

**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 20, 2017**

**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)

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 1.01 Entry into a Material Definitive Agreement**

On September 20, 2017, Wynn Macau, Limited (“WML”), an indirect subsidiary of Wynn Resorts, Limited (the “Registrant”) with its ordinary shares of common stock listed on The Stock Exchange of Hong Kong Limited (the “HKSE”), entered into (a) an Indenture, dated as of September 20, 2017 (the “2024 Indenture”), between WML and Deutsche Bank Trust Company Americas, as trustee, pursuant to which WML issued \$600 million aggregate principal amount of 4.875% Senior Notes due 2024 (the “2024 Notes”) and (b) an Indenture, dated as of September 20, 2017 (the “2027 Indenture” and, together with the 2024 Indenture, the “Indentures”), between WML and Deutsche Bank Trust Company Americas, as trustee, pursuant to which WML issued \$750 million aggregate principal amount of 5.5% Senior Notes due 2027 (the “2027 Notes” and, together with the 2024 Notes, the “New Notes”).

WML expects to receive net proceeds of approximately \$1.339 billion from the offering of the New Notes after deducting discounts, commissions and estimated expenses of the offering and to use the net proceeds, together with other sources of funds available to WML and/or cash on hand, to repurchase and redeem in full any and all of the outstanding \$1.35 billion aggregate principal amount of 5.25% Senior Notes due 2021, issued by WML (the “2021 Notes”). The following is a brief description of certain terms and conditions of the Indentures and the New Notes.

At any time before October 1, 2020 and October 1, 2022, WML may redeem the 2024 Notes and the 2027 Notes, respectively, in whole or in part, at a redemption price equal to the greater of (a) 100% of the aggregate principal amount of the 2024 Notes or 2027 Notes, as applicable, or (b) a “make-whole” amount as determined by an independent investment banker in accordance with the terms of the Indentures, in either case, plus accrued and unpaid interest. Prior to October 1, 2020 and October 1, 2022, WML may use the net cash proceeds from certain equity offerings to redeem up to 35% of the aggregate principal amount of the 2024 Notes and the 2027 Notes, respectively, at a redemption price equal to 104.875% of the aggregate principal amount of the 2024 Notes and 105.5% of the aggregate principal amount of the 2027 Notes, as applicable.

In addition, on or after October 1, 2020 and October 1, 2022, WML may redeem the 2024 Notes and the 2027 Notes, respectively, in whole or in part, at a premium decreasing annually from 102.438% and 102.75%, respectively, of the applicable principal amount to zero, plus accrued and unpaid interest. If WML undergoes a Change of Control (as defined in the Indentures), it must offer to repurchase the New Notes at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest. In addition, WML may redeem the New Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest, in response to any change in or amendment to certain tax laws or tax positions. Further, if a holder or beneficial owner of the New Notes fails to meet certain requirements imposed by any Gaming Authority (as defined in the Indentures), WML may require the holder or beneficial owner to dispose of or redeem its New Notes.

Upon the occurrence of (a) any event after which none of WML or any subsidiary of WML has the applicable gaming concessions or authorizations in Macau in substantially the same manner and scope as WML and its subsidiaries are entitled to at the date on which the New Notes are issued, for a period of ten consecutive days or more, and such event has a material adverse effect on WML and its subsidiaries, taken as a whole; or (b) the termination or modification of any such concessions or authorizations which has a material adverse effect on WML and its subsidiaries, taken as a whole, each holder of the New Notes will have the right to require WML to repurchase all or any part of such holder’s New Notes at a purchase price in cash equal to 100% of the principal amount thereof, plus accrued and unpaid interest.

The New Notes are WML’s general unsecured obligations and rank pari passu in right of payment with all of WML’s existing and future senior unsecured indebtedness; will rank senior to all of WML’s future subordinated indebtedness, if any; will be effectively subordinated to all of WML’s future secured indebtedness to the extent of the value of the assets securing such debt; and will be structurally subordinated to all existing and future obligations of WML’s subsidiaries, including WML’s existing credit facilities. The New Notes are not registered under the Securities Act of 1933, as amended (the “Securities Act”), and the New Notes are subject to restrictions on transferability and resale.

The Indentures contain covenants limiting WML’s (and certain of its subsidiaries’) ability to, among other things: merge or consolidate with another company; transfer or sell all or substantially all of its properties or assets; and lease all or substantially all of its properties or assets. The terms of the Indentures contain customary events of default, including, but not limited to: default for 30 days in the payment when due of interest on the New Notes; default in the payment when due of the

principal of, or premium, if any, on the New Notes; failure to comply with any payment obligations relating to the repurchase by WML of the New Notes upon a change of control; failure to comply with certain covenants in the Indentures; certain defaults on certain other indebtedness; failure to pay judgments against WML or certain subsidiaries that, in the aggregate, exceed \$50 million; and certain events of bankruptcy or insolvency. In the case of an event of default arising from certain events of bankruptcy or insolvency, all New Notes then outstanding will become due and payable immediately without further action or notice.

### **Item 2.03                      Creation of a Direct Financial Obligation**

The information set forth in Item 1.01 is incorporated herein by reference.

### **Item 7.01                      Regulation FD Disclosure**

On September 20, 2017, WML filed with the HKSE (1) a notice indicating that WML submitted an application to the HKSE for the listing of and permission to deal in the New Notes (the “Listing Notice”) and (2) an announcement regarding the closing of the issuance of the New Notes and the results of the previously announced cash tender offer by WML for any and all of the 2021 Notes (the “Closing Announcement”). The Registrant owns approximately 72% of WML’s ordinary shares of common stock. The Listing Notice and Closing Announcement are furnished herewith as Exhibits 99.1 and 99.2, respectively. The information contained in this Item 7.01 and the exhibits attached to this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

### **Item 9.01                      Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#"><u>Notice of Listing on The Stock Exchange of Hong Kong Limited, dated September 20, 2017.</u></a>
99.2	<a href="#"><u>Closing Announcement of Wynn Macau, Limited, dated September 20, 2017.</u></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 20, 2017

By: /s/ Craig S. Billings

Craig S. Billings

Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

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**US\$600 million 4.875% Senior Notes due 2024 (Note Stock Code: 5279)**  
**US\$750 million 5.500% Senior Notes due 2027 (Note Stock Code: 5280)**  
 (collectively, the “Notes”)

*Sole Global Coordinator and Left Lead Bookrunner*

**Deutsche Bank**

*Joint Bookrunners*

**BNP PARIBAS**

**BOC International**

**BofA Merrill Lynch**

**DBS Bank Ltd.**

**ICBC (Macau)**

**Scotiabank**

**SMBC Nikko**

**United Overseas Bank  
Limited**

*Co-managers*

**Banco Nacional Ultramarino,  
S.A.**

**Bank of Communications  
Co., Ltd. Macau Branch**

**J.P. Morgan**

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of, and permission to deal in the Notes by way of debt issues to professional investors (as defined in Chapter 37 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and in the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)) only, as described in the offering memorandum dated 13 September 2017. The listing of and permission to deal in the Notes is expected to become effective on or about 21 September 2017.

By Order of the Board  
**Wynn Macau, Limited**  
**Stephen A. Wynn**  
Chairman

Hong Kong, 20 September 2017

*As at the date of this announcement, the Board comprises Stephen A. Wynn, Ian Michael Coughlan and Linda Chen (as Executive Directors); Matthew O. Maddox and Kim Sinatra (as Non-Executive Directors); Allan Zeman, Nicholas Sallnow-Smith, Bruce Rockowitz and Jeffrey Kin-fung Lam (as Independent Non-Executive Directors).*

\* *For identification purposes only.*



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**RESULTS OF TENDER OFFER  
FOR REPURCHASE OF THE 2021 NOTES AND  
CLOSING OF ISSUE OF  
US\$600 MILLION 4.875% SENIOR NOTES DUE 2024  
(Note Stock Code: 5279)  
US\$750 MILLION 5.500% SENIOR NOTES DUE 2027  
(Note Stock Code: 5280)**

**RESULTS OF TENDER OFFER FOR REPURCHASE OF THE 2021 NOTES**

Reference is made to Wynn Macau, Limited's (the "**Company**") announcement dated 11 September 2017 (the "**Launch Announcement**"). Capitalized terms used and not otherwise defined in this announcement have the meanings ascribed to them in the Launch Announcement.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

\* For identification purpose only



The Tender Offer for repurchase of the 5.250% senior notes due 2021 issued by the Company (CUSIP: 98313R AA4 and G98149 AA8; ISIN: US98313RAA41 and USG98149AA89) (the “**2021 Notes**”) expired at 5:00 p.m. (New York Time) on 19 September 2017 (the “**Expiration Deadline**”).

As at the Expiration Deadline, US\$946.115 million principal amount of the 2021 Notes, representing approximately 70.08% of the US\$1,350 million total aggregate principal amount of the 2021 Notes outstanding as at such date, had been validly tendered and not validly withdrawn.

2021 Notes repurchased by the Company pursuant to the Tender Offer will be cancelled. Any 2021 Notes that remain outstanding after the Tender Offer will continue to be the obligations of the Company. Holders of those outstanding 2021 Notes will continue to have all the rights associated with those 2021 Notes.

The Settlement Date for the Tender Offer is currently expected to be not later than 20 September 2017 (New York Time). The Company’s obligation to accept for purchase, and to pay for, 2021 Notes validly tendered and not validly withdrawn pursuant to the Tender Offer is conditioned upon certain conditions having occurred or having been waived by the Company, including the completion of the issuance of the New Notes (as defined below).

For a detailed statement of the terms and conditions of the Tender Offer, holders of the 2021 Notes should refer to the Tender Offer Documents. Questions regarding the Tender Offer should be directed to Deutsche Bank AG, Singapore Branch at One Raffles Quay, South Tower Level 17, Singapore 048583 (attention: Liability Management Group, +65 6423 5934), c/o Deutsche Bank Securities Inc. at 60 Wall Street, 2nd Floor New York, New York 10005 (attention: Liability Management Group, (855) 287-1922 (Call U.S. Toll-Free), (212) 250-7527 (Call Collect)).

## **CLOSING OF ISSUE OF SENIOR NOTES**

Reference is also made to the Company’s announcement dated 14 September 2017 in relation to the issue of US\$600 million 4.875% Senior Notes due 2024 (the “**2024 Notes**”) and US\$750 million 5.500% Senior Notes due 2027 (the “**2027 Notes**”, and together with the 2024 Notes, the “**New Notes**”) and the formal notice dated 20 September 2017.

The Board is pleased to announce the closing of the issue of the New Notes on 20 September 2017. The New Notes will be listed on The Stock Exchange of Hong Kong Limited on 21 September 2017.

## Principal Terms of New Notes

Issuer	:	the Company		
Aggregate principal amount	:	US\$600 million for the 2024 Notes		
		US\$750 million for the 2027 Notes		
Offering price	:	100% of the principal amount of the New Notes		
Issue date	:	20 September 2017		
Interest rate	:	4.875% per annum with respect to the 2024 Notes and 5.500% per annum with respect to the 2027 Notes, in each case payable semiannually in arrears on 1 April and 1 October of each year. Interest will accrue from 20 September 2017		
Maturity date	:	1 October 2024 for the 2024 Notes		
		1 October 2027 for the 2027 Notes		
First interest payment due date	:	1 April 2018		
Securities Codes	:	2024 Notes	CUSIP:	98313RAC0
		Rule 144A:	ISIN:	US98313RAC07
			COMMON CODE:	168330910
		2024 Notes	CUSIP:	G98149AC4
		Regulation S:	ISIN:	USG98149AC46
			COMMON CODE:	168330952
		2027 Notes	CUSIP:	98313RAD8
		Rule 144A:	ISIN:	US98313RAD89
			COMMON CODE:	168332190
		2027 Notes	CUSIP:	G98149AD2
		Regulation S:	ISIN:	USG98149AD29
			COMMON CODE:	168332386

The Company estimates that the net proceeds from the offering of the New Notes will be approximately US\$1,339.0 million after deducting the discounts and commissions of the Initial Purchasers and estimated offering expenses payable by the Company. The Company intends to use the net proceeds from the offering, together with other sources of funds available to the Company and/or cash on hand, as applicable, to repurchase and redeem in full the 2021 Notes.

By Order of the Board  
**Wynn Macau, Limited**  
**Stephen A. Wynn**  
*Chairman*

Hong Kong, 20 September 2017

*As at the date of this announcement, the Board comprises Stephen A. Wynn, Ian Michael Coughlan and Linda Chen (as Executive Directors); Matthew O. Maddox and Kim Sinatra (as Non-Executive Directors); Allan Zeman, Nicholas Sallnow-Smith, Bruce Rockowitz and Jeffrey Kin-fung Lam (as Independent Non-Executive Directors).*

