

**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:

(2) Aggregate number of securities to which transaction applies:

(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 7, 2018, Elaine P. Wynn launched a website (<http://www.RestoreWynn.com>) to communicate with the shareholders of Wynn Resorts, Limited. A copy of the materials posted by Ms. Wynn to the website 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 Wynn Resorts, Limited (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](http://www.sec.gov) or by contacting Ms. Wynn’s proxy solicitor MacKenzie Partners, Inc. at [wynn@mackenziepartners.com](mailto:wynn@mackenziepartners.com) or by calling toll-free (800) 322-2885 or collect (212) 929-5500.

As the co-founder and largest shareholder of Wynn Resorts, Limited, I am deeply concerned by



Elaine Wynn

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Please join r  
Support my can  
Hagenbuch at t



Elaine P. Wynn is a participant in the solicitation of proxies from the shareholders of Wynn Resorts, Limited (the "Company") in connection with the Company's 2018 annual meeting of shareholders to be held on May 16, 2018 (the "Annual Meeting"). 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.** The Definitive Proxy Statement was first sent to the shareholders of the Company on or about April 30, 2018 and is accompanied by a **BLUE** proxy card. Shareholders may obtain the Definitive Proxy Statement and any other relevant documents at no charge from the SEC's website at [www.sec.gov](http://www.sec.gov) or by contacting Ms. Wynn's proxy solicitor MacKenzie Partners, Inc. at [wynn@mackenziepartners.com](mailto:wynn@mackenziepartners.com) or by calling toll-free (800) 322-2885 or collect (212) 929-5500.

Agree    Don't agree

porate governance,  
Director

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Elaine Wynn

As the co-founder and largest shareholder of Wynn Resorts, Limited, I am deeply concerned by what I see as failures in responsible oversight by the current board of directors.

Therefore, I am seeking to reconstitute the board and reform the Company's corporate governance. As a first step, **I am urging shareholders to join me in WITHHOLDING votes from director candidate John J. Hagenbuch at the 2018 Annual Meeting.**

I believe that in order to maximize shareholder value, the Company needs to:

*Restore its reputation and improve its standing with regulators,*

*Honor its obligations to the Commonwealth of Massachusetts, the City of Everett and the surrounding Boston area and not run from regulatory scrutiny with respect to Wynn Boston Harbor and*

*Establish an independent, diversified board that is a model of corporate governance.*

**Please join me in bringing about a new era at Wynn Resorts.**

Support my campaign to **WITHHOLD** votes with respect to legacy director nominee John J. Hagenbuch at this year's annual meeting on **May 16, 2018.**

[How to withhold your vote](#)



## THE CASE FOR CHANGE

This is the board that, on February 6, 2018, announced, "It is with a collective heavy heart, that the board of directors of Wynn Resorts today accepted the resignation of our founder, CEO and friend Steve Wynn."

The board appointed Mr. Hagenbuch as one of the three members of the Special Committee to investigate the allegations against Mr. Wynn, despite the fact that he is longtime close friend of Mr. Wynn.

For the longstanding legacy directors, there is a potential conflict of interest between the protection of their personal and professional reputations and their responsibilities to the Company, and I believe that this conflict could lead to business decisions that are not in the interests of shareholders.

The Company overall has poor governance practices. The Company currently has an ISS Governance Quality Score of 10, on a scale of 1 to 10 (with 10 indicating the highest governance risk).

Voting WITHHOLD as to Mr. Hagenbuch serves as a referendum on ALL of the longstanding legacy directors, including those who are not up for re-election.

**The first step in achieving the goal of a truly reconstituted board and welcoming in a new era at Wynn Resorts starts with voting WITHHOLD with respect to Mr. Hagenbuch at the 2018 Annual Meeting.**

## WHY HAGENBUCH SHOULD NOT BE RE-ELECTED



- Despite the fact that Mr. Hagenbuch is a longtime close friend of Steve Wynn, Mr. Hagenbuch serves on the Special Committee that is investigating the allegations of sexual misconduct against Mr. Wynn.
- Mr. Hagenbuch is a long-time member of the Compensation Committee and approved compensation practices that shareholders and proxy advisors have cited as problematic.
- Both ISS and Glass Lewis recommended shareholders WITHHOLD their vote on Mr. Hagenbuch at the 2018 Annual Meeting.
- The potential conflicts of interest of legacy directors like Mr. Hagenbuch could influence the Company's decision to continue its investment in its most significant domestic opportunity—Wynn Boston Harbor—and in turn, destroy shareholder value.

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## WYNN BOSTON HARBOR — A CONFLICT OF INTEREST OF LEGACY DIRECTORS COULD DESTROY SHAREHOLDER VALUE



- The Company holds the only gaming license in the Boston region.
  - Wynn Boston Harbor, which will be the only luxury gaming destination in the Northeast, is a key strategic asset for the Company. The Company has spent over \$1.3 billion on the project, and, according to the Company's April 2016 investor presentation, Wynn Boston Harbor is expected to generate \$300 to \$400 million in annual EBITDA.
  - On April 12, 2018, The Boston Globe reported that Matt Maddox, the Company's President and Chief Executive Officer, stated that he is open to a potential sale of the entire project to *"maximize the value of our assets and mitigate risk."*
  - I believe the Company's newfound lukewarm attitude toward Wynn Boston Harbor is attributable to the Board's concerns about an investigation by the Massachusetts Gaming Commission into the sexual misconduct allegations against Mr. Wynn and the Commission's review of corporate action at the time of the alleged misconduct (including who knew what and when).
  - It is my view that the legacy directors would prefer to sell Wynn Boston Harbor rather than have their actions scrutinized by gaming officials.
  - I believe that before any decisions about Wynn Boston Harbor are made, or any other material actions are taken that could have an adverse impact on long-term shareholder value, a reconstituted board must be in place. I believe that a refreshed board would be in a position to evaluate the Boston opportunity objectively and would likely assuage concerns of regulatory authorities.
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## SHAREHOLDER RESOURCES

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<b>MAY 6 PRESS RELEASE COMMENTING ON ISS RECOMMENDATION</b>	
<b>MAY 4 PRESS RELEASE COMMENTING ON GLASS LEWIS REPORT</b>	
<b>MAY 3 LETTER TO COMPANY COUNSEL REGARDING SHAREHOLDER LISTS</b>	
<b>MAY 2 STATEMENT REGARDING COMPANY'S REFUSAL TO PROVIDE SHAREHOLDER LISTS</b>	
<b>MAY 2 PRESS RELEASE REGARDING SUIT TO OBTAIN SHAREHOLDER LISTS</b>	
<b>MAY 2 PRESS RELEASE REGARDING INVESTOR PRESENTATION</b>	
<b>MAY 2 INVESTOR PRESENTATION (UPDATED MAY 7)</b>	
<b>APRIL 30 LETTER TO SHAREHOLDERS</b>	
<b>APRIL 23 LETTER TO SHAREHOLDERS</b>	
<b>APRIL 17 LETTER TO THE WYNN BOARD</b>	
<b>PROXY STATEMENT</b>	

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## HOW TO WITHHOLD YOUR VOTE

If your shares are registered in your own name, please sign and date the **BLUE** proxy card and return it to Elaine P. Wynn, c/o MacKenzie Partners, Inc. (contact info on the right).

If your shares are held through an intermediary, you are considered the beneficial owner, and your intermediary will forward you Ms. Wynn's proxy materials, together with a **BLUE** voting form. You must instruct your intermediary how to vote. Depending on your intermediary, you may be able to vote by telephone or the Internet – please refer to your **BLUE** voting form for further instructions.

Since only your latest dated proxy card will count, Ms. Wynn urges you not to return any proxy card you receive from the Company. Please make certain that the latest dated proxy card you return is the **BLUE** proxy card.

**MACKENZIE  
PARTNERS, INC.**

1407 Broadway, 27th Floor  
New York, New York 10018  
Call Collect: (212) 929-5500

or

Toll-Free: **(800) 322-2885**

Email: [wynn@mackenziepartners.com](mailto:wynn@mackenziepartners.com)

*If you have any questions, require assistance in voting your **BLUE** proxy card or need additional copies of Ms. Wynn's proxy materials, please contact MacKenzie Partners, Inc. at the phone numbers listed above.*



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[www.mackenzie.com](http://www.mackenzie.com)

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