "**Company**"). Ms. Wynn made this interview available to shareholders, among other things, by posting it on her campaign website at www.restorewynn.com/shareholder-resources. A transcript of the interview, which includes the link to the video recording of the interview, is filed herewith as [Exhibit 99.1](#).

Important Additional Information

Elaine P. Wynn is a participant in the solicitation of proxies from the shareholders of the Company in connection with the Company's 2018 annual meeting of shareholders. On April 27, 2018, Ms. Wynn filed a definitive proxy statement (the "**Definitive Proxy Statement**") and form of **BLUE** proxy card with the U.S. Securities and Exchange Commission (the "**SEC**") in connection with such solicitation of proxies from the Company's shareholders. A description of Ms. Wynn's direct or indirect interests, by security holdings or otherwise, is contained in the Definitive Proxy Statement. **MS. WYNN STRONGLY ENCOURAGES THE COMPANY'S SHAREHOLDERS TO READ THE DEFINITIVE PROXY STATEMENT, ACCOMPANYING BLUE PROXY CARD AND OTHER PROXY MATERIALS BECAUSE THEY CONTAIN IMPORTANT INFORMATION.** Shareholders may obtain the Definitive Proxy Statement and any other relevant documents at no charge from the SEC's website at www.sec.gov or by contacting Ms. Wynn's proxy solicitor MacKenzie Partners, Inc. at wynn@mackenziepartners.com or by calling toll-free (800) 322-2885 or collect (212) 929-5500.

Jim Stewart on "Squawk on the Street"

CNBC

11 May 2018

Link: <http://mms.tveyes.com/MediaCenterPlayer.aspx?u=aHR0cDovL2l1ZGhhY2VudGVyLnR2ZXllcy5jb20vZG93bmxvYWRnYXRld2F5LmFzcHg%2FVXNlckEPTywnJE2MCZNREIEPTk3ODgzNjgmTURTZWVkbPTIwMTAmVHlwZT1NZWRpYQ%3D%3D>

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Transcript:

Sara Eisen:

Shares of Wynn Resorts at its highest level in nearly four years, following a letter from the board to shareholders re-emphasizing their intent on remaking the company while calling into question Elaine Wynn's withhold the vote campaign. Well our next guest sat down for a rare interview with the queen of Las Vegas about her Wynn boardroom battle. Joining us, Pulitzer prize winning New York Times columnist Jim Stewart.

Jim Stewart:

Hi.

Sara Eisen:

Fascinating that she spoke to you.

Jim Stewart:

Yes.

Sara Eisen:

What did you learn about what she wants to do here?

Jim Stewart:

Well the main thing I would say is don't underestimate her. She's not just another, you know, disgruntled wife, although the company has tried to portray her that. She was involved every step of the way in the building of these companies with her husband Steve Wynn, first founding Mirage, then Wynn Resorts, really remaking Las Vegas into the much more upscale, broad-based entertainment capital that it is today. And she's not going off into the sunset. I mean she now has 9% of the shares in the company, worth about \$2 billion.

Sara Eisen:

Biggest shareholder, right?

Jim Stewart:

She's the biggest shareholder now because her husband had to sell it all after the harassment scandal. And you know, she told me, look I'm a grandmother, I'd rather be like designing hotel rooms, but I'm not walking into the sunset. She could easily do that but this is her life work and she said I'm not going to leave it in a tarnished and compromised state. And her point, which I think is a good one, this was a controlled company by the Wynns—by Steve Wynn because she had to vote her shares along with her ex-husband. These were his hand-picked people running it, on the board, in key management positions. So he's gone but how much else has changed? Well if you got all these cronies still sitting around running the company? And that's true of any company now, which is controlled by one person who is abruptly removed. So it's fascinating to me that even though he's out, the saga that is now unfolding is really fascinating in the remaking of the company. And the stock price has—as you know—is rocketing upwards. I think because now you've got Elaine saying we want a transparent company, we want professional directors, we want better management. And the company has responded. They put three women directors on. They are making changes. They are moving. They are like competing to say we're all for good governance so whatever the motive, whoever wins, shareholders are thrilled.

David Faber:

Well I don't get her contention, though exactly. Like so they were cronies of Steve Wynn's, who no longer has anything to do with this company and doesn't own an economic interest in it whatsoever. So what are they going to do necessarily that would not be in the best interest of shareholders?

Jim Stewart:

Well one of the big issues, not to get too far down in the weeds, but they have a big, big new casino development going up outside of Boston. The company is now under review both by the Nevada gaming authorities and Massachusetts regulators.

David Faber:

Yeah, they had an important hearing on it a week or so ago.

Jim Stewart:

Yes, and as part of that they're examining who on the board knew, did they condone it, did they cover it up, did they behave appropriately, which will go to the question of whether they'll still be able to have the gambling licenses—key question. And some people have said oh, well let's just sell the Massachusetts casino and so we don't have to go through all of that and she's fervently opposed to that. And again, because she's afraid that some of the directors may want to sell it so they don't have to get their own conduct scrutinized. That's just one very concrete example of where conflicts could arise with these legacy directors.

Sara Eisen:

So we're watching from here the vote, she's rallying support?

Jim Stewart:

Well, interesting. The vote is next week and I think to the surprise of a lot of people, her one -- what was originally a one-person proxy contest. She now has gotten the support all three of the major proxy shareholder advisory services, who have also said they should withhold the vote for this legacy director, who is challenged. There are three up for election. Two are not legacy directors [inaudible]. She's not opposing them. It's the longer serving friend of Steve Wynn that she's opposing.

Sara Eisen:

It's a good piece, as always.

Jim Stewart:

Thank you.

Sara Eisen:

Jim, thank you. And very topical.