

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q**

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

For the quarterly period ended June 30, 2019

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-50028

**WYNN RESORTS, LIMITED**

(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction of  
incorporation or organization)

46-0484987  
(I.R.S. Employer  
Identification No.)

3131 Las Vegas Boulevard South - Las Vegas, Nevada 89109

(Address of principal executive offices) (Zip Code)

(702) 770-7555

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, 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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

<u>Class</u>	<u>Outstanding at July 31, 2019</u>
Common stock, par value \$0.01	107,615,934

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**FORM 10-Q**  
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**Part I. FINANCIAL INFORMATION**  
**Item 1. Financial Statements**
**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except share data)

	June 30, 2019	December 31, 2018
	(unaudited)	
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 1,501,886	\$ 2,215,001
Receivables, net	296,696	276,644
Inventories	81,766	66,627
Prepaid expenses and other	86,975	83,104
<b>Total current assets</b>	<b>1,967,323</b>	<b>2,641,376</b>
Property and equipment, net	9,640,704	9,385,920
Restricted cash	4,481	4,322
Intangible assets, net	133,066	222,506
Operating lease assets	452,274	—
Deferred income taxes, net	738,940	736,452
Other assets	228,486	225,693
<b>Total assets</b>	<b>\$ 13,165,274</b>	<b>\$ 13,216,269</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current liabilities:</b>		
Accounts and construction payables	\$ 432,130	\$ 321,796
Customer deposits	906,455	955,450
Gaming taxes payable	214,606	247,341
Accrued compensation and benefits	164,690	163,966
Accrued interest	63,005	61,595
Current portion of long-term debt	56,605	11,960
Other accrued liabilities	137,857	119,955
<b>Total current liabilities</b>	<b>1,975,348</b>	<b>1,882,063</b>
Long-term debt	9,095,293	9,411,140
Long-term operating lease liabilities	151,446	—
Other long-term liabilities	92,248	108,277
<b>Total liabilities</b>	<b>11,314,335</b>	<b>11,401,480</b>
<b>Commitments and contingencies (Note 14)</b>		
<b>Stockholders' equity:</b>		
Preferred stock, par value \$0.01; 40,000,000 shares authorized; zero shares issued and outstanding	—	—
Common stock, par value \$0.01; 400,000,000 shares authorized; 122,790,664 and 122,115,585 shares issued; 107,610,356 and 107,232,026 shares outstanding, respectively	1,228	1,221
Treasury stock, at cost; 15,180,308 and 14,883,559 shares, respectively	(1,379,644)	(1,344,012)
Additional paid-in capital	2,498,316	2,457,079
Accumulated other comprehensive loss	(1,986)	(1,950)
Retained earnings	932,907	921,785
<b>Total Wynn Resorts, Limited stockholders' equity</b>	<b>2,050,821</b>	<b>2,034,123</b>
Noncontrolling interests	(199,882)	(219,334)
<b>Total stockholders' equity</b>	<b>1,850,939</b>	<b>1,814,789</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 13,165,274</b>	<b>\$ 13,216,269</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(in thousands, except per share data)  
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Operating revenues:</b>				
Casino	\$ 1,142,503	\$ 1,100,027	\$ 2,327,604	\$ 2,342,166
Rooms	198,807	186,051	390,077	376,361
Food and beverage	218,022	214,867	391,241	387,089
Entertainment, retail and other	99,000	104,479	200,956	215,386
<b>Total operating revenues</b>	<b>1,658,332</b>	<b>1,605,424</b>	<b>3,309,878</b>	<b>3,321,002</b>
<b>Operating expenses:</b>				
Casino	724,987	707,194	1,475,058	1,471,595
Rooms	66,148	63,675	129,854	126,872
Food and beverage	182,080	168,296	330,841	305,954
Entertainment, retail and other	43,514	46,589	87,558	94,619
General and administrative	202,224	183,631	419,546	353,216
Litigation settlement	—	—	—	463,557
Provision (benefit) for doubtful accounts	3,581	(1,390)	9,003	(699)
Pre-opening	69,883	11,196	97,596	21,541
Depreciation and amortization	140,269	137,870	276,826	274,227
Property charges and other	6,930	8,791	9,704	11,842
<b>Total operating expenses</b>	<b>1,439,616</b>	<b>1,325,852</b>	<b>2,835,986</b>	<b>3,122,724</b>
<b>Operating income</b>	<b>218,716</b>	<b>279,572</b>	<b>473,892</b>	<b>198,278</b>
<b>Other income (expense):</b>				
Interest income	6,265	6,861	13,552	14,081
Interest expense, net of amounts capitalized	(93,149)	(89,898)	(186,329)	(188,125)
Change in derivatives fair value	(3,304)	—	(4,813)	—
Change in Redemption Note fair value	—	—	—	(69,331)
Gain on extinguishment of debt	—	—	—	2,329
Other	11,715	(957)	5,357	(10,177)
<b>Other income (expense), net</b>	<b>(78,473)</b>	<b>(83,994)</b>	<b>(172,233)</b>	<b>(251,223)</b>
<b>Income (loss) before income taxes</b>	<b>140,243</b>	<b>195,578</b>	<b>301,659</b>	<b>(52,945)</b>
Benefit for income taxes	1,991	9,702	306	120,747
<b>Net income</b>	<b>142,234</b>	<b>205,280</b>	<b>301,965</b>	<b>67,802</b>
Less: net income attributable to noncontrolling interests	(47,683)	(49,524)	(102,542)	(116,353)
<b>Net income (loss) attributable to Wynn Resorts, Limited</b>	<b>\$ 94,551</b>	<b>\$ 155,756</b>	<b>\$ 199,423</b>	<b>\$ (48,551)</b>
Basic and diluted net income (loss) per common share:				
Net income (loss) attributable to Wynn Resorts, Limited:				
Basic	\$ 0.88	\$ 1.44	\$ 1.87	\$ (0.46)
Diluted	\$ 0.88	\$ 1.44	\$ 1.86	\$ (0.46)
Weighted average common shares outstanding:				
Basic	106,876	107,792	106,834	105,195
Diluted	107,141	108,405	107,089	105,195
Dividends declared per common share	\$ 1.00	\$ 0.75	\$ 1.75	\$ 1.25

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)**  
**(in thousands)**  
**(unaudited)**

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Net income	\$ 142,234	\$ 205,280	\$ 301,965	\$ 67,802
Other comprehensive income (loss):				
Foreign currency translation adjustments, before and after tax	838	(115)	(50)	(1,946)
Change in net unrealized loss on investment securities, before and after tax	—	19	—	1,311
Redemption Note credit risk adjustment, net of tax of \$2,735	—	—	—	9,211
<b>Total comprehensive income</b>	<b>143,072</b>	<b>205,184</b>	<b>301,915</b>	<b>76,378</b>
Less: comprehensive income attributable to noncontrolling interests	(47,450)	(49,492)	(102,556)	(115,811)
<b>Comprehensive income (loss) attributable to Wynn Resorts, Limited</b>	<b>\$ 95,622</b>	<b>\$ 155,692</b>	<b>\$ 199,359</b>	<b>\$ (39,433)</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY**  
(in thousands, except share data)  
(unaudited)

For the Three Months Ended June 30, 2019

	Common stock			Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total Wynn Resorts, Ltd. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares outstanding	Par value	Treasury stock						
<b>Balances, April 1, 2019</b>	107,660,449	\$ 1,226	\$ (1,349,413)	\$ 2,483,026	\$ (2,591)	\$ 945,972	\$ 2,078,220	\$ (162,977)	\$ 1,915,243
Net income	—	—	—	—	—	94,551	94,551	47,683	142,234
Currency translation adjustment	—	—	—	—	605	—	605	233	838
Exercise of stock options	180,000	2	—	8,479	—	—	8,481	—	8,481
Issuance of restricted stock	32,633	—	—	—	—	—	—	—	—
Cancellation of restricted stock	(10,795)	—	—	—	—	—	—	—	—
Shares repurchased by the Company and held as treasury shares	(251,931)	—	(30,231)	—	—	—	(30,231)	—	(30,231)
Cash dividends declared	—	—	—	—	—	(107,616)	(107,616)	(82,917)	(190,533)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	(2,727)	(2,727)
Stock-based compensation	—	—	—	6,811	—	—	6,811	823	7,634
<b>Balances, June 30, 2019</b>	<b>107,610,356</b>	<b>\$ 1,228</b>	<b>\$ (1,379,644)</b>	<b>\$ 2,498,316</b>	<b>\$ (1,986)</b>	<b>\$ 932,907</b>	<b>\$ 2,050,821</b>	<b>\$ (199,882)</b>	<b>\$ 1,850,939</b>

For the Three Months Ended June 30, 2018

	Common stock			Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total Wynn Resorts, Ltd. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares outstanding	Par value	Treasury stock						
<b>Balances, April 1, 2018</b>	103,202,045	\$ 1,166	\$ (1,184,967)	\$ 1,508,714	\$ (1,874)	\$ 388,523	\$ 711,562	\$ 59,826	\$ 771,388
Net income	—	—	—	—	—	155,756	155,756	49,524	205,280
Currency translation adjustment	—	—	—	—	(83)	—	(83)	(32)	(115)
Change in net unrealized loss on investment securities	—	—	—	—	19	—	19	—	19
Exercise of stock options	44,000	—	—	5,238	—	—	5,238	506	5,744
Issuance of common stock	5,300,000	53	—	915,160	—	—	915,213	—	915,213
Issuance of restricted stock	106,472	1	—	(1)	—	—	—	—	—
Cancellation of restricted stock	(10,146)	—	—	—	—	—	—	—	—
Cash dividends declared	—	—	—	—	—	(81,329)	(81,329)	(4)	(81,333)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	(3,852)	(3,852)
Stock-based compensation	—	—	—	6,609	—	—	6,609	642	7,251
<b>Balances, June 30, 2018</b>	<b>108,642,371</b>	<b>\$ 1,220</b>	<b>\$ (1,184,967)</b>	<b>\$ 2,435,720</b>	<b>\$ (1,938)</b>	<b>\$ 462,950</b>	<b>\$ 1,712,985</b>	<b>\$ 106,610</b>	<b>\$ 1,819,595</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (continued)**  
(in thousands, except share data)  
(unaudited)

For the Six Months Ended June 30, 2019

	Common stock			Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total Wynn Resorts, Ltd. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares outstanding	Par value	Treasury stock						
<b>Balances, January 1, 2019</b>	107,232,026	\$ 1,221	\$ (1,344,012)	\$ 2,457,079	\$ (1,950)	\$ 921,785	\$ 2,034,123	\$ (219,334)	\$ 1,814,789
Net income	—	—	—	—	—	199,423	199,423	102,542	301,965
Currency translation adjustment	—	—	—	—	(36)	—	(36)	(14)	(50)
Exercise of stock options	257,690	3	—	12,542	—	—	12,545	—	12,545
Issuance of restricted stock	429,229	4	—	14,344	—	—	14,348	785	15,133
Cancellation of restricted stock	(11,840)	—	—	—	—	—	—	—	—
Shares repurchased by the Company and held as treasury shares	(296,749)	—	(35,632)	—	—	—	(35,632)	—	(35,632)
Cash dividends declared	—	—	—	—	—	(188,301)	(188,301)	(82,900)	(271,201)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	(2,727)	(2,727)
Stock-based compensation	—	—	—	14,351	—	—	14,351	1,766	16,117
<b>Balances, June 30, 2019</b>	<b>107,610,356</b>	<b>\$ 1,228</b>	<b>\$ (1,379,644)</b>	<b>\$ 2,498,316</b>	<b>\$ (1,986)</b>	<b>\$ 932,907</b>	<b>\$ 2,050,821</b>	<b>\$ (199,882)</b>	<b>\$ 1,850,939</b>

For the Six Months Ended June 30, 2018

	Common stock			Additional paid-in capital	Accumulated other comprehensive loss	Retained earnings	Total Wynn Resorts, Ltd. stockholders' equity	Noncontrolling interests	Total stockholders' equity
	Shares outstanding	Par value	Treasury stock						
<b>Balances, January 1, 2018</b>	103,005,866	\$ 1,164	\$ (1,184,468)	\$ 1,497,928	\$ (1,845)	\$ 635,067	\$ 947,846	\$ 130,504	\$ 1,078,350
Cumulative effect, change in accounting for credit risk, net of tax of \$2,735	—	—	—	—	(9,211)	9,211	—	—	—
Net income (loss)	—	—	—	—	—	(48,551)	(48,551)	116,353	67,802
Currency translation adjustment	—	—	—	—	(1,404)	—	(1,404)	(542)	(1,946)
Change in net unrealized loss on investment securities	—	—	—	—	1,311	—	1,311	—	1,311
Redemption Note settlement	—	—	—	—	9,211	—	9,211	—	9,211
Exercise of stock options	112,590	1	—	10,065	—	—	10,066	506	10,572
Issuance of common stock	5,300,000	53	—	915,160	—	—	915,213	—	915,213
Issuance of restricted stock	242,139	2	—	1,297	—	—	1,299	501	1,800
Cancellation of restricted stock	(15,194)	—	—	—	—	—	—	—	—
Shares repurchased by the Company and held as treasury shares	(3,030)	—	(499)	—	—	—	(499)	—	(499)
Cash dividends declared	—	—	—	—	—	(132,777)	(132,777)	(138,325)	(271,102)
Distribution to noncontrolling interest	—	—	—	—	—	—	—	(3,852)	(3,852)
Stock-based compensation	—	—	—	11,270	—	—	11,270	1,465	12,735
<b>Balances, June 30, 2018</b>	<b>108,642,371</b>	<b>\$ 1,220</b>	<b>\$ (1,184,967)</b>	<b>\$ 2,435,720</b>	<b>\$ (1,938)</b>	<b>\$ 462,950</b>	<b>\$ 1,712,985</b>	<b>\$ 106,610</b>	<b>\$ 1,819,595</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(in thousands)  
(unaudited)

	Six Months Ended June 30,	
	2019	2018
<b>Cash flows from operating activities:</b>		
Net income	\$ 301,965	\$ 67,802
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	276,826	274,227
Deferred income taxes	(2,488)	(119,768)
Stock-based compensation expense	20,168	16,930
Amortization of debt issuance costs	14,862	17,609
Loss on extinguishment of debt	—	2,166
Provision (benefit) for doubtful accounts	9,003	(699)
Change in derivatives fair value	4,813	—
Change in Redemption Note fair value	—	69,331
Property charges and other	4,507	25,569
Increase (decrease) in cash from changes in:		
Receivables, net	(25,965)	(5,640)
Inventories, prepaid expenses and other	(43,018)	(2,336)
Customer deposits	(59,910)	(206,729)
Accounts payable and accrued expenses	8,681	(85,160)
<b>Net cash provided by operating activities</b>	<b>509,444</b>	<b>53,302</b>
<b>Cash flows from investing activities:</b>		
Capital expenditures, net of construction payables and retention	(636,002)	(841,924)
Purchase of intangible and other assets	(1,000)	(101,477)
Proceeds from the sale or maturity of investment securities	—	227,668
Purchase of investment securities	—	(34,098)
Proceeds from sale of assets	441	1,413
<b>Net cash used in investing activities</b>	<b>(636,561)</b>	<b>(748,418)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of long-term debt	324,754	1,673,605
Repayments of long-term debt	(603,857)	(3,028,786)
Proceeds from note receivable from sale of ownership interest in subsidiary	—	75,000
Proceeds from issuance of common stock, net of issuance costs	—	915,213
Repurchase of common stock	(35,632)	(499)
Proceeds from exercise of stock options	12,545	10,572
Dividends paid	(270,490)	(270,021)
Distribution to noncontrolling interest	(2,727)	(3,852)
Payments for financing costs	(10,488)	(29,480)
<b>Net cash used in financing activities</b>	<b>(585,895)</b>	<b>(658,248)</b>
<b>Effect of exchange rate on cash, cash equivalents and restricted cash</b>	<b>56</b>	<b>(4,297)</b>
<b>Cash, cash equivalents and restricted cash:</b>		
<b>Decrease in cash, cash equivalents and restricted cash</b>	<b>(712,956)</b>	<b>(1,357,661)</b>
<b>Balance, beginning of period</b>	<b>2,219,323</b>	<b>2,806,634</b>
<b>Balance, end of period</b>	<b>\$ 1,506,367</b>	<b>\$ 1,448,973</b>
<b>Supplemental cash flow disclosures:</b>		
Cash paid for interest, net of amounts capitalized	\$ 170,059	\$ 206,351
Capitalized stock-based compensation	\$ 147	\$ 9
Liability settled with shares of common stock	\$ 15,134	\$ 1,800
Accounts and construction payables related to property and equipment	\$ 282,721	\$ 168,893
Dividends payable on unvested restricted stock included in other accrued liabilities	\$ 5,167	\$ 2,719

The accompanying notes are an integral part of these condensed consolidated financial statements.



**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**(unaudited)**

**Note 1 - Organization***Organization*

Wynn Resorts, Limited, a Nevada corporation (together with its subsidiaries, "Wynn Resorts" or the "Company") is a designer, developer, owner and operator of destination casino resorts. In the Macau Special Administrative Region of the People's Republic of China ("Macau"), the Company owns approximately 72% of Wynn Macau, Limited ("WML"), which includes the operations of the Wynn Palace and Wynn Macau resorts. The Company refers to Wynn Palace and Wynn Macau as its Macau Operations. In Las Vegas, Nevada, the Company operates and, with the exception of certain retail space, owns 100% of Wynn Las Vegas. Additionally, the Company is a 50.1% owner and managing member of a joint venture that owns and leases certain retail space at Wynn Las Vegas (the "Retail Joint Venture"). The Company refers to Wynn Las Vegas and the Retail Joint Venture as its Las Vegas Operations. On June 23, 2019, the Company opened Encore Boston Harbor, an integrated resort in Everett, Massachusetts. The results of the eight days of its operations during the second quarter of 2019 are presented within Corporate and other in the accompanying condensed consolidated financial statements, except where otherwise noted.

*Development Projects*

The Company is currently constructing an approximately 430,000 square foot meeting and convention facility at Wynn Las Vegas and is reconfiguring the Wynn Las Vegas golf course, which the Company closed in the fourth quarter of 2017. The facility will feature approximately 217,000 square feet of state-of-the-art meeting and convention space available for group reservations. The Company expects to reopen the golf course in the fourth quarter of 2019 and open the additional meeting and convention facility in the first quarter of 2020.

**Note 2 - Basis of Presentation and Significant Accounting Policies***Basis of Presentation*

The accompanying condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("GAAP") have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures herein are adequate to make the information presented not misleading. In the opinion of management, the accompanying condensed consolidated financial statements reflect all adjustments, which are of a normal recurring nature, necessary to a fair presentation of the results for the interim periods presented. The results for the three and six months ended June 30, 2019 are not necessarily indicative of results to be expected for the full fiscal year. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

*Principles of Consolidation*

The accompanying condensed consolidated financial statements include the accounts of the Company, its majority-owned subsidiaries and entities the Company identifies as variable interest entities ("VIEs") of which the Company is determined to be the primary beneficiary. For information on the Company's VIEs, see Note 15 "Retail Joint Venture." All significant intercompany accounts and transactions have been eliminated.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

### *Investment Securities*

Investment securities consist of domestic and foreign short-term and long-term investments in corporate bonds, commercial paper, and U.S. government agency bonds reported at fair value, with unrealized gains and losses, net of tax, reported in other comprehensive income (loss). As of June 30, 2019 and December 31, 2018, the Company had no investment securities.

The Company assesses for indicators of other-than-temporary impairment on a quarterly basis. The Company determines whether (i) it does not have the intent to sell any of these investments, and (ii) it will not likely be required to sell these investments prior to the recovery of the amortized cost. During the three and six months ended June 30, 2018, the Company determined it had an other-than-temporary impairment and recorded a loss of \$0.1 million and \$1.8 million, respectively.

### *Leases*

#### *Lessee Arrangements*

The Company is the lessee under non-cancelable real estate and equipment leases. Beginning on January 1, 2019 (the date of the Company's adoption of Topic 842, as defined and discussed further in "Recently Adopted Accounting Standards"), operating lease assets and liabilities are measured and recorded upon lease commencement at the present value of the future minimum lease payments. The Company combines lease and nonlease components in its determination of minimum lease payments, except for certain asset classes that have significant nonlease components. As the interest rate implicit in its leases is not readily determinable, the Company uses its incremental borrowing rate to determine the present value of lease payments. The Company does not record an asset or liability for operating leases with a term of less than one year. Variable lease costs generally arise from changes in an index, such as the consumer price index. Variable lease costs are expensed as incurred and are not included in the determination of lease assets or liabilities. Prior to the adoption of Topic 842 on January 1, 2019, the Company did not record an asset or liability for any of its operating leases.

#### *Lessor Arrangements*

The Company is the lessor under non-cancelable operating leases for retail and food and beverage outlet space at its integrated resorts, which represents approximately 96,000, 59,000, and 142,000 square feet of space at Wynn Palace, Wynn Macau, and Wynn Las Vegas, respectively. The lease arrangements generally include minimum base rent and contingent rental clauses based on a percentage of net sales. Generally, the terms of the leases range between five and 10 years. The Company records revenue on a straight-line basis over the term of the lease, and recognizes revenue for contingent rentals when the contingency has been resolved. The Company has elected to combine lease and nonlease components for the purpose of measuring lease revenue. Revenue is recorded in entertainment, retail and other revenue on the Condensed Consolidated Statements of Operations.

### *Gaming Taxes*

The Company is subject to taxes based on gross gaming revenues in the jurisdictions in which it operates, subject to applicable jurisdictional adjustments. These gaming taxes are recorded as casino expenses in the accompanying Consolidated Statements of Operations. These taxes totaled \$561.8 million for each of the three months ended June 30, 2019 and 2018, and \$1.15 billion and \$1.17 billion for the six months ended June 30, 2019 and 2018, respectively.

### *Pre-opening expenses*

Pre-opening expenses represent personnel, advertising, and other costs incurred prior to the opening of new ventures and are expensed as incurred. During the three and six months ended June 30, 2019 and 2018, the Company incurred pre-opening expenses primarily in connection with the development of Encore Boston Harbor.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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*Recently Adopted Accounting Standards*

*Leases*

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, Leases ("Topic 842"), which requires recognition of lease assets and liabilities on the balance sheet and disclosure of additional information about leasing activities. The Company adopted this standard using a modified retrospective transition approach with an initial application date of January 1, 2019. As a result, prior periods were not retrospectively adjusted and are not comparable to current periods. The Company elected the practical expedient permitting lessees to carry forward historical lease classifications for existing arrangements. The following is a summary of the significant impacts on the Company's balance sheet as of January 1, 2019:

- The Company recognized operating lease assets and liabilities of \$154.1 million, which represented the discounted future minimum lease payments of all existing leases on the initial application date.
- The net carrying amount of a definite-lived intangible asset, which related to a leasehold interest in land and totaled \$88.1 million, was reclassified to operating lease assets.
- Leasehold interests in land, net, which totaled \$206.9 million, were reclassified to operating lease assets from property and equipment, net.
- Certain other initial direct cost assets, prepaid lease assets, and deferred rent accrued liabilities were reclassified to operating lease assets.

As the Company elected to carry forward historical lease classifications, an arrangement concluded to contain a capital lease under the previous standard was deemed a finance lease under Topic 842, with no resultant change in accounting other than the reclassification of associated initial direct costs from other assets to property and equipment, net. There was no impact on the Company's operating income, net income or cash flows as a result of adopting Topic 842.

*Accounting Standards Issued But Not Yet Adopted*

*Financial Instruments - Credit Losses*

The FASB issued ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326)* in 2016. The new guidance replaces the incurred loss impairment methodology in current U.S. GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For trade and other receivables, loans and other financial instruments, the Company will be required to use a forward-looking expected loss model rather than the incurred loss model for recognizing credit losses which reflects losses that are probable. The new guidance will be effective for the Company beginning January 1, 2020. Application of the amendments is through a cumulative-effect adjustment to retained earnings as of the effective date. The Company is currently assessing the impact the guidance will have on its Consolidated Financial Statements and related disclosures.

**Note 3 - Cash, Cash Equivalents and Restricted Cash**

Cash, cash equivalents and restricted cash consisted of the following (in thousands):

	June 30, 2019	December 31, 2018
<b>Cash and cash equivalents:</b>		
Cash (1)	\$ 1,111,691	\$ 1,455,744
Cash equivalents (2)	390,195	759,257
<b>Total cash and cash equivalents</b>	<b>1,501,886</b>	<b>2,215,001</b>
Restricted cash (3)	4,481	4,322
<b>Total cash, cash equivalents and restricted cash</b>	<b>\$ 1,506,367</b>	<b>\$ 2,219,323</b>

(1) Cash consists of cash on hand and bank deposits.

(2) Cash equivalents consist of bank time deposits and money market funds.

(3) Restricted cash consists of cash collateral associated with an obligation and cash held in a trust in accordance with WML's share award plan.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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**Note 4 - Receivables, net**

Receivables, net consisted of the following (in thousands):

	June 30, 2019	December 31, 2018
Casino	\$ 243,430	\$ 229,594
Hotel	21,056	22,086
Other	61,570	57,658
	<b>326,056</b>	<b>309,338</b>
Less: allowance for doubtful accounts	(29,360)	(32,694)
	<b>\$ 296,696</b>	<b>\$ 276,644</b>

As of June 30, 2019 and December 31, 2018, approximately 83.3% and 85.0%, respectively, of the Company's markers were due from customers residing outside the United States, primarily in Asia. Business or economic conditions or other significant events in the countries in which our customers reside could affect the collectability of such receivables.

**Note 5 - Property and Equipment, net**

Property and equipment, net consisted of the following (in thousands):

	June 30, 2019	December 31, 2018
Buildings and improvements	\$ 9,266,711	\$ 7,707,467
Land and improvements	1,211,975	1,141,032
Furniture, fixtures and equipment	2,891,388	2,288,370
Leasehold interests in land	—	313,516
Airplanes	110,623	110,623
Construction in progress	394,107	1,912,801
	<b>13,874,804</b>	<b>13,473,809</b>
Less: accumulated depreciation	(4,234,100)	(4,087,889)
	<b>\$ 9,640,704</b>	<b>\$ 9,385,920</b>

As of June 30, 2019, construction in progress consisted primarily of costs capitalized, including interest, for the construction of the additional meeting and convention space at Wynn Las Vegas and the reconfiguration of the Wynn Las Vegas golf course. As of December 31, 2018, construction in progress consisted primarily of costs capitalized, including interest, for the construction of Encore Boston Harbor. On June 23, 2019, Encore Boston Harbor opened and its associated construction in progress balance was placed into service.

The Company capitalized interest of \$24.1 million and \$12.6 million for the three months ended June 30, 2019 and 2018, respectively, and \$46.8 million and \$21.5 million for the six months ended June 30, 2019 and 2018, respectively, primarily in connection with the construction of Encore Boston Harbor.

Beginning January 1, 2019, leasehold interests in land, net of related accumulated amortization were reclassified to operating lease assets with the adoption of Topic 842.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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**Note 6 - Long-Term Debt**

Long-term debt consisted of the following (in thousands):

	June 30, 2019	December 31, 2018
<b>Macau Related:</b>		
Wynn Macau Credit Facilities:		
Senior Term Loan Facility, due 2022 (1)	\$ 2,299,070	\$ 2,296,999
Senior Revolving Credit Facility, due 2022 (2)	99,917	623,921
4 7/8% Senior Notes, due 2024	600,000	600,000
5 1/2% Senior Notes, due 2027	750,000	750,000
<b>U.S. and Corporate Related:</b>		
Wynn America Credit Facilities (3):		
Senior Term Loan Facility, due 2021	991,299	994,780
4 1/4% Senior Notes, due 2023	500,000	500,000
5 1/2% Senior Notes, due 2025	1,780,000	1,780,000
5 1/4% Senior Notes, due 2027	880,000	880,000
Retail Term Loan, due 2025 (4)	615,000	615,000
Wynn Resorts Term Loan, due 2024 (5)	748,125	500,000
	<b>9,263,411</b>	<b>9,540,700</b>
Less: Unamortized debt issuance costs and original issue discounts and premium, net	(111,513)	(117,600)
	<b>9,151,898</b>	<b>9,423,100</b>
Less: Current portion of long-term debt	(56,605)	(11,960)
<b>Total long-term debt, net of current portion</b>	<b>\$ 9,095,293</b>	<b>\$ 9,411,140</b>

(1) Approximately \$1.31 billion and \$994.1 million of the Wynn Macau Senior Term Loan Facility bears interest at a rate of LIBOR plus 1.75% per year and HIBOR plus 1.75% per year, respectively. As of June 30, 2019, the weighted average interest rate was approximately 4.19%.

(2) Approximately \$57.0 million and \$42.9 million of the Wynn Macau Senior Revolving Credit Facility bears interest at a rate of LIBOR plus 1.75% per year and HIBOR plus 1.75% per year, respectively. As of June 30, 2019, the weighted average interest rate was approximately 4.20%, and the available borrowing capacity was \$648.5 million.

(3) The Wynn America Senior Term Loan Facility bears interest at a rate of LIBOR plus 1.75% per year. As of June 30, 2019, the interest rate was 4.16%. Additionally, as of June 30, 2019, the available borrowing capacity under the Wynn America Senior Revolving Credit Facility was \$356.9 million.

(4) The Retail Term Loan bears interest at a rate of LIBOR plus 1.70% per year. As of June 30, 2019, the interest rate was 4.14%.

(5) The Wynn Resorts Term Loan bears interest at a rate of LIBOR plus 2.25% per year. As of June 30, 2019, the interest rate was 4.69%.

**Wynn Resorts Term Loan**

On October 30, 2018, the Company and certain subsidiaries of the Company entered into a credit agreement (as subsequently amended, the "Credit Agreement") to provide for a \$500.0 million six year term loan facility (the "WRL Term Loan I"). On March 8, 2019, the Company, certain subsidiaries of the Company, and certain incremental term facility lenders entered into an incremental joinder agreement that amended the Credit Agreement to, among other things, provide the Company with an additional \$250.0 million term loan (the "WRL Term Loan II" and, collectively with the WRL Term Loan I, the "Wynn Resorts Term Loan"), on substantially similar terms as the WRL Term Loan I. The Company intends to use the net proceeds of the WRL Term Loan II for general corporate purposes, including without limitation, repurchases of the Company's common stock, investments in subsidiaries, and/or capital expenditures.

The Credit Agreement provides for quarterly principal repayments beginning in 2019, with a final installment of \$706.9 million due upon maturity on October 30, 2024.

The Credit Agreement contains customary representations and warranties, events of default and negative and affirmative covenants, including, among other things, limitations on: indebtedness; investments; restricted payments; mergers and acquisitions; payment of indebtedness; negative pledges; liens; transactions with affiliates and sales of assets. In addition, the Credit Agreement contains a requirement that the Company must make mandatory prepayments of indebtedness equal to 50.0% of excess cash flow

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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if the leverage ratio, as defined in the Credit Agreement, as of the last day of the applicable fiscal year is greater than 4.5 to 1 prior to the year of opening of Encore Boston Harbor or is greater than 4.0 to 1 thereafter. There is no mandatory prepayment in respect of excess cash flow if the Company's Consolidated First Lien Secured Leverage Ratio is equal to or less than 4.5 to 1.

Wynn Group Asia, Inc. and Wynn Resorts Holdings, LLC, each a direct, wholly owned subsidiary of the Company (collectively, the "Guarantors"), guarantee the obligations of the Company under the Credit Agreement. The Company will pledge all of the equity interests in the Guarantors to the extent permitted by applicable law.

#### *Commitment Letter*

On March 8, 2019, in connection with the WRL Term Loan II, the Company agreed to terminate the remaining \$250.0 million of the lenders' commitments under the commitment letter. Accordingly, there are no remaining commitments under the commitment letter.

#### *Redemption Price Promissory Note*

On February 18, 2012, pursuant to its articles of incorporation, the Company redeemed and canceled all Aruze USA, Inc.'s ("Aruze") 24,549,222 shares of Wynn Resorts' common stock. In connection with the redemption of the shares, the Company issued a promissory note (the "Redemption Note") with a principal amount of \$1.94 billion, a maturity date of February 18, 2022 and an interest rate of 2% per annum, payable annually in arrears on each anniversary of the date of the Redemption Note. The Redemption Note was recorded at fair value in accordance with applicable accounting guidance. The Company repaid the principal amount in full on March 30, 2018. On March 30, 2018, the Company also paid an additional \$463.6 million in settlement of certain legal claims concerning the Redemption Note, which is recorded as a litigation settlement expense on the Condensed Consolidated Statements of Operations.

#### *Debt Covenant Compliance*

As of June 30, 2019, management believes the Company was in compliance with all debt covenants.

#### *Fair Value of Long-Term Debt*

The estimated fair value of the Company's long-term debt as of June 30, 2019 and December 31, 2018, was approximately \$9.24 billion and \$8.97 billion, respectively, compared to its carrying value, excluding debt issuance costs and original issue discount and premium, of \$9.26 billion and \$9.54 billion, respectively. The estimated fair value of the Company's long-term debt is based on recent trades, if available, and indicative pricing from market information (Level 2 inputs).

### **Note 7 - Stockholders' Equity**

#### *Dividends*

On February 26, 2019 and May 30, 2019, the Company paid cash dividends of \$0.75 and \$1.00 per share, respectively. During the three and six months ended June 30, 2019, the Company recorded \$107.6 million and \$188.3 million, respectively, as a reduction of retained earnings from cash dividends declared.

On February 27, 2018 and May 29, 2018, the Company paid cash dividends of \$0.50 and \$0.75 per share, respectively. During the three and six months ended June 30, 2018, the Company recorded \$81.3 million and \$132.8 million, respectively, as a reduction of retained earnings from cash dividends declared.

On August 6, 2019, the Company announced a cash dividend of \$1.00 per share, payable on August 27, 2019, to stockholders of record as of August 16, 2019.

#### *Noncontrolling Interests*

On June 19, 2019, WML paid a cash dividend of HK\$0.45 per share for a total of \$298.0 million. The Company's share of this dividend was \$215.0 million with a reduction of \$83.0 million to noncontrolling interest in the accompanying Condensed Consolidated Balance Sheet.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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On April 25, 2018, WML paid a cash dividend of HK\$0.75 per share for a total of \$497.1 million. The Company's share of this dividend was \$358.8 million with a reduction of \$138.3 million to noncontrolling interest in the accompanying Condensed Consolidated Balance Sheet.

*Comprehensive Income (Loss) and Accumulated Other Comprehensive Loss*

The following table presents the changes by component, net of tax and noncontrolling interests, in accumulated other comprehensive loss of the Company (in thousands):

	Foreign currency translation
January 1, 2019	\$ (1,950)
Change in net unrealized loss	(36)
<b>Other comprehensive loss</b>	<b>(36)</b>
<b>June 30, 2019</b>	<b>\$ (1,986)</b>

	Foreign currency translation	Unrealized loss on investment securities	Redemption Note	Total
January 1, 2018	\$ (553)	\$ (1,292)	\$ —	\$ (1,845)
Cumulative credit risk adjustment (1)	—	—	(9,211)	(9,211)
Change in net unrealized loss	(1,404)	(1,491)	7,690	4,795
Amounts reclassified to net income (2)	—	2,802	1,521	4,323
<b>Other comprehensive income (loss)</b>	<b>(1,404)</b>	<b>1,311</b>	<b>9,211</b>	<b>9,118</b>
<b>June 30, 2018</b>	<b>\$ (1,957)</b>	<b>\$ 19</b>	<b>\$ —</b>	<b>\$ (1,938)</b>

(1) On January 1, 2018, the Company adopted Accounting Standards Update ("ASU") No. 2016-01, *Financial Instruments*. The adjustment to the beginning balance represents the cumulative effect of the change in instrument-specific credit risk on the Redemption Note.

(2) The amounts reclassified to net income include \$1.8 million for other-than-temporary impairment losses and \$1.0 million in realized losses, both related to investment securities, and a \$1.5 million realized gain related to the repayment of the Redemption Note.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**Note 8 - Fair Value Measurements**

The following tables present assets and liabilities carried at fair value (in thousands):

	June 30, 2019	Fair Value Measurements Using:		
		Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
<b>Assets:</b>				
Cash equivalents	\$ 390,195	—	\$ 390,195	—
Restricted cash	\$ 4,481	\$ 2,033	\$ 2,448	—

<b>Liabilities:</b>				
Interest rate collar	\$ 5,433	—	\$ 5,433	—

	December 31, 2018	Fair Value Measurements Using:		
		Quoted Market Prices in Active Markets (Level 1)	Other Observable Inputs (Level 2)	Unobservable Inputs (Level 3)
<b>Assets:</b>				
Cash equivalents	\$ 759,257	—	\$ 759,257	—
Restricted cash	\$ 4,322	\$ 2,015	\$ 2,307	—

<b>Liabilities:</b>				
Interest rate collar	\$ 619	—	\$ 619	—



**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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**Note 9 - Customer Contract Liabilities**

In providing goods and services to its customers, there is often a timing difference between the Company receiving cash and the Company recording revenue for providing services or holding events.

The Company's primary liabilities associated with customer contracts are as follows (in thousands):

	June 30, 2019	December 31, 2018	Increase (decrease)	June 30, 2018	December 31, 2017	Increase (decrease)
Casino outstanding chips and front money deposits (1)	\$ 865,578	\$ 905,561	\$ (39,983)	\$ 794,232	\$ 991,957	\$ (197,725)
Advance room deposits and ticket sales (2)	36,185	42,197	(6,012)	38,903	48,065	(9,162)
Other gaming-related liabilities (3)	7,405	12,694	(5,289)	9,474	12,765	(3,291)
Loyalty program and related liabilities (4)	18,166	18,148	18	18,738	18,421	317
	<b>\$ 927,334</b>	<b>\$ 978,600</b>	<b>\$ (51,266)</b>	<b>\$ 861,347</b>	<b>\$ 1,071,208</b>	<b>\$ (209,861)</b>

- (1) Casino outstanding chips represent amounts owed to gaming promoters and customers for chips in their possession, and casino front money deposits represent funds deposited by customers before gaming play occurs. These amounts are included in customer deposits on the Condensed Consolidated Balance Sheets and may be recognized as revenue or redeemed for cash in the future.
- (2) Advance room deposits and ticket sales represent cash received in advance for goods or services to be provided in the future. These amounts are included in customer deposits on the Condensed Consolidated Balance Sheets and will be recognized as revenue when the goods or services are provided or the events are held. Decreases in this balance generally represent the recognition of revenue and increases in the balance represent additional deposits made by customers. The deposits are expected to primarily be recognized as revenue within one year.
- (3) Other gaming-related liabilities generally represent unpaid wagers primarily in the form of unredeemed slot, race and sportsbook tickets or wagers for future sporting events. The amounts are included in other accrued liabilities on the Condensed Consolidated Balance Sheets.
- (4) Loyalty program and related liabilities represent the deferral of revenue until the loyalty points or other complimentary are redeemed. The amounts are included in other accrued liabilities on the Condensed Consolidated Balance Sheets and are expected to be recognized as revenue within one year of being earned by customers.

**Note 10 - Stock-Based Compensation**

The total compensation cost for stock-based compensation plans was recorded as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Casino	\$ 1,790	\$ 1,308	\$ 4,374	\$ 3,127
Rooms	223	78	441	205
Food and beverage	477	232	809	610
Entertainment, retail and other	62	33	106	76
General and administrative	6,938	7,691	13,768	12,628
Pre-opening	340	284	670	284
<b>Total stock-based compensation expense</b>	<b>9,830</b>	<b>9,626</b>	<b>20,168</b>	<b>16,930</b>
Total stock-based compensation capitalized	83	9	147	9
<b>Total stock-based compensation costs</b>	<b>\$ 9,913</b>	<b>\$ 9,635</b>	<b>\$ 20,315</b>	<b>\$ 16,939</b>

Certain members of the Company's executive management team receive a portion of their annual incentive bonus in shares of the Company's stock. The number of shares is determined based on the closing stock price on the date the annual incentive bonus is settled. As the number of shares is variable, the Company records a liability for the fixed monetary amount over the service period. The Company recorded stock-based compensation expense associated with these awards of \$2.3 million and \$2.4 million for the three months ended June 30, 2019 and 2018, respectively, and \$4.2 million for each of the six months ended June 30, 2019 and 2018.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
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**Note 11 - Income Taxes**

The Company recorded an income tax benefit of \$2.0 million and \$9.7 million for the three months ended June 30, 2019 and 2018, respectively, and an income tax benefit of \$0.3 million and \$120.7 million for the six months ended June 30, 2019 and 2018, respectively. The 2019 income tax benefit primarily related to the decrease in the valuation allowance for U.S foreign tax credits and the 2018 income tax benefit primarily related to the settlement of the Redemption Note.

The Company records valuation allowances on certain of its U.S. and foreign deferred tax assets. In assessing the need for a valuation allowance, the Company considers whether it is more likely than not that the deferred tax assets will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income. In the assessment of the valuation allowance, appropriate consideration is given to all positive and negative evidence including recent operating profitability, forecast of future earnings and the duration of statutory carryforward periods.

Wynn Macau SA received a five year exemption from Macau's 12% Complementary Tax on casino gaming profits through December 31, 2020. Accordingly, for the three months ended June 30, 2019 and 2018, the Company was exempt from the payment of such taxes totaling \$19.8 million and \$20.0 million, respectively. For the six months ended June 30, 2019 and 2018, the Company was exempt from the payment of such taxes totaling \$42.6 million and \$46.9 million, respectively. The Company's non-gaming profits remain subject to the Macau Complementary Tax and its casino winnings remain subject to the Macau special gaming tax and other levies in accordance with its concession agreement.

**Note 12 - Earnings Per Share**

Basic earnings per share ("EPS") is computed by dividing net income (loss) attributable to Wynn Resorts by the weighted average number of common shares outstanding during the period. Diluted EPS is computed by dividing net income (loss) attributable to Wynn Resorts by the weighted average number of common shares outstanding during the period increased to include the number of additional shares of common stock that would have been outstanding if the potential dilutive securities had been issued. Potentially dilutive securities include outstanding stock options and unvested restricted stock.

The weighted average number of common and common equivalent shares used in the calculation of basic and diluted EPS consisted of the following (in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Numerator:</b>				
<b>Net income (loss) attributable to Wynn Resorts, Limited</b>	<b>\$ 94,551</b>	<b>\$ 155,756</b>	<b>\$ 199,423</b>	<b>\$ (48,551)</b>
<b>Denominator:</b>				
Weighted average common shares outstanding	106,876	107,792	106,834	105,195
Potential dilutive effect of stock options and restricted stock	265	613	255	—
<b>Weighted average common and common equivalent shares outstanding</b>	<b>107,141</b>	<b>108,405</b>	<b>107,089</b>	<b>105,195</b>
Net income (loss) attributable to Wynn Resorts, Limited per common share, basic	\$ 0.88	\$ 1.44	\$ 1.87	\$ (0.46)
Net income (loss) attributable to Wynn Resorts, Limited per common share, diluted	\$ 0.88	\$ 1.44	\$ 1.86	\$ (0.46)
Anti-dilutive stock options and restricted stock excluded from the calculation of diluted net income (loss) per share	287	111	365	1,160

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

**Note 13 - Leases**
*Lessee Arrangements*

The following table summarizes the balance sheet classification of the Company's lease assets and liabilities (in thousands):

	Balance Sheet Classification	June 30, 2019	
<b>Assets</b>			
Operating leases	Operating lease assets	\$	452,274
Finance lease	Property and equipment, net - Land	\$	21,680
<b>Current liabilities</b>			
Operating leases	Other accrued liabilities	\$	17,769
<b>Non-current liabilities</b>			
Operating leases	Long-term operating lease liabilities	\$	151,446
Finance lease	Other long-term liabilities	\$	16,565

The following tables disclose the components of the Company's lease cost, supplemental cash flow disclosures, and other information regarding the Company's lease arrangements (dollars in thousands):

	Three Months Ended June 30, 2019	Six Months Ended June 30, 2019
<b>Lease cost:</b>		
Operating lease cost	\$ 8,248	\$ 16,324
Short-term lease cost	5,872	10,740
Amortization of leasehold interests in land	3,411	6,540
Variable lease cost	1,362	2,476
Finance lease interest cost	256	512
<b>Total lease cost</b>	<b>\$ 19,149</b>	<b>\$ 36,592</b>

	Six Months Ended June 30, 2019
<b>Supplemental cash flow disclosures:</b>	
Operating lease liabilities arising from obtaining operating lease assets	\$ 26,371
Cash paid for amounts included in the measurement of lease liabilities:	
Cash used in operating activities - Operating leases	\$ 15,636
Cash used in operating activities - Finance leases	\$ 495

	June 30, 2019
<b>Other information:</b>	
Weighted-average remaining lease term - Operating leases	37.3 years
Weighted-average remaining lease term - Finance leases	46.2 years
Weighted-average discount rate - Operating leases	6.5%
Weighted-average discount rate - Finance leases	6.2%

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

The following table presents an analysis of lease liability maturities (in thousands):

Years Ending December 31,	Operating Leases	Finance Leases
2019 (excluding the six months ended June 30, 2019)	\$ 14,258	\$ 495
2020	22,230	989
2021	19,252	989
2022	17,940	989
2023	17,171	989
Thereafter	481,182	66,742
<b>Total undiscounted cash flows</b>	<b>\$ 572,033</b>	<b>\$ 71,193</b>
Present value		
Short-term lease liabilities	\$ 17,769	\$ —
Long-term lease liabilities	151,446	16,565
<b>Total lease liabilities</b>	<b>\$ 169,215</b>	<b>\$ 16,565</b>
<b>Interest on lease liabilities</b>	<b>\$ 402,818</b>	<b>\$ 54,628</b>

#### Ground Leases

##### Undeveloped Land - Las Vegas

The Company leases approximately 16 acres of undeveloped land on Las Vegas Boulevard directly across from Wynn Las Vegas in Las Vegas, Nevada, which expires in 2097. The ground lease payments, which increase at a fixed rate over the term of the lease, are \$3.8 million per year until 2023 and total payments of \$367.8 million thereafter. As of June 30, 2019, the liability associated with this lease was \$62.4 million.

At June 30, 2019, operating lease assets included approximately \$87.5 million related to an amount allocated to the leasehold interest in land upon the acquisition of a group of assets in 2018. The Company expects that the amortization of this amount will be \$1.1 million each year from 2020 through 2096 and \$0.7 million in 2097.

##### Macau Land Concessions

Wynn Palace and Wynn Macau were built on land that is leased under Macau land concession contracts each with terms of 25 years from May 2012 and August 2004, respectively, which may be renewed with government approval for successive 10-year periods in accordance with Macau legislation. The land concession payments are expected to be \$1.6 million per year through 2023 and total payments of \$17.1 million thereafter through 2037. At June 30, 2019, the total liability associated with these leases was \$15.6 million.

At June 30, 2019, operating lease assets included \$197.3 million of leasehold interests in land related to the Wynn Palace and Wynn Macau land concessions. The Company expects that the amortization associated with these leasehold interests will be approximately \$12.6 million per year from 2020 through 2028 and approximately \$9.2 million thereafter through 2037.

#### Lessor Arrangements

The following table presents the minimum and contingent operating lease income for the periods presented (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Minimum rental income	\$ 33,671	\$ 30,775	\$ 66,379	\$ 62,303
Contingent rental income	11,945	12,713	26,916	28,618
<b>Total rental income</b>	<b>\$ 45,616</b>	<b>\$ 43,488</b>	<b>\$ 93,295</b>	<b>\$ 90,921</b>

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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The following table presents the future minimum rentals to be received under operating leases (in thousands):

Years Ending December 31,	Operating Leases
2019 (excluding the six months ended June 30, 2019)	\$ 70,212
2020	141,996
2021	80,474
2022	62,824
2023	46,138
Thereafter	152,183
<b>Total future minimum rentals</b>	<b>\$ 553,827</b>

#### **Note 14 - Commitments and Contingencies**

##### *Litigation*

In addition to the actions noted below, the Company and its affiliates are involved in litigation arising in the normal course of business. In the opinion of management, such litigation is not expected to have a material effect on the Company's financial condition, results of operations and cash flows.

##### Derivative Litigation Related to Redemption Action

Two state derivative actions were commenced against the Company and all members of its Board of Directors in the Eighth Judicial District Court of Clark County, Nevada by the IBEW Local 98 Pension Fund and Danny Hinson (collectively, the "Derivative Plaintiffs"). On March 15, 2019, the parties filed a stipulation and order to dismiss the action, with prejudice, which the court entered on March 18, 2019. Neither the Company nor any of the individual defendants made any form of payment in exchange for the dismissal of the action.

##### Massachusetts Gaming License Related Actions

On September 17, 2014, the Massachusetts Gaming Commission ("MGC") designated Wynn MA the award winner of the Greater Boston (Region A) gaming license. On November 7, 2014, the gaming license became effective.

##### Suffolk Action

On September 17, 2018, Sterling Suffolk Racecourse, LLC, owner of the property proposed for location of a casino by an unsuccessful bidder for the Greater Boston (Region A) gaming license filed a complaint in the United States District Court, District of Massachusetts, against the Company, Wynn MA, certain current and former officers of the Company, FBT Everett Realty, LLC, former owner of the land on which Encore Boston Harbor is located ("FBT"), and Paul Lohnes, a member of FBT. The complaint alleges, among other things, the defendants violated the RICO Act, conspired to circumvent the application process for the Greater Boston (Region A) gaming license and violated Massachusetts law with respect to unfair methods of competition. The plaintiff seeks \$1.0 billion in compensatory damages and treble damages. All defendants filed motions to dismiss the complaint. On May 7, 2019, the court held a hearing on the motions to dismiss and stayed all discovery pending a decision on the motions.

The Company will vigorously defend against the claims asserted. This action is in preliminary stages and management has determined that based on proceedings to date, it is currently unable to determine the probability of the outcome of this action or the range of reasonably possible loss, if any.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**(unaudited)**

### Revere Action

On October 16, 2014, the City of Revere, the host community to the unsuccessful bidder for the same license, the International Brotherhood of Electrical Workers, Local 103 ("IBEW") and several individuals, filed a complaint against the MGC and each of the five gaming commissioners in Suffolk Superior Court in Boston, Massachusetts (the "Revere Action"). The complaint challenges the MGC's decision and alleges that the MGC failed to follow statutory requirements outlined in the Gaming Act. The complaint (1) seeks to appeal the administrative decision, (2) asserts that certiorari provides a remedy to correct errors in proceedings by an agency such as the MGC, (3) challenges the constitutionality of that section of the gaming law which bars judicial review of the MGC's decision to deny an applicant a gaming license, and (4) alleges violations of the open meeting law requirements. Mohegan Sun ("Mohegan"), the other applicant for the Greater Boston (Region A) gaming license, intervened in the Revere Action. The Mohegan complaint challenges the license award to Wynn MA, seeks judicial review of the MGC's decision, and seeks to vacate the MGC's license award to Wynn MA.

On July 1, 2015, the MGC filed motions to dismiss Mohegan's and the City of Revere's complaints. On December 3, 2015, the court granted the motion to dismiss the claims asserted in the Revere Action and the court granted the motion to dismiss three of the four counts asserted by Mohegan but denied the motion as to Mohegan's certiorari claim. The City of Revere and IBEW sought immediate appellate review of the dismissal of their claims. On March 10, 2017, the Massachusetts Supreme Judicial Court ("SJC") affirmed the trial court's dismissal of the City of Revere's claims and IBEW's claims. The SJC affirmed the court's dismissal of Mohegan's claims except for the certiorari claim, which the SJC remanded to the Suffolk Superior Court. Mohegan filed a motion for judgment on the pleadings on November 3, 2017, a hearing on which has not yet been rescheduled.

The SJC reversed the trial court's dismissal of the individual plaintiffs' open meeting law claim and remanded that claim to the Suffolk Superior Court. On July 12, 2019, the court granted the MGC's motion for summary judgment and dismissed the open meeting law claim.

Wynn MA was not named in the Revere Action. The MGC retained private legal representation at its own nontaxpayer-funded expense.

### Massachusetts Gaming Commission Investigation

On January 31, 2018, the Investigations & Enforcement Bureau ("IEB") of the MGC announced it had commenced an investigation into the Company's ongoing suitability as a gaming licensee in that jurisdiction. The Company fully cooperated with the IEB's investigation. After a three-day adjudicatory hearing before the MGC, the MGC concluded that the Company and Wynn MA are suitable to maintain a Massachusetts gaming license, subject to a fine of \$35.0 million, which the Company paid during the three months ended June 30, 2019, and the Company's fulfillment of other conditions set forth in the MGC decision.

### Nevada Gaming Control Board Investigation

On January 25, 2019, the Nevada Gaming Control Board completed its investigation, which had commenced in 2018, and filed a complaint against the Company and its indirect subsidiary, Wynn Las Vegas, LLC ("NGCB Respondents"). Also on January 25, 2019, the NGCB Respondents entered into a Stipulation for Settlement with the Nevada Gaming Control Board in connection with its complaint, under which, among other things, the NGCB Respondents agreed to pay a fine in an amount to be determined by the Nevada Gaming Commission, and the Nevada Gaming Control Board agreed not to seek to revoke or limit the NGCB Respondents' licenses, findings of suitability or any other approvals of the Nevada Gaming Commission. On February 26, 2019, the Nevada Gaming Commission approved the Stipulation for Settlement and fined the Company \$20.0 million, which was paid during the three months ended March 31, 2019.

### Derivative Litigation

A number of stockholder derivative actions have been filed in state and federal court located in Clark County, Nevada against certain current and former members of the Company's Board of Directors and, in some cases, the Company's current and former officers. Each of the complaints alleges, among other things, breach of fiduciary duties in failing to detect, prevent and remedy alleged inappropriate personal conduct by Stephen A. Wynn in the workplace. On September 19, 2018, the Board established a Special Litigation Committee (the "SLC") to investigate the allegations in the State Derivative Case (as defined below).

The actions filed in the Eighth Judicial District Court of Clark County, Nevada have been consolidated as *In re Wynn Resorts, Ltd. Derivative Litigation* ("State Derivative Case"). On October 26, 2018, the SLC filed a motion to intervene and stay the State

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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Derivative Case pending completion of its investigation, which the court granted (the "SLC Stay"). The SLC's investigation is ongoing.

In 2018, several actions filed in the United States District Court, District of Nevada were consolidated as *In re Wynn Resorts, Ltd. Derivative Litigation* ("Federal Derivative Case"), which also claim corporate waste and violation of Section 14(a) of the Exchange Act. In June 2018, the Company filed a motion to dismiss and a motion to stay pending resolution of the Securities Action (described below). On March 29, 2019, the Court granted the Company's request for a stay.

On March 25, 2019, a separate stockholder derivative action was filed in the United States District Court, District of Nevada alleging identical causes of action as the Federal Derivative Case with the additional allegation that the Board of Directors improperly refused the stockholder's demand to commence litigation against the officers and directors of the Company. On June 10, 2019, the Company filed a motion to dismiss, or alternatively to consolidate this action into the Federal Derivative Case, which is stayed. The motion is currently pending before the court.

On June 3, 2019, a separate stockholder derivative action was filed in the Eighth Judicial District Court of Clark County, Nevada alleging substantially similar causes of action as the State Derivative Case with the additional allegation that various of the Company's attorneys committed professional malpractice, and certain current and former executives also breached fiduciary duties and aided and abetted the breach of fiduciary duties, in connection with the alleged inappropriate personal conduct by Stephen A. Wynn in the workplace. On July 9, 2019, the Company filed a motion to consolidate this action into the State Derivative Case. The motion is currently pending before the court. On July 26, 2019, the plaintiff voluntarily dismissed Matt Maddox, Stephen A. Wynn, Kimmarré Sinatra, John J. Hagenbuch, Ray R. Irani, Jay L. Johnson, Robert J. Miller, Patricia Mulroy, Clark T. Randt, Jr., Alvin V. Shoemaker, J. Edward Virtue, D. Boone Wayson, and one of the Company's law firms from the action.

Each of the actions seeks to recover for the Company unspecified damages, including restitution and disgorgement of profits, and also seeks to recover attorneys' fees, costs and related expenses for the plaintiff.

#### Individual Stockholder Actions

A number of stockholders have filed individual actions in the Eighth Judicial District Court of Clark County, Nevada against certain current and former members of the Company's Board of Directors and the Company's current and former officers ("Individual Stockholder Actions"). Each of the complaints alleges that defendants, among other things, breached their fiduciary duties in failing to detect, prevent and remedy alleged inappropriate personal conduct by Stephen A. Wynn in the workplace causing injury to each of the individual stockholders.

On January 29, 2019, the defendants filed motions to dismiss each of the Individual Stockholder Actions, which were then stayed pending certain proceedings before the Nevada Supreme Court that concluded on June 26, 2019. On July 26, 2019, the trial court scheduled a hearing on the defendants' pending motions to dismiss for September 18, 2019.

#### Securities Action

On February 20, 2018, a putative securities class action was filed against the Company and certain current and former officers of the Company in the United States District Court, Southern District of New York (which was subsequently transferred to the United States District Court, District of Nevada) by John V. Ferris and Joann M. Ferris on behalf of all persons who purchased the Company's common stock between February 28, 2014 and January 25, 2018. The complaint alleges, among other things, certain violations of federal securities laws and seeks to recover unspecified damages as well as attorneys' fees, costs and related expenses for the plaintiffs. The defendants have filed motions to dismiss, which are currently pending before the court.

The defendants in these actions will vigorously defend against the claims pleaded against them. These actions are in preliminary stages and management has determined that based on proceedings to date, it is currently unable to determine the probability of the outcome of these actions or the range of reasonably possible loss, if any.

#### Aruze and Affiliates Litigation

On February 18, 2012, the Board of Directors of Wynn Resorts determined that Universal Entertainment Corp., Aruze (together with Universal Entertainment Corp, the "Universal Parties") and Kazuo Okada, and the related parties (collectively, the "Okada Parties") were "unsuitable persons" under the Company's articles and redeemed and canceled Aruze's 24,549,222 shares of Wynn Resorts' common stock, and, pursuant to its articles of incorporation, Wynn Resorts issued the Redemption Note to Aruze in

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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redemption of the shares. The next day, Wynn Resorts filed an action alleging breaches of fiduciary duty and related claims (the "Redemption Action"). The Okada Parties denied the claims and asserted counterclaims.

On March 8, 2018, the Company entered into a settlement agreement (the "Settlement Agreement") by and between the Company and its individual directors and officers (the "Wynn Parties"), and the Universal Parties. The Settlement Agreement resolved all legal proceedings pending between the settling parties in the Redemption Action. The Universal Parties further released any claims against the Wynn Parties and their affiliates in any other jurisdiction, including a proceeding pending in Macau against Wynn Resorts (Macau) S.A. ("Wynn Macau SA") and certain related individuals ("Macau Litigation"). Subsequently the Company voluntarily dismissed its claim for breach of fiduciary duty against Kazuo Okada.

On July 3, 2015, Wynn Macau, Limited announced that the Okada Parties filed a complaint in the Court of First Instance of Macau ("Macau Court") against Wynn Macau SA and certain individuals who are or were directors of Wynn Macau SA or WML (collectively, the "Wynn Macau Parties"). On July 11, 2017, the Macau Court dismissed all of the Okada Parties' claims as unfounded, fined the Okada Parties, and ordered the Okada Parties to pay for court costs and the Wynn Macau Parties' attorney's fees. On or about October 16, 2017, the Okada Parties formally appealed in Macau. On February 21, 2019, the Macau Appellate Panel dismissed the appeal. Mr. Okada, who was at that time the only remaining claimant after the Universal Parties' withdrawal pursuant to the Settlement Agreement, failed to appeal within the prescribed time, resulting in the final resolution of the lawsuit in favor of the Wynn Macau Parties.

#### **Note 15 - Retail Joint Venture**

As of June 30, 2019 and December 31, 2018, the Retail Joint Venture had total assets of \$91.0 million and \$85.0 million, respectively, and total liabilities of \$626.1 million and \$619.6 million, respectively. As of June 30, 2019 and December 31, 2018, the Retail Joint Venture's liabilities included long-term debt of \$611.4 million and \$611.1 million, respectively, net of debt issuance costs, related to the outstanding borrowings under the Retail Term Loan.

#### **Note 16 - Segment Information**

The Company reviews the results of operations for each of its operating segments, and identifies reportable segments based upon such factors as geography, regulatory environment, and the Company's organizational and management reporting structure. Wynn Macau and Encore, an expansion at Wynn Macau, are managed as a single integrated resort and have been aggregated as one reportable segment ("Wynn Macau"). Wynn Palace is presented as a separate reportable segment and is combined with Wynn Macau for geographical presentation. Wynn Las Vegas, Encore, an expansion at Wynn Las Vegas, and the Retail Joint Venture are managed as a single integrated resort and have been aggregated as one reportable segment ("Las Vegas Operations"). On June 23, 2019, the Company opened Encore Boston Harbor, an integrated resort in Everett, Massachusetts. The results of the eight days of its operations during the second quarter of 2019 are presented within Corporate and other in the accompanying condensed consolidated financial statements, except where otherwise noted, and are not considered material to our consolidated results of operations for the three and six months ended June 30, 2019. Encore Boston Harbor will be presented as a separate reportable segment beginning in the third quarter of 2019.

The Company also reviews construction and development activities for each of its projects under development, in addition to its reportable segments. The Company separately identifies assets for Encore Boston Harbor in the accompanying condensed consolidated financial statements. Other Macau primarily represents the assets for the Company's Macau holding company.



**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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The following tables present the Company's segment information (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Operating revenues</b>				
Macau Operations:				
Wynn Palace				
Casino	\$ 528,545	\$ 525,026	\$ 1,151,720	\$ 1,093,487
Rooms	43,183	40,724	86,498	81,165
Food and beverage	28,810	26,111	57,434	52,900
Entertainment, retail and other (1)	28,378	28,725	59,886	58,880
	<b>628,916</b>	<b>620,586</b>	<b>1,355,538</b>	<b>1,286,432</b>
Wynn Macau				
Casino	481,204	473,267	931,446	1,012,302
Rooms	26,465	27,072	55,331	55,484
Food and beverage	20,129	17,904	41,105	37,500
Entertainment, retail and other (1)	18,676	25,041	42,483	56,239
	<b>546,474</b>	<b>543,284</b>	<b>1,070,365</b>	<b>1,161,525</b>
<b>Total Macau Operations</b>	<b>1,175,390</b>	<b>1,163,870</b>	<b>2,425,903</b>	<b>2,447,957</b>
Las Vegas Operations:				
Casino	119,753	101,734	231,437	236,377
Rooms	127,554	118,255	246,644	239,712
Food and beverage	165,197	170,852	288,816	296,689
Entertainment, retail and other (1)	51,638	50,713	98,278	100,267
<b>Total Las Vegas Operations</b>	<b>464,142</b>	<b>441,554</b>	<b>865,175</b>	<b>873,045</b>
<b>Corporate and other</b>	<b>18,800</b>	—	<b>18,800</b>	—
<b>Total operating revenues</b>	<b>\$ 1,658,332</b>	<b>\$ 1,605,424</b>	<b>\$ 3,309,878</b>	<b>\$ 3,321,002</b>

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
<b>Adjusted Property EBITDA (2)</b>				
Macau Operations:				
Wynn Palace	\$ 167,165	\$ 179,265	\$ 389,751	\$ 391,176
Wynn Macau	175,873	172,928	339,762	382,750
<b>Total Macau Operations</b>	<b>343,038</b>	<b>352,193</b>	<b>729,513</b>	<b>773,926</b>
Las Vegas Operations	137,399	124,157	245,701	266,753
Corporate and other	146	—	146	—
<b>Total</b>	<b>480,583</b>	<b>476,350</b>	<b>975,360</b>	<b>1,040,679</b>
<b>Other operating expenses</b>				
Litigation settlement	—	—	—	463,557
Pre-opening	69,883	11,196	97,596	21,541
Depreciation and amortization	140,269	137,870	276,826	274,227
Property charges and other	6,930	8,791	9,704	11,842
Corporate expenses and other	35,295	29,579	97,844	54,588
Stock-based compensation (3)	9,490	9,342	19,498	16,646
<b>Total other operating expenses</b>	<b>261,867</b>	<b>196,778</b>	<b>501,468</b>	<b>842,401</b>
<b>Operating income</b>	<b>218,716</b>	<b>279,572</b>	<b>473,892</b>	<b>198,278</b>
<b>Other non-operating income and expenses</b>				
Interest income	6,265	6,861	13,552	14,081
Interest expense, net of amounts capitalized	(93,149)	(89,898)	(186,329)	(188,125)
Change in derivatives fair value	(3,304)	—	(4,813)	—
Change in Redemption Note fair value	—	—	—	(69,331)
Gain on extinguishment of debt	—	—	—	2,329
Other	11,715	(957)	5,357	(10,177)
<b>Total other non-operating income and expenses</b>	<b>(78,473)</b>	<b>(83,994)</b>	<b>(172,233)</b>	<b>(251,223)</b>
<b>Income (loss) before income taxes</b>	<b>140,243</b>	<b>195,578</b>	<b>301,659</b>	<b>(52,945)</b>
Benefit for income taxes	1,991	9,702	306	120,747
<b>Net income</b>	<b>142,234</b>	<b>205,280</b>	<b>301,965</b>	<b>67,802</b>
Net income attributable to noncontrolling interests	(47,683)	(49,524)	(102,542)	(116,353)
<b>Net income (loss) attributable to Wynn Resorts, Limited</b>	<b>\$ 94,551</b>	<b>\$ 155,756</b>	<b>\$ 199,423</b>	<b>\$ (48,551)</b>

(1) Includes lease revenue accounted for under lease accounting guidance. For more information on leases, see Note 13, "Leases".

(2) Adjusted Property EBITDA is net income (loss) before interest, income taxes, depreciation and amortization, litigation settlement expense, pre-opening expenses, property charges and other, management and license fees, corporate expenses and other, stock-based compensation, gain on extinguishment of debt, change in derivatives fair value, change in Redemption Note fair value and other non-operating income and expenses. Adjusted Property EBITDA is presented exclusively as a supplemental disclosure because management believes 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 its segments and to compare the operating performance of its properties with those of its competitors, as well as a basis for determining certain incentive compensation. The Company also presents Adjusted Property EBITDA because it is used by some investors 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 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 the Company's 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 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. The Company has 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, the Company's calculation of Adjusted Property EBITDA may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

(3) Excludes \$0.4 million and \$0.7 million included in pre-opening expenses for the three and six months ended June 30, 2019, respectively.

**WYNN RESORTS, LIMITED AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
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	June 30, 2019	December 31, 2018
<b>Assets</b>		
Macau Operations:		
Wynn Palace	\$ 3,803,032	\$ 3,858,904
Wynn Macau	1,450,112	1,903,921
Other Macau	83,174	68,487
<b>Total Macau Operations</b>	<b>5,336,318</b>	<b>5,831,312</b>
Las Vegas Operations	2,953,316	2,792,508
Encore Boston Harbor	2,529,803	1,865,286
Corporate and other	2,345,837	2,727,163
<b>Total</b>	<b>\$ 13,165,274</b>	<b>\$ 13,216,269</b>

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with, and is qualified in its entirety by, the condensed consolidated financial statements and the notes thereto included elsewhere in this Form 10-Q and the consolidated financial statements appearing in our annual report on Form 10-K for the year ended December 31, 2018. Unless the context otherwise requires, all references herein to the "Company," "we," "us," or "our," or similar terms, refer to Wynn Resorts, Limited, a Nevada corporation, and its consolidated subsidiaries. This discussion and analysis contains forward-looking statements. Please refer to the section below entitled "Special Note Regarding Forward-Looking Statements."

### Overview

We are a designer, developer, owner and operator of destination casino resorts. In the Macau Special Administrative Region of the People's Republic of China ("Macau"), we own approximately 72% of Wynn Macau, Limited ("WML"), which includes the operations of the Wynn Palace and Wynn Macau resorts, which we refer to as our Macau Operations. In Las Vegas, Nevada, we operate and, with the exception of certain retail space, own 100% of Wynn Las Vegas. Additionally, we are a 50.1% owner and managing member of a joint venture that owns and leases certain retail space at Wynn Las Vegas (the "Retail Joint Venture"). We refer to Wynn Las Vegas and the Retail Joint Venture as our Las Vegas Operations. On June 23, 2019, the Company opened Encore Boston Harbor, an integrated resort in Everett, Massachusetts. The results of the eight days of its operations during the second quarter of 2019 are presented within Corporate and other in the accompanying condensed consolidated financial statements, except where otherwise noted, and are not considered material to our consolidated results of operations for the three and six months ended June 30, 2019. As a result, key operating measures for Encore Boston Harbor are not presented.

### Macau Operations

We operate our Macau Operations under a 20-year casino concession agreement granted by the Macau government in June 2002. We lease from the Macau government approximately 51 acres of land in the Cotai area of Macau where Wynn Palace is located and 16 acres of land in downtown Macau's inner harbor where Wynn Macau is located.

Wynn Palace features the following as of June 30, 2019:

- Approximately 424,000 square feet of casino space, offering 24-hour gaming and a full range of games with 323 table games and 1,142 slot machines, private gaming salons and sky casinos;
- A luxury hotel with a total of 1,706 guest rooms, suites and villas;
- 14 food and beverage outlets;
- Approximately 106,000 square feet of high-end, brand-name retail space;
- Approximately 37,000 square feet of meeting and convention space;
- Recreation and leisure facilities, including a gondola ride, health club, spa, salon and pool; and
- Public attractions including a performance lake, floral art displays and fine art displays.

Wynn Macau features the following as of June 30, 2019:

- Approximately 272,000 square feet of casino space, offering 24-hour gaming and a full range of games with 312 table games and 827 slot machines, private gaming salons, sky casinos and a poker pit;
- Two luxury hotel towers with a total of 1,008 guest rooms and suites;
- 12 food and beverage outlets;
- Approximately 59,000 square feet of high-end, brand-name retail space;
- Approximately 31,000 square feet of meeting and convention space;
- Recreation and leisure facilities, including two health clubs, spas, a salon and a pool; and
- A rotunda show featuring a Chinese zodiac-inspired ceiling along with gold "prosperity tree" and "dragon of fortune" attractions.

In response to our evaluation of our Macau Operations and our commitment to creating a unique customer experience, we have made and expect to continue to make enhancements and refinements to these resorts.

## Las Vegas Operations

Wynn Las Vegas is located at the intersection of the Las Vegas Strip and Sands Avenue, and occupies approximately 215 acres of land fronting the Las Vegas Strip.

Wynn Las Vegas features the following as of June 30, 2019:

- Approximately 194,000 square feet of casino space, offering 24-hour gaming and a full range of games with 233 table games and 1,761 slot machines, private gaming salons, a sky casino, a poker room, and a race and sports book;
- Two luxury hotel towers with a total of 4,748 guest rooms, suites and villas;
- 33 food and beverage outlets;
- Approximately 160,000 square feet of high-end, brand-name retail space (the majority of which is owned and operated by the Retail Joint Venture);
- Approximately 290,000 square feet of meeting and convention space;
- Two nightclubs and a beach club;
- Recreation and leisure facilities, including swimming pools, private cabanas, two full service spas and salons, and a wedding chapel; and
- A specially designed theater presenting "Le Rêve—The Dream," a water-based theatrical production and a theater presenting entertainment productions and various headliner entertainment acts.

In response to our evaluation of our Las Vegas Operations and our commitment to creating a unique customer experience, we have made and expect to continue to make enhancements and refinements to this resort.

## Construction and Development Opportunities

On June 23, 2019, the Company opened Encore Boston Harbor, an integrated resort in Everett, Massachusetts. Encore Boston Harbor features a luxury hotel tower with 671 guest rooms and suites, approximately 210,000 square feet of casino space, 14 food and beverage outlets, one nightclub, approximately 71,000 square feet of meeting and convention space, approximately 7,000 square feet of retail space, and public attractions, including a waterfront park, floral displays, and water shuttle service to downtown Boston.

We are currently constructing an approximately 430,000 square foot meeting and convention facility at Wynn Las Vegas and are reconfiguring the Wynn Las Vegas golf course, which we closed in the fourth quarter of 2017. The facility will feature approximately 217,000 square feet of state-of-the-art meeting and convention space available for group reservations. Based on current designs, we estimate the total project budget to be approximately \$425.0 million. As of June 30, 2019, we have incurred \$246.6 million in total project costs. We expect to reopen the golf course in the fourth quarter of 2019 and open the additional meeting and convention space in the first quarter of 2020.

We have begun a reconfiguration of the current Wynn Club gaming area at Wynn Macau. When completed, the enhanced space will consist of approximately 40 mass market table games, a refurbished high-limit slot area, two new restaurants and approximately 7,000 square feet of retail space, and will provide for improved pedestrian access from the boardwalk. We estimate the total project budget to be approximately \$62 million. We expect to complete the gaming enhancements and open the new restaurants and retail space at varying times in the fourth quarter of 2019 and first quarter of 2020.

We are in the preliminary planning and design stages of developing the Crystal Pavilion at Wynn Palace. We expect the Crystal Pavilion will become a unique world-class cultural destination, incorporating an art museum, an immersive theater and interactive installations, an expansive food hall, additional hotel rooms, and several signature entertainment features. We estimate construction of the initial phase of the Crystal Pavilion will begin in late 2021.

We are exploring various development opportunities with respect to the approximately 38 acres of land located on the Las Vegas Strip directly across from Wynn Las Vegas.

We continually seek out new opportunities for additional gaming or related businesses, in the United States, and worldwide.

## Key Operating Measures

Certain key operating measures specific to the gaming industry are included in our discussion of our operational performance for the periods for which the Consolidated Statements of Operations are presented. These key operating measures are defined below:

- Table drop in mass market for our Macau Operations is the amount of cash that is deposited in a gaming table's drop box plus cash chips purchased at the casino cage.
- Table drop for our Las Vegas Operations is the amount of cash and net markers issued that are deposited in a gaming table's drop box.
- Rolling chips are non-negotiable identifiable chips that are used to track turnover for purposes of calculating incentives within our Macau Operations' VIP program.
- Turnover is the sum of all losing rolling chip wagers within our Macau Operations' VIP program.
- Table games win is the amount of table drop or turnover that is retained and recorded as casino revenues. Table games win is before discounts, commissions and the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis.
- Slot machine win is the amount of handle (representing the total amount wagered) that is retained by us and is recorded as casino revenues. Slot machine win is after adjustment for progressive accruals and free play, but before discounts and the allocation of casino revenues to rooms, food and beverage and other revenues for services provided to casino customers on a complimentary basis.
- Average daily rate ("ADR") is calculated by dividing total room revenues, including complimentary (less service charges, if any), by total rooms occupied.
- Revenue per available room ("REVPAR") is calculated by dividing total room revenues, including complimentary (less service charges, if any), by total rooms available.
- Occupancy is calculated by dividing total occupied rooms, including complimentary rooms, by the total rooms available.

Below is a discussion of the methodologies used to calculate win percentages at our resorts.

In our VIP operations in Macau, customers primarily purchase rolling chips from the casino cage and can only use them to make wagers. Winning wagers are paid in cash chips. The loss of the rolling chips in the VIP operations is recorded as turnover and provides a base for calculating VIP win percentage. It is customary in Macau to measure VIP play using this rolling chip method. We expect our win as a percentage of turnover from these operations to be within the range of 2.7% to 3.0%.

In our mass market operations in Macau, customers may purchase cash chips at either the gaming tables or at the casino cage. The measurements from our VIP and mass market operations are not comparable as the measurement method used in our mass market operations tracks the initial purchase of chips at the table and at the casino cage, while the measurement method from our VIP operations tracks the sum of all losing wagers. Accordingly, the base measurement from the VIP operations is much larger than the base measurement from the mass market operations. As a result, the expected win percentage with the same amount of gaming win is lower in the VIP operations when compared to the mass market operations.

In Las Vegas, customers purchase chips at the gaming tables. The cash and net markers used to purchase chips are deposited in the gaming table's drop box. This is the base of measurement that we use for calculating win percentage. Each type of table game has its own theoretical win percentage. Our expected table games win percentage is 22% to 26%.

## Results of Operations

### Summary of second quarter 2019 results

The following table summarizes our financial results for the periods presented (in thousands, except per share data):

	Three Months Ended June 30,				Six Months Ended June 30,			
	2019	2018	Increase/ (Decrease)	Percent Change	2019	2018	Increase/ (Decrease)	Percent Change
Operating revenues	\$ 1,658,332	\$ 1,605,424	\$ 52,908	3.3	\$ 3,309,878	\$ 3,321,002	\$ (11,124)	(0.3)
Net income (loss) attributable to Wynn Resorts, Limited	94,551	155,756	(61,205)	(39.3)	199,423	(48,551)	247,974	510.7
Diluted net income (loss) per share	0.88	1.44	(0.56)	(38.9)	1.86	(0.46)	2.32	504.3
Adjusted Property EBITDA (1)	480,583	476,350	4,233	0.9	975,360	1,040,679	(65,319)	(6.3)

(1) See Item 1—"Financial Statements," Note 16, "Segment Information," for a reconciliation of Adjusted Property EBITDA to net income (loss) attributable to Wynn Resorts, Limited.

The increase in operating revenues for the three months ended June 30, 2019 was driven by increases of \$8.3 million, and \$3.2 million, \$22.6 million from Wynn Palace, Wynn Macau, and our Las Vegas Operations, respectively. Operating revenues from Encore Boston Harbor were \$18.8 million.

The decrease in net income (loss) attributable to Wynn Resorts, Limited for the three months ended June 30, 2019 was primarily driven by an increase in pre-opening expenses related to the development of Encore Boston Harbor.

The increase in Adjusted Property EBITDA for the three months ended June 30, 2019 was driven by increases of \$2.9 million and \$13.2 million from Wynn Macau and our Las Vegas Operations, respectively, partially offset by a decrease of \$12.1 million from Wynn Palace. Adjusted Property EBITDA from Encore Boston Harbor was \$0.1 million.

### Financial results for the three months ended June 30, 2019 compared to the three months ended June 30, 2018.

#### Operating revenues

The following table presents our operating revenues (dollars in thousands):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Operating revenues</b>				
Macau Operations:				
Wynn Palace	\$ 628,916	\$ 620,586	\$ 8,330	1.3
Wynn Macau	546,474	543,284	3,190	0.6
<b>Total Macau Operations</b>	<b>1,175,390</b>	<b>1,163,870</b>	<b>11,520</b>	<b>1.0</b>
Las Vegas Operations	464,142	441,554	22,588	5.1
Corporate and other	18,800	—	18,800	100.0
	<b>\$ 1,658,332</b>	<b>\$ 1,605,424</b>	<b>\$ 52,908</b>	<b>3.3</b>

The following table presents our casino and non-casino operating revenues (dollars in thousands):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Operating revenues</b>				
<b>Casino revenues</b>	\$ 1,142,503	\$ 1,100,027	\$ 42,476	3.9
Non-casino revenues:				
Rooms	198,807	186,051	12,756	6.9
Food and beverage	218,022	214,867	3,155	1.5
Entertainment, retail and other	99,000	104,479	(5,479)	(5.2)
<b>Total non-casino revenues</b>	<b>515,829</b>	<b>505,397</b>	<b>10,432</b>	<b>2.1</b>
	<b>\$ 1,658,332</b>	<b>\$ 1,605,424</b>	<b>\$ 52,908</b>	<b>3.3</b>

Casino revenues for the three months ended June 30, 2019 were 68.9% of operating revenues, compared to 68.5% for the same period of 2018. Non-casino revenues for the three months ended June 30, 2019 were 31.1% of operating revenues, compared to 31.5% for the same period of 2018.



### Casino revenues

Casino revenues increased primarily due to increased mass market table drop and table games win percentage at our Macau Operations and increased table drop and table games win percentage at our Las Vegas Operations, partially offset by decreased VIP turnover at our Macau Operations. The table below sets forth our casino revenues and associated key operating measures (dollars in thousands, except for win per unit per day):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Macau Operations:</b>				
Wynn Palace:				
Total casino revenues	\$ 528,545	\$ 525,026	\$ 3,519	0.7
VIP:				
Average number of table games	112	115	(3)	(3.2)
VIP turnover	\$ 13,388,646	\$ 14,029,065	\$ (640,419)	(4.6)
VIP table games win	\$ 404,408	\$ 420,181	\$ (15,773)	(3.8)
VIP win as a % of turnover	3.02%	3.00%	0.02	
Table games win per unit per day	\$ 39,827	\$ 40,036	\$ (209)	(0.5)
Mass market:				
Average number of table games	214	211	3	1.6
Table drop	\$ 1,267,153	\$ 1,218,863	\$ 48,290	4.0
Table games win	\$ 296,852	\$ 280,568	\$ 16,284	5.8
Table games win %	23.4%	23.0%	0.4	
Table games win per unit per day	\$ 15,232	\$ 14,632	\$ 600	4.1
Average number of slot machines	1,099	1,069	30	2.8
Slot machine handle	\$ 937,842	\$ 940,972	\$ (3,130)	(0.3)
Slot machine win	\$ 43,567	\$ 44,164	\$ (597)	(1.4)
Slot machine win per unit per day	\$ 436	\$ 454	\$ (18)	(4.1)
Wynn Macau:				
Total casino revenues	\$ 481,204	\$ 473,267	\$ 7,937	1.7
VIP:				
Average number of table games	110	112	(2)	(1.8)
VIP turnover	\$ 9,275,628	\$ 13,928,463	\$ (4,652,835)	(33.4)
VIP table games win	\$ 305,809	\$ 357,166	\$ (51,357)	(14.4)
VIP win as a % of turnover	3.30%	2.56%	0.74	
Table games win per unit per day	\$ 30,560	\$ 35,044	\$ (4,484)	(12.8)
Mass market:				
Average number of table games	205	204	1	0.7
Table drop	\$ 1,347,435	\$ 1,293,154	\$ 54,281	4.2
Table games win	\$ 279,127	\$ 252,038	\$ 27,089	10.7
Table games win %	20.7%	19.5%	1.2	
Table games win per unit per day	\$ 14,929	\$ 13,577	\$ 1,352	10.0
Average number of slot machines	827	922	(95)	(10.2)
Slot machine handle	\$ 925,784	\$ 963,635	\$ (37,851)	(3.9)
Slot machine win	\$ 42,815	\$ 40,426	\$ 2,389	5.9
Slot machine win per unit per day	\$ 569	\$ 482	\$ 87	18.0

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Las Vegas Operations:</b>				
Total casino revenues	\$ 119,753	\$ 101,734	\$ 18,019	17.7
Average number of table games	238	236	2	0.7
Table drop	\$ 440,766	\$ 403,730	\$ 37,036	9.2
Table games win	\$ 126,395	\$ 100,987	\$ 25,408	25.2
Table games win %	28.7%	25.0%	3.7	
Table games win per unit per day	\$ 5,832	\$ 4,694	\$ 1,138	24.3
Average number of slot machines	1,789	1,820	(31)	(1.7)
Slot machine handle	\$ 811,639	\$ 778,447	\$ 33,192	4.3
Slot machine win	\$ 55,128	\$ 49,418	\$ 5,710	11.6
Slot machine win per unit per day	\$ 339	\$ 298	\$ 40	13.5

#### Non-casino revenues

The table below sets forth our room revenues and associated key operating measures:

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Macau Operations:</b>				
Wynn Palace:				
Total room revenues (dollars in thousands)	\$ 43,183	\$ 40,724	\$ 2,459	6.0
Occupancy	97.4%	96.2%	1.2	
ADR	\$ 265	\$ 254	\$ 11	4.1
REVPAR	\$ 258	\$ 245	\$ 13	5.3
Wynn Macau:				
Total room revenues (dollars in thousands)	\$ 26,465	\$ 27,072	\$ (607)	(2.2)
Occupancy	98.9%	99.4%	(0.5)	
ADR	\$ 281	\$ 272	\$ 9	3.2
REVPAR	\$ 278	\$ 271	\$ 7	2.6
<b>Las Vegas Operations:</b>				
Total room revenues (dollars in thousands)	\$ 127,554	\$ 118,255	\$ 9,299	7.9
Occupancy	90.1%	87.7%	2.4	
ADR	\$ 333	\$ 313	\$ 20	6.4
REVPAR	\$ 300	\$ 274	\$ 26	9.5

Room revenues increased \$12.8 million, primarily driven by higher ADR and occupancy at Wynn Palace and our Las Vegas Operations, partially offset by rooms out of service for renovations at Wynn Macau.

Food and beverage revenues increased \$3.2 million, primarily driven by increased covers at our high-volume restaurants at our Macau Operations.

Entertainment, retail and other revenues decreased \$5.5 million, primarily due to the closure of certain owned retail outlets at Wynn Macau and their conversion to leased outlets beginning in the first quarter of 2019.

## Operating expenses

The table below presents operating expenses (in thousands):

	Three Months Ended June 30,		Increase / (Decrease)	Percent Change
	2019	2018		
<b>Operating expenses:</b>				
Casino	\$ 724,987	\$ 707,194	\$ 17,793	2.5
Rooms	66,148	63,675	2,473	3.9
Food and beverage	182,080	168,296	13,784	8.2
Entertainment, retail and other	43,514	46,589	(3,075)	(6.6)
General and administrative	202,224	183,631	18,593	10.1
Provision (benefit) for doubtful accounts	3,581	(1,390)	4,971	(357.6)
Pre-opening	69,883	11,196	58,687	524.2
Depreciation and amortization	140,269	137,870	2,399	1.7
Property charges and other	6,930	8,791	(1,861)	(21.2)
<b>Total operating expenses</b>	<b>\$ 1,439,616</b>	<b>\$ 1,325,852</b>	<b>\$ 113,764</b>	<b>8.6</b>

Total operating expenses increased \$113.8 million compared with the second quarter of 2018, primarily due to an increase in pre-opening expenses related to the development of Encore Boston Harbor.

Casino expenses increased commensurate with the increase in casino revenues.

Food and beverage expenses increased \$4.3 million, \$3.3 million, and \$2.5 million at Wynn Palace, Wynn Macau, and our Las Vegas Operations, respectively. The increases at Wynn Palace and Wynn Macau were driven by incremental costs associated with opening new food and beverage outlets at Wynn Palace and increased costs of goods sold. The increase at our Las Vegas Operations was primarily driven by increased payroll costs.

Entertainment, retail and other expenses decreased \$3.1 million, primarily due to the closure of certain owned retail outlets at Wynn Macau and their conversion to leased outlets beginning in the first quarter of 2019.

General and administrative expenses increased \$2.8 million, \$4.0 million, and \$1.4 million, at Wynn Palace, Wynn Macau, and our Las Vegas Operations, respectively. These increases were primarily attributable to increased payroll costs and property taxes at our Macau Operations and increased advertising costs at our Las Vegas Operations. Corporate and other general and administrative expenses increased \$4.5 million, primarily due to corporate development and legal expenses.

The provision for doubtful accounts increased \$4.6 million and \$0.7 million at Wynn Palace and our Las Vegas Operations, respectively. The change was primarily due to the impact of historical collection patterns and current collection trends, as well as the specific review of customer accounts, on our estimated allowance for the respective periods.

For the three months ended June 30, 2019 and 2018, pre-opening expenses totaled \$69.9 million and \$11.2 million, respectively, which primarily related to the development of Encore Boston Harbor.

### Interest expense, net of capitalized interest

The following table summarizes information related to interest expense (dollars in thousands):

	Three Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Interest expense</b>				
Interest cost, including amortization of debt issuance costs and original issue discount and premium	\$ 117,276	\$ 102,545	\$ 14,731	14.4
Capitalized interest	(24,127)	(12,647)	(11,480)	90.8
	<b>\$ 93,149</b>	<b>\$ 89,898</b>	<b>\$ 3,251</b>	3.6
Weighted average total debt balance	\$ 9,204,417	\$ 8,530,027		
Weighted average interest rate	5.08%	4.81%		

Interest costs increased due to an increase in the weighted average debt balance and weighted average interest rate. Capitalized interest increased due to Encore Boston Harbor construction activities.

### Other non-operating income and expenses

We incurred a foreign currency remeasurement gain of \$11.7 million and a loss of \$1.0 million for the three months ended June 30, 2019 and 2018, respectively. The impact of the exchange rate fluctuation of the Macau pataca, in relation to the U.S. dollar, on the remeasurements of U.S. dollar denominated debt and other obligations from our Macau-related entities drove the variability between periods.

### Income taxes

We recorded an income tax benefit of \$2.0 million and \$9.7 million for the three months ended June 30, 2019 and 2018, respectively. The 2019 income tax benefit primarily related to the decrease in the valuation allowance for U.S. foreign tax credits and the 2018 income tax benefit primarily related to an increase in deferred tax assets.

### Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests was \$47.7 million for the three months ended June 30, 2019, compared to \$49.5 million for the same period of 2018. These amounts are primarily related to the noncontrolling interests' share of net income from WML.

**Financial results for the six months ended June 30, 2019 compared to the six months ended June 30, 2018.**
**Operating revenues**

The following table presents our operating revenues (dollars in thousands):

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Operating revenues</b>				
Macau Operations:				
Wynn Palace	\$ 1,355,538	\$ 1,286,432	\$ 69,106	5.4
Wynn Macau	1,070,365	1,161,525	(91,160)	(7.8)
<b>Total Macau Operations</b>	<b>2,425,903</b>	<b>2,447,957</b>	<b>(22,054)</b>	<b>(0.9)</b>
Las Vegas Operations	865,175	873,045	(7,870)	(0.9)
Corporate and other	18,800	—	18,800	100.0
	<b>\$ 3,309,878</b>	<b>\$ 3,321,002</b>	<b>\$ (11,124)</b>	<b>(0.3)</b>

The following table presents casino and non-casino operating revenues (dollars in thousands):

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Operating revenues</b>				
<b>Casino revenues</b>	<b>\$ 2,327,604</b>	<b>\$ 2,342,166</b>	<b>\$ (14,562)</b>	<b>(0.6)</b>
Non-casino revenues:				
Rooms	390,077	376,361	13,716	3.6
Food and beverage	391,241	387,089	4,152	1.1
Entertainment, retail and other	200,956	215,386	(14,430)	(6.7)
<b>Total non-casino revenues</b>	<b>982,274</b>	<b>978,836</b>	<b>3,438</b>	<b>0.4</b>
	<b>\$ 3,309,878</b>	<b>\$ 3,321,002</b>	<b>\$ (11,124)</b>	<b>(0.3)</b>

Casino revenues for the six months ended June 30, 2019 were 70.3% of operating revenues, compared to 70.5% for the same period of 2018. Non-casino revenues for the six months ended June 30, 2019 were 29.7% of operating revenues, compared to 29.5% for the same period of 2018.

### Casino revenues

Casino revenues decreased primarily due to decreased VIP turnover at our Macau Operations, partially offset by increased table drop in mass market at our Macau Operations. The table below sets forth our casino revenues and associated key operating measures (dollars in thousands, except for win per unit per day):

	Six Months Ended June 30,			Percent Change
	2019	2018	Increase/(Decrease)	
<b>Macau Operations:</b>				
Wynn Palace:				
Total casino revenues	\$ 1,151,720	\$ 1,093,487	\$ 58,233	5.3
VIP:				
Average number of table games	112	115	(3)	(3.3)
VIP turnover	\$ 26,015,909	\$ 29,414,898	\$ (3,398,989)	(11.6)
VIP table games win	\$ 897,592	\$ 820,072	\$ 77,520	9.5
VIP win as a % of turnover	3.45%	2.79%	0.66	
Table games win per unit per day	\$ 44,464	\$ 39,289	\$ 5,175	13.2
Mass market:				
Average number of table games	212	211	1	0.7
Table drop	\$ 2,571,076	\$ 2,436,064	\$ 135,012	5.5
Table games win	\$ 612,320	\$ 590,728	\$ 21,592	3.7
Table games win %	23.8%	24.2%	(0.4)	
Table games win per unit per day	\$ 15,929	\$ 15,482	\$ 447	2.9
Average number of slot machines	1,095	1,065	30	2.8
Slot machine handle	\$ 1,912,890	\$ 1,999,068	\$ (86,178)	(4.3)
Slot machine win	\$ 94,968	\$ 99,949	\$ (4,981)	(5.0)
Slot machine win per unit per day	\$ 479	\$ 518	\$ (39)	(7.5)
Wynn Macau:				
Total casino revenues	\$ 931,446	\$ 1,012,302	\$ (80,856)	(8.0)
VIP:				
Average number of table games	111	113	(2)	(1.3)
VIP turnover	\$ 19,469,660	\$ 31,015,918	\$ (11,546,258)	(37.2)
VIP table games win	\$ 601,107	\$ 802,355	\$ (201,248)	(25.1)
VIP win as a % of turnover	3.09%	2.59%	0.50	
Table games win per unit per day	\$ 29,824	\$ 39,295	\$ (9,471)	(24.1)
Mass market:				
Average number of table games	206	203	3	1.1
Table drop	\$ 2,699,128	\$ 2,615,969	\$ 83,159	3.2
Table games win	\$ 543,669	\$ 508,519	\$ 35,150	6.9
Table games win %	20.1%	19.4%	0.7	
Table games win per unit per day	\$ 14,608	\$ 13,808	\$ 800	5.8
Average number of slot machines	827	930	(103)	(11.1)
Slot machine handle	\$ 1,720,151	\$ 1,966,454	\$ (246,303)	(12.5)
Slot machine win	\$ 80,709	\$ 82,191	\$ (1,482)	(1.8)
Slot machine win per unit per day	\$ 539	\$ 488	\$ 51	10.5

	Six Months Ended June 30,			Increase/(Decrease)	Percent Change
	2019	2018			
<b>Las Vegas Operations:</b>					
Total casino revenues	\$ 231,437	\$ 236,377	\$ (4,940)		(2.1)
Average number of table games	238	237	1		0.4
Table drop	\$ 844,839	\$ 940,311	\$ (95,472)		(10.2)
Table games win	\$ 237,765	\$ 255,420	\$ (17,655)		(6.9)
Table games win %	28.1%	27.2%	0.9		
Table games win per unit per day	\$ 5,517	\$ 5,950	\$ (433)		(7.3)
Average number of slot machines	1,798	1,825	(27)		(1.5)
Slot machine handle	\$ 1,600,949	\$ 1,522,580	\$ 78,369		5.1
Slot machine win	\$ 109,672	\$ 98,681	\$ 10,991		11.1
Slot machine win per unit per day	\$ 337	\$ 299	\$ 38		12.8

#### Non-casino revenues

The table below sets forth our room revenues and associated key operating measures:

	Six Months Ended June 30,			Increase/(Decrease)	Percent Change
	2019	2018			
<b>Macau Operations:</b>					
Wynn Palace:					
Total room revenues (dollars in thousands)	\$ 86,498	\$ 81,165	\$ 5,333		6.6
Occupancy	97.3%	96.5%	0.8		
ADR	\$ 268	\$ 253	\$ 15		5.9
REVPAR	\$ 261	\$ 244	\$ 17		7.0
Wynn Macau:					
Total room revenues (dollars in thousands)	\$ 55,331	\$ 55,484	\$ (153)		(0.3)
Occupancy	99.1%	99.2%	(0.1)		
ADR	\$ 285	\$ 282	\$ 3		1.4
REVPAR	\$ 283	\$ 279	\$ 4		1.4
<b>Las Vegas Operations:</b>					
Total room revenues (dollars in thousands)	\$ 246,644	\$ 239,712	\$ 6,932		2.9
Occupancy	86.3%	85.8%	0.5		
ADR	\$ 335	\$ 326	\$ 9		2.9
REVPAR	\$ 290	\$ 280	\$ 10		3.6

Room revenues increased \$13.7 million, primarily driven by higher ADR and occupancy at Wynn Palace and our Las Vegas Operations, partially offset by rooms out of service for renovations at Wynn Macau.

Food and beverage revenues increased \$4.2 million, primarily driven by increased covers at our high-volume restaurants at our Macau Operations.

Entertainment, retail and other revenues decreased \$14.4 million primarily due to the closure of certain owned retail outlets at Wynn Macau and their conversion to leased outlets beginning in the first quarter of 2019.

## Operating expenses

The table below presents operating expenses (in thousands):

	Six Months Ended June 30,		Increase / (Decrease)	Percent Change
	2019	2018		
<b>Operating expenses:</b>				
Casino	\$ 1,475,058	\$ 1,471,595	\$ 3,463	0.2
Rooms	129,854	126,872	2,982	2.4
Food and beverage	330,841	305,954	24,887	8.1
Entertainment, retail and other	87,558	94,619	(7,061)	(7.5)
General and administrative	419,546	353,216	66,330	18.8
Litigation settlement	—	463,557	(463,557)	(100.0)
Provision (benefit) for doubtful accounts	9,003	(699)	9,702	NM
Pre-opening	97,596	21,541	76,055	353.1
Depreciation and amortization	276,826	274,227	2,599	0.9
Property charges and other	9,704	11,842	(2,138)	(18.1)
<b>Total operating expenses</b>	<b>\$ 2,835,986</b>	<b>\$ 3,122,724</b>	<b>\$ (286,738)</b>	<b>(9.2)</b>

NM - Not meaningful.

Total operating expenses decreased \$286.7 million compared to the second quarter of 2018, primarily due to a prior year litigation settlement expense of \$463.6 million, partially offset by increased food and beverage, general and administrative, and pre-opening expenses.

Food and beverage expenses increased \$9.7 million, \$6.3 million, and \$5.2 million at Wynn Palace, Wynn Macau, and our Las Vegas Operations, respectively. The increases at Wynn Palace and Wynn Macau were driven by incremental costs associated with opening new food and beverage outlets at Wynn Palace and increased costs of goods sold. The increase at our Las Vegas Operations was primarily driven by increased payroll costs.

Entertainment, retail and other expenses decreased \$7.1 million, primarily due to the closure of certain owned retail outlets at Wynn Macau and their conversion to leased outlets beginning in the first quarter of 2019.

General and administrative expenses increased \$5.5 million, \$8.6 million, and \$3.0 million, at Wynn Palace, Wynn Macau, and our Las Vegas Operations, respectively. These increases were primarily attributable to increased payroll costs and property taxes at our Macau Operations and increased advertising costs at our Las Vegas Operations. Corporate and other general and administrative expenses increased \$43.5 million, primarily due to a fine of \$35.0 million assessed by the Massachusetts Gaming Commission and increased corporate development and legal expenses.

Litigation settlement expense of \$463.6 million was incurred in the first quarter of 2018 in connection with the repayment of the Redemption Note for claims related to the allegedly below-market interest rate of the Redemption Note.

The provision for doubtful accounts increased \$4.5 million, \$1.1 million, and \$3.9 million at Wynn Palace, Wynn Macau, and our Las Vegas Operations, respectively. The change was primarily due to the impact of historical collection patterns and current collection trends, as well as the specific review of customer accounts, on our estimated allowance for the respective periods.

For the six months ended June 30, 2019 and 2018, pre-opening expenses totaled \$97.6 million and \$21.5 million, respectively, which primarily related to the development of Encore Boston Harbor.



### Interest expense, net of capitalized interest

The following table summarizes information related to interest expense (dollars in thousands):

	Six Months Ended June 30,		Increase/ (Decrease)	Percent Change
	2019	2018		
<b>Interest expense</b>				
Interest cost, including amortization of debt issuance costs and original issue discount and premium	\$ 233,174	\$ 209,616	\$ 23,558	11.2
Capitalized interest	(46,845)	(21,491)	(25,354)	118.0
	<u>\$ 186,329</u>	<u>\$ 188,125</u>	<u>\$ (1,796)</u>	(1.0)
Weighted average total debt balance	9,209,480	9,102,017		
Weighted average interest rate	5.05%	4.60%		

Interest costs increased due to an increase in the weighted average debt balance and weighted average interest rate. Capitalized interest increased due to Encore Boston Harbor construction activities.

### Other non-operating income and expenses

During the first quarter of 2018, we repaid the \$1.94 billion principal amount of the Redemption Note and recorded a loss of \$69.3 million from the change in the fair value of the Redemption Note.

We recorded a \$2.3 million net gain on extinguishment of debt for the six months ended June 30, 2018, related to the repayment of the Redemption Note, Wynn Resorts' purchase of \$40.0 million of Wynn Las Vegas' 5 1/2% Senior Notes due 2025 and 5 1/4% Senior Notes due 2027 and the execution of the supplemental indenture related to Wynn Las Vegas' 4 1/4% Senior Notes due 2023.

We incurred a foreign currency remeasurement gain of \$5.4 million and a loss of \$10.2 million for the six months ended June 30, 2019 and 2018, respectively. The changes were primarily due to the impact of the exchange rate fluctuation of the Macau pataca, in relation to the U.S. dollar, on the remeasurements of U.S. dollar denominated debt and other obligations from our Macau-related entities.

### Income taxes

We recorded an income tax benefit of \$0.3 million and \$120.7 million for the six months ended June 30, 2019 and 2018, respectively. The 2019 income tax benefit primarily related to the decrease in the valuation allowance for U.S. foreign tax credits and the 2018 income tax benefit primarily related to the settlement of the Redemption Note.

### Net income attributable to noncontrolling interests

Net income attributable to noncontrolling interests was \$102.5 million for the six months ended June 30, 2019, compared to \$116.4 million for the same period of 2018. These amounts are primarily related to the noncontrolling interests' share of net income from WML.

### Adjusted Property EBITDA

We use Adjusted Property EBITDA to manage the operating results of our segments. Adjusted Property EBITDA is net income (loss) before interest, income taxes, depreciation and amortization, litigation settlement expense, pre-opening expenses, property charges and other, management and license fees, corporate expenses and other, stock-based compensation, gain on extinguishment of debt, change in derivatives fair value, change in Redemption Note fair value 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. We use Adjusted Property EBITDA as a measure of the operating performance of our segments and to compare the operating performance of our properties with those of our competitors, as well as a basis for determining certain incentive compensation. We also present Adjusted Property EBITDA because it is used by some investors 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 GAAP. In order to view

the operations of their casinos on a more stand-alone basis, gaming companies, including Wynn Resorts, Limited, 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 the Company's 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 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. The Company has 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, the Company's calculation of Adjusted Property EBITDA may be different from the calculation methods used by other companies and, therefore, comparability may be limited.

The following table summarizes Adjusted Property EBITDA (in thousands) for Wynn Palace, Wynn Macau, Las Vegas Operations, and Corporate and other as reviewed by management and summarized in Item 1—"Notes to Condensed Consolidated Financial Statements," Note 16, "Segment Information." That footnote also presents a reconciliation of Adjusted Property EBITDA to net income (loss) attributable to Wynn Resorts, Limited.

	Three Months Ended June 30,				Six Months Ended June 30,			
	2019	2018	Increase/ (Decrease)	Percent Change	2019	2018	Increase/ (Decrease)	Percent Change
Wynn Palace	\$ 167,165	\$ 179,265	\$ (12,100)	(6.8)	\$ 389,751	\$ 391,176	\$ (1,425)	(0.4)
Wynn Macau	175,873	172,928	2,945	1.7	339,762	382,750	(42,988)	(11.2)
Las Vegas Operations	137,399	124,157	13,242	10.7	245,701	266,753	(21,052)	(7.9)
Corporate and other	146	—	146	100.0	146	—	146	100.0

Adjusted Property EBITDA at Wynn Palace decreased 6.8% and 0.4% for the three and six months ended June 30, 2019, respectively, primarily due to increased food and beverage and general and administrative expenses.

Adjusted Property EBITDA at Wynn Macau increased 1.7% for the three months ended June 30, 2019, primarily due to revenue growth in our mass market table games and slot operations, partially offset by a revenue decrease in our VIP operations. Adjusted Property EBITDA at Wynn Macau decreased 11.2% for the six months ended June 30, 2019, primarily due to lower VIP revenues.

Adjusted Property EBITDA at our Las Vegas Operations increased 10.7% for the three months ended June 30, 2019, primarily due to increased table drop and hold percentage. Adjusted Property EBITDA at our Las Vegas Operations decreased 7.9% for the six months ended June 30, 2019 primarily due to decreased table drop in the first quarter of 2019 and increased payroll and advertising costs.

Refer to the discussions above regarding the specific details of our results of operations.

## Liquidity and Capital Resources

Our cash flows were as follows (in thousands):

<i>Cash Flows - Summary</i>	Six Months Ended June 30,	
	2019	2018
<b>Net cash provided by operating activities</b>	<b>\$ 509,444</b>	<b>\$ 53,302</b>
Net cash used in investing activities:		
Capital expenditures, net of construction payables and retention	(636,002)	(841,924)
Purchase of intangible and other assets	(1,000)	(101,477)
Proceeds from the sale or maturity of investment securities	—	227,668
Purchase of investment securities	—	(34,098)
Proceeds from sale of assets	441	1,413
<b>Net cash used in investing activities</b>	<b>(636,561)</b>	<b>(748,418)</b>
Net cash used in financing activities:		
Proceeds from issuance of long-term debt	324,754	1,673,605
Repayments of long-term debt	(603,857)	(3,028,786)
Proceeds from note receivable from sale of ownership interest in subsidiary	—	75,000
Proceeds from issuance of common stock, net of issuance costs	—	915,213
Repurchase of common stock	(35,632)	(499)
Proceeds from exercise of stock options	12,545	10,572
Dividends paid	(270,490)	(270,021)
Distribution to noncontrolling interest	(2,727)	(3,852)
Payments for financing costs	(10,488)	(29,480)
<b>Net cash used in financing activities</b>	<b>(585,895)</b>	<b>(658,248)</b>
<b>Effect of exchange rate on cash, cash equivalents and restricted cash</b>	<b>56</b>	<b>(4,297)</b>
<b>Decrease in cash, cash equivalents and restricted cash</b>	<b>\$ (712,956)</b>	<b>\$ (1,357,661)</b>

### *Operating Activities*

Our operating cash flows primarily consist of operating income (excluding depreciation and amortization and other non-cash charges), interest paid and earned, and changes in working capital accounts such as receivables, inventories, prepaid expenses, and payables. Our table games play is a mix of cash play and credit play, while our slot machine play is conducted primarily on a cash basis. A significant portion of our table games revenue is attributable to the play of a limited number of premium international customers who gamble on credit. The ability to collect these gaming receivables may impact our operating cash flow for the period. Our rooms, food and beverage, and entertainment, retail and other revenue is conducted on a cash and credit basis. Accordingly, operating cash flows will be impacted by changes in operating income and accounts receivable, net.

The increase in net cash provided by operations was primarily driven by an increase in net income for the six months ended June 30, 2019. In the six months ended June 30, 2018, the Company recorded and paid a \$463.6 million litigation settlement expense.

### *Investing Activities*

During the six months ended June 30, 2019, we incurred capital expenditures of \$335.9 million related to the construction of Encore Boston Harbor and \$106.8 million related to the construction of the additional meeting and convention space at Wynn Las Vegas and the reconfiguration of the Wynn Las Vegas golf course. During the six months ended June 30, 2018, we incurred capital expenditures of \$336.2 million for the acquisition of land on the Las Vegas Strip directly across from Wynn Las Vegas and \$460.1 million for the construction of Encore Boston Harbor.

## Financing Activities

During the six months ended June 30, 2019, we repaid \$523.7 million, net of amounts borrowed, on the Wynn Macau Senior Revolving Credit Facility, borrowed an additional \$250.0 million term loan under the Wynn Resorts Credit Agreement (as defined below in "Capital Resources"), and used cash of \$270.5 million for the payment of dividends. During the six months ended June 30, 2018, we repaid the Redemption Note principal amount of \$1.94 billion using cash on hand and amounts borrowed under the Bridge Facility and the WA Senior Revolving Credit Facility. In April 2018, we repaid all amounts borrowed under the Bridge Facility and the WA Senior Revolving Credit Facility using net proceeds of \$915.2 million from a registered public equity offering. In addition, during the six months ended June 30, 2018, we borrowed \$623.3 million under the Macau Senior Revolving Credit Facility, and we used cash of \$270.0 million for the payment of dividends.

## Capital Resources

The following table summarizes our unrestricted cash and cash equivalents and available revolver borrowing capacity under the Company as of June 30, 2019 (in thousands):

	Total Cash and Cash Equivalents	Revolver Borrowing Capacity
Wynn Macau, Limited	\$ 748,511	\$ 648,461
Wynn America, LLC	197,318	356,950
Wynn Resorts, Limited and other	556,057	—
<b>Total cash and cash equivalents</b>	<b>\$ 1,501,886</b>	<b>\$ 1,005,411</b>

Wynn Macau, Limited generates cash from our Macau Operations, which we expect to use to service our Wynn Macau Credit Facilities and WML Notes, pay dividends to shareholders of WML (of which we own approximately 72%), and fund working capital and capital expenditure requirements. The Wynn Macau Credit Facilities contain customary negative covenants and financial covenants, including, but not limited to, covenants that restrict our ability to pay dividends or distributions to any direct or indirect subsidiaries.

Wynn America, LLC generates cash from Wynn Las Vegas, excluding the Retail Joint Venture, which we expect to use to service our WLV Notes and fund working capital and capital expenditure requirements. On June 23, 2019, the Company opened Encore Boston Harbor. We expect Wynn America, LLC will also generate cash from Encore Boston Harbor, which will be used to service our Wynn America Credit Facilities and fund working capital and capital expenditure requirements. The Wynn America Credit Facilities contain customary negative covenants and financial covenants, including, but not limited to, covenants that restrict our ability to pay dividends or distributions to any direct or indirect subsidiaries.

Wynn Resorts, Limited is a holding company and, as a result, our ability to pay dividends is highly dependent on our ability to obtain funds and our subsidiaries' ability to provide funds to us. Wynn Resorts, Limited and other primarily generates cash from royalty and management agreements with our resorts, dividends and distributions from our subsidiaries, and the operations of the Retail Joint Venture of which we own 50.1%. We expect to use this cash to service our WRL Term Loan and Retail Term Loan, service our Wynn America Credit Facilities until Encore Boston Harbor generates sufficient cash flows, pay the remaining obligations related to the construction of Encore Boston Harbor, fund the construction of the additional meeting and convention space in Las Vegas, and pay dividends.

### Wynn Resorts Term Loan

On October 30, 2018, the Company and certain subsidiaries of the Company entered into a credit agreement (as subsequently amended, the "Credit Agreement") to provide for a \$500.0 million six-year term loan facility (the "WRL Term Loan I"). On March 8, 2019, the Company, certain subsidiaries of the Company, and certain incremental term facility lenders entered into an incremental joinder agreement that amended the Credit Agreement to, among other things, provide the Company with an additional \$250.0 million term loan (the "WRL Term Loan II" and collectively with the WRL Term Loan I, the "Wynn Resorts Term Loan"), on substantially similar terms as the WRL Term Loan I. The Company intends to use the net proceeds of the WRL Term Loan II for general corporate purposes, including, without limitation, repurchases of the Company's common stock, investments in subsidiaries and/or capital expenditures. The Wynn Resorts Term Loan matures on October 30, 2024 and bears interest at a rate of LIBOR plus 2.25% per year. For more information on the Wynn Resorts Term Loan, see Item 1—"Notes to Condensed Consolidated Financial Statements," Note 6, "Long-Term Debt."

### *Commitment Letter*

On March 8, 2019, in connection with the WRL Term Loan II, the Company agreed to terminate the remaining \$250.0 million of the lenders' commitments under the commitment letter. Accordingly, there are no remaining commitments under the commitment letter.

### *Other Factors Affecting Liquidity*

We may refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to refinance any of the indebtedness on acceptable terms or at all.

Legal proceedings in which we are involved also may impact our liquidity. No assurance can be provided as to the outcome of such proceedings. In addition, litigation inherently involves significant costs. For information regarding legal proceedings, see Item 1—"Notes to Condensed Consolidated Financial Statements," Note 14, "Commitments and Contingencies."

Our Board of Directors has authorized an equity repurchase program of up to \$1.0 billion. Under the equity repurchase program, we may repurchase the Company's outstanding shares from time to time through open market purchases, in privately negotiated transactions, and under plans complying with Rules 10b5-1 and 10b-18 under the Exchange Act. As of June 30, 2019, we had \$828.4 million in repurchase authority remaining under the program.

We have in the past repurchased, and in the future, we may periodically consider repurchasing our outstanding notes for cash. The amount of any notes to be repurchased, as well as the timing of any repurchases, will be based on business, market and other conditions and factors, including price, contractual requirements or consents, and capital availability.

New business developments or other unforeseen events may occur, resulting in the need to raise additional funds. We continue to explore opportunities to develop additional gaming or related businesses in domestic and international markets. There can be no assurances regarding the business prospects with respect to any other opportunity. Any new development would require us to obtain additional financing. We may decide to conduct any such development through Wynn Resorts, Limited or through subsidiaries separate from the Las Vegas or Macau-related entities.

### *Off-Balance Sheet Arrangements*

We have not entered into any transactions with special purpose entities nor do we engage in any derivatives except for an interest rate collar associated with our Retail Term Loan. We do not have any retained or contingent interest in assets transferred to an unconsolidated entity. As of June 30, 2019, we had outstanding letters of credit totaling \$18.1 million.

### *Contractual Commitments*

During the six months ended June 30, 2019, there have been no material changes to the contractual obligations previously reported in our Annual Report on Form 10-K for the year ended December 31, 2018, other than the \$250.0 million WRL Term Loan II, which matures on October 30, 2024, and a net repayment of \$523.7 million on the Wynn Macau Revolving Credit Facility.

### **Critical Accounting Policies and Estimates**

A description of our critical accounting policies is included in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2018. There have been no significant changes to these policies for the six months ended June 30, 2019.

### **Recently Adopted Accounting Standards and Accounting Standards Issued But Not Yet Adopted**

See related disclosure in Item 1—"Notes to Condensed Consolidated Financial Statements," Note 2, "Basis of Presentation and Significant Accounting Policies."

## Special Note Regarding Forward-Looking Statements

We make forward-looking statements in this Quarterly Report on Form 10-Q based upon the beliefs and assumptions of our management and on information currently available to us. Forward-looking statements include, but are not limited to, information about our business strategy, development activities, competition and possible or assumed future results of operations, throughout this report and are often preceded by, followed by or include the words "may," "will," "should," "would," "could," "believe," "expect," "anticipate," "estimate," "intend," "plan," "continue" or the negative of these terms or similar expressions.

Forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those we express in these forward-looking statements, including the risks and uncertainties in Item 1A — "Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2018 and other factors we describe from time to time in our periodic filings with the Securities and Exchange Commission ("SEC"), such as:

- controversy and litigation related to Stephen A. Wynn and his separation from the Company;
- extensive regulation of our business and the cost of compliance or failure to comply with applicable laws and regulations;
- pending or future claims and legal proceedings, regulatory or enforcement actions or probity investigations;
- our ability to maintain our gaming licenses and concessions;
- our dependence on key employees;
- general global political and economic conditions, in the U.S. and China (including the Chinese government's ongoing anti-corruption campaign), which may impact levels of travel, leisure and consumer spending;
- restrictions or conditions on visitation by citizens of mainland China to Macau;
- the impact on the travel and leisure industry from factors such as an outbreak of an infectious disease, extreme weather patterns or natural disasters, military conflicts and any future security alerts and/or terrorist attacks;
- doing business in foreign locations such as Macau;
- our ability to maintain our customer relationships and collect and enforce gaming receivables;
- our relationships with Macau gaming promoters;
- our dependence on a limited number of resorts and locations for all of our cash flow and our subsidiaries' ability to pay us dividends and distributions;
- competition in the casino/hotel and resort industries and actions taken by our competitors, including new development and construction activities of competitors;
- factors affecting the development and success of new gaming and resort properties (including limited labor resources, government labor and gaming policies and transportation infrastructure in Macau; and cost increases, environmental regulation, and our ability to secure necessary permits and approvals in Everett, Massachusetts);
- construction risks (including disputes with and defaults by contractors and subcontractors; construction, equipment or staffing problems; shortages of materials or skilled labor; environment, health and safety issues; and unanticipated cost increases);
- legalization and growth of gaming in other jurisdictions;
- any violations by us of the anti-money laundering laws or Foreign Corrupt Practices Act;
- changes in gaming laws or regulations;
- changes in federal, foreign, or state tax laws or the administration of such laws;
- potential violations of law by Mr. Kazuo Okada, a former stockholder of ours;
- continued compliance with all provisions in our debt agreements;
- conditions precedent to funding under our credit facilities;
- leverage and debt service (including sensitivity to fluctuations in interest rates);
- cybersecurity risk, including misappropriation of customer information or other breaches of information security;
- our ability to protect our intellectual property rights; and
- our current and future insurance coverage levels.

Further information on potential factors that could affect our financial condition, results of operations and business are included in this report and our other filings with the SEC. You should not place undue reliance on any forward-looking statements, which are based only on information available to us at the time this statement is made. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future developments or otherwise.

## Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk is the risk of loss arising from adverse changes in market rates and prices, such as interest rates, foreign currency exchange rates and commodity prices.

### **Interest Rate Risks**

One of our primary exposures to market risk is interest rate risk associated with our debt facilities that bear interest based on floating rates. We attempt to manage interest rate risk by managing the mix of long-term fixed rate borrowings and variable rate borrowings, supplemented by hedging activities as believed by us to be appropriate. We cannot assure you that these risk management strategies will have the desired effect, and interest rate fluctuations could have a negative impact on our results of operations.

#### *Interest Rate Sensitivity*

As of June 30, 2019, approximately 48.7% of our long-term debt was based on fixed rates. Based on our borrowings as of June 30, 2019, an assumed 100 basis point change in the variable rates would cause our annual interest expense to change by \$47.5 million.

In order to mitigate exposure to interest rate fluctuations on the Retail Term Loan, the Company entered into a five-year interest rate collar with a notional value of \$615 million. The interest rate collar establishes a range whereby the Company will pay the counterparty if one-month LIBOR falls below the established floor rate of 1.00%, and the counterparty will pay the Company if one-month LIBOR exceeds the ceiling rate of 3.75%.

### **Foreign Currency Risks**

We expect most of the revenues and expenses for any casino that we operate in Macau will be denominated in Hong Kong dollars or Macau patacas; however, a significant portion of our Wynn Macau, Limited debt is denominated in U.S. dollars. Fluctuations in the exchange rates resulting in weakening of the Macau pataca or the Hong Kong dollar in relation to the U.S. dollar could have materially adverse effects on our results, financial condition and ability to service debt. Based on our balances as of June 30, 2019, an assumed 1% change in the U.S. dollar/Hong Kong dollar exchange rate would cause a foreign currency transaction gain/loss of \$26.1 million.

## **Item 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

The Company's management, with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this report. In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can only provide reasonable assurance of achieving the desired control objectives and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Based on such evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, the Company's disclosure controls and procedures were effective, at the reasonable assurance level, in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act and were effective in ensuring that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

### **Management's Report on Internal Control Over Financial Reporting**

The only change in the Company's internal control over financial reporting that occurred during the fiscal quarter covered by this Quarterly Report on Form 10-Q that had a material effect, or was reasonably likely to have a material effect on the Company's internal control over financial reporting, related to the opening of Encore Boston Harbor on June 23, 2019. We have implemented controls and procedures at Encore Boston Harbor similar to those in effect at our other properties.

**Part II. OTHER INFORMATION****Item 1. Legal Proceedings**

We are occasionally party to lawsuits. As with all litigation, no assurance can be provided as to the outcome of such matters and we note that litigation inherently involves significant costs. For information regarding the Company's legal proceedings see Item 1—"Notes to Condensed Consolidated Financial Statements," Note 14, "Commitments and Contingencies" of Part I in this Quarterly Report on Form 10-Q.

**Item 1A. Risk Factors**

A description of our risk factors can be found in Item 1A, Part I of our Annual Report on Form 10-K for the year ended December 31, 2018. There were no material changes to those risk factors during the six months ended June 30, 2019 other than resolution of certain litigation as discussed in Item 1—"Notes to Condensed Consolidated Financial Statements," Note 14, "Commitments and Contingencies" of Part I in this Quarterly Report on Form 10-Q.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds***Issuer Purchases of Equity Securities*

For the Month Ended	Number of Shares Repurchased	Weighted Average Price Paid Per Share	Shares Repurchased as Part of a Publicly Announced Program	Approximate Dollar Value Remaining Under the Program (in thousands) (1)
April 30, 2019	—	\$ —	—	\$ 843,332
May 31, 2019	—	\$ —	—	\$ 843,332
June 30, 2019	143,822	\$ 104.10	143,822	\$ 828,366

(1) The Company's Board of Directors authorized an equity repurchase program in April of 2016 of up to \$1.0 billion of our common stock. Repurchases may be made at the discretion of the Company from time to time on the open market or in privately negotiated transactions. The Company is not obligated to make any repurchases, and the repurchase program may be discontinued at any time. Any shares acquired are available for general corporate purposes. Any shares repurchased during the periods presented are recorded in Treasury Stock.

In April 2019, we repurchased 203 shares in satisfaction of tax withholding obligations on vested restricted stock at an average price of \$147.01 per share, for a total amount of approximately \$29,842. In May 2019, we repurchased 282 shares in satisfaction of tax withholding obligations on vested restricted stock at an average price of \$128.66 per share, for a total amount of approximately \$36,282. In June 2019, we repurchased 404 shares in satisfaction of tax withholding obligations on vested restricted stock at an average price of \$107.33 per share, for a total amount of approximately \$43,361. None of the foregoing repurchases that occurred during the three months ended June 30, 2019 were part of the Company's publicly announced repurchase program.

**Item 5. Other Information**

None.



**Item 6. Exhibits**

(a) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Third Amended and Restated Articles of Incorporation of the Registrant. (Incorporated by reference from the Quarterly Report on Form 10-Q filed by the Registrant on May 8, 2015.)</a>
3.2	<a href="#">Eighth Amended and Restated Bylaws of the Registrant. (Incorporated by reference from the Quarterly Report on Form 10-Q filed by the Registrant on November 6, 2015.)</a>
*10.1	<a href="#">First Amendment to Employment Agreement, dated as of May 29, 2019, by and between Wynn Resorts, Limited and Matt Maddox</a>
*10.2	<a href="#">Second Amendment to Employment Agreement, dated as of May 29, 2019, by and between Wynn Resorts, Limited and Craig Billings</a>
*10.3	<a href="#">First Amendment to Employment Agreement, dated as of May 29, 2019, by and between Wynn Resorts, Limited and Ellen Whittemore</a>
*31.1	<a href="#">Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13a – 14(a) and Rule 15d – 14(a).</a>
*31.2	<a href="#">Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13a – 14(a) and Rule 15d – 14(a).</a>
*32	<a href="#">Certification of CEO and CFO Pursuant to 18 U.S.C. Section 1350.</a>
101.INS	XBRL Instance Document - The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

Wynn Resorts, Limited agrees to furnish to the U.S. Securities and Exchange Commission, upon request, a copy of each agreement with respect to long-term debt not filed herewith in reliance upon the exemption from filing applicable to any series of debt which does not exceed 10% of the total consolidated assets of the company.

\* Filed herein

**SIGNATURE**

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, thereunto duly authorized.

Dated: August 8, 2019

**WYNN RESORTS, LIMITED**

By:           /s/ Craig S. Billings          

Craig S. Billings

President, Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

**FIRST AMENDMENT TO  
EMPLOYMENT AGREEMENT**

This FIRST AMENDMENT TO EMPLOYMENT AGREEMENT (this "**Amendment**") is entered into as of the 29<sup>th</sup> day of May, 2019, by and between **WYNN RESORTS, LIMITED** ("**Employer**") and **MATT MADDOX** ("**Employee**"). Capitalized terms that are not defined herein shall have the meanings ascribed to them in the Agreement (as defined below).

**RECITALS**

**WHEREAS**, Employer and Employee have entered into that certain Amended and Restated Employment Agreement, effective as of February 27, 2018 (the "**Agreement**"); and

**WHEREAS**, Employee is willing and Employer desires to modify certain terms and conditions to the Agreement as more fully set forth herein;

**NOW, THEREFORE**, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth in the Agreement, the parties hereto agree as follows:

1. Amendment. Employer and Employee hereby agree to amend Section 3 of the Agreement in its entirety to read as follows:

**3. DUTIES OF EMPLOYEE**. Employee shall perform such duties assigned to Employee by Employer as are generally associated with the duties of **Chief Executive Officer** for Employer or such similar duties as may be assigned to Employee by Employer as Employer may determine. Employee's duties shall include: (i) the efficient and continuous operation of Employer and its Affiliates; (ii) the preparation of relevant budgets and allocation of relevant funds; (iii) the selection and delegation of duties and responsibilities of subordinates; (iv) the direction, review and oversight of all programs under Employee's supervision; (v) adherence to the policies and procedures of Employer and its Affiliates as they may be amended from time to time without prior notice to Employee (unless such policies and procedures conflict with this Agreement, in which case this Agreement takes precedence) and for which Employee assumes responsibility for review and understanding; and (vi) such other and related duties as may be assigned by Employer to Employee from time to time. The foregoing notwithstanding, Employee shall devote such time to Employer or its Affiliates as may be required by Employer, provided such duties are not inconsistent with Employee's primary duties to Employer hereunder.

2. Effectiveness. The amendment set forth in Section 1 shall be effective as of May 29, 2019.

3. Other Provisions of Agreement. The parties acknowledge that the Agreement is being modified only as stated herein, and agree that nothing else in the Agreement shall be affected by this Amendment.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first written above.

**WYNN RESORTS, LIMITED**

/s/ Craig Billings

Craig Billings, President

**EMPLOYEE**

/s/ Matt Maddox

Matt Maddox

**SECOND AMENDMENT TO  
EMPLOYMENT AGREEMENT**

This SECOND AMENDMENT TO EMPLOYMENT AGREEMENT (this "**Amendment**") is entered into as of the 29<sup>th</sup> day of May, 2019, by and between **WYNN RESORTS, LIMITED** ("**Employer**") and **CRAIG BILLINGS** ("**Employee**"). Capitalized terms that are not defined herein shall have the meanings ascribed to them in the Agreement (as defined below).

**RECITALS**

**WHEREAS**, Employer and Employee have entered into that certain Employment Agreement, effective as of March 1, 2017, as amended on April 17, 2018 (the "**Agreement**"); and

**WHEREAS**, Employee is willing and Employer desires to modify certain terms and conditions to the Agreement as more fully set forth herein;

**NOW, THEREFORE**, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth in the Agreement, the parties hereto agree as follows:

1. Amendments.

a. Employer and Employee hereby agree to amend Section 1(c)(vii) of the Agreement in its entirety to read as follows:

(vii) Employee's willful neglect, refusal, or knowing failure to discharge Employee's duties (other than due to physical or mental illness) commensurate with Employee's title and function, or Employee's failure to comply with a lawful direction of Employer or its board of directors;

b. Employer and Employee hereby agree to amend Section 3 of the Agreement in its entirety to read as follows:

3. **DUTIES OF EMPLOYEE.** Employee shall perform such duties assigned to Employee by Employer as are generally associated with the duties of **President and Chief Financial Officer** for Employer or such similar duties as may be assigned to Employee by Employer as Employer may determine. Employee's duties shall include: (i) the efficient and continuous operation of Employer and its Affiliates; (ii) the preparation of relevant budgets and allocation of relevant funds; (iii) the selection and delegation of duties and responsibilities of subordinates; (iv) the direction, review and oversight of all programs under Employee's supervision; (v) adherence to the written policies and procedures of Employer and its Affiliates as they may be amended from time to time without prior notice to Employee (unless such policies and procedures conflict with this Agreement, in which case this Agreement takes precedence) and for which Employee assumes responsibility for review and understanding; and (vi) such other and further duties as may be assigned by Employer to Employee from time to time. The foregoing notwithstanding, Employee shall devote such time to Employer

or its Affiliates as may be required by Employer, provided such duties are not inconsistent with Employee's primary duties to Employer hereunder.

c. Employer and Employee hereby agree to amend Section 5 of the Agreement in its entirety to read as follows:

**5. TERM.** Unless sooner terminated as provided in this Agreement, the term of this Agreement (the "**Term**") shall commence on the Effective Date of this Agreement and terminate on March 1, 2022, at which time the terms of this Agreement shall expire and shall not apply to any continued employment of Employee by Employer, except for those obligations under Sections 9, 10, 11 and 21. Following the Term, unless the parties enter into a new written contract of employment, (a) any continued employment of Employee shall be at-will, (b) any or all of the other terms and conditions of Employee's employment may be changed by Employer at its discretion, with or without notice, and (c) the employment relationship may be terminated at any time by either party, with or without cause or notice.

Concurrent with Employee's resignation from Employer or upon the termination of Employee's employment with Employer, Employee agrees to resign, and shall be deemed to have resigned, all other positions (including board of director memberships) that Employee may have held immediately prior to Employee's resignation or termination.

d. Employer and Employee hereby agree to amend Section 7 of the Agreement in its entirety to read as follows

**7. COMPENSATION TO EMPLOYEE.** For and in complete consideration of Employee's full and faithful performance of Employee's duties under this Agreement, Employer hereby covenants and agrees to pay to Employee, and Employee hereby covenants and agrees to accept from Employer, the following items of compensation:

(a) **Base Salary.** Employer hereby covenants and agrees to pay to Employee, and Employee hereby covenants and agrees to accept from Employer, a base salary at the rate of One Million, Two Hundred Thousand Dollars (\$1,200,000.00) per annum, payable in such installments as shall be convenient to Employer (the "**Base Salary**"). Employee shall be subject to performance reviews and the Base Salary may be increased but not decreased as a result of any such review. Such Base Salary shall be exclusive of and in addition to any other benefits which Employer, in its sole discretion, may make available to Employee, including any discretionary bonus, profit sharing plan, pension plan, retirement plan, disability or life insurance plan, medical and/or hospitalization plan, or any and all other benefit plans which may be in effect during the Term.

(b) **Bonus Compensation.** Employee will participate in Employer's Amended and Restated Annual Performance Based Incentive Plan for Executive Officers with an annual target bonus of

no less than 200% of the Base Salary. Employee shall also be eligible to receive a bonus at such times and in such amounts as Employer in its sole and exclusive discretion may determine. Employer retains the discretion to adopt, amend or terminate any bonus plan at any time prior to a Change of Control.

(c) **Employee Benefit Plans.** Employer hereby covenants and agrees that it shall include Employee, if otherwise eligible, in any profit sharing plan, executive stock option plan, pension plan, retirement plan, disability or life insurance plan, Executive Medical Plan and/or hospitalization plan, and any other benefit plan which may be placed in effect by Employer or any of its Affiliates and on the same terms and conditions available to Employer's executives during the Term. All issues as to eligibility for specific benefits and payment of benefits shall be as set forth in the applicable insurance policies or plan documents. Nothing in this Agreement shall limit Employer's or any of its Affiliates' ability to exercise the discretion provided to it under any employee benefit plan, or to adopt, amend or terminate any benefit plan at any time prior to a Change of Control.

Employee shall also participate in the senior executive health program.

(d) **Equity Grant.** Employee was granted 30,000 shares of restricted stock of Wynn Resorts, Limited common stock pursuant to the Wynn Resorts, Limited 2014 Omnibus Incentive Plan. Employee and Employer entered into a separate restricted stock agreement, dated March 1, 2017, and amended on April 17, 2018, incorporating the terms and conditions of the grant, including the grant date, vesting schedule, and termination provisions.

Employee was granted 25,000 shares of restricted stock of Wynn Resorts, Limited common stock pursuant to the Wynn Resorts, Limited 2014 Omnibus Incentive Plan. Employee and Employer entered into a separate restricted stock agreement, dated April 17, 2018, incorporating the terms and conditions of the grant, including the grant date, vesting schedule, and termination provisions.

(e) **Annual Equity Grant.** Commencing on the Effective Date, Employee shall be eligible to receive an annual restricted share grant of Wynn Resorts, Limited common stock with a target value equivalent to 180% of the annual Base Salary for Employee in effect at the end of the applicable year, with vesting requirements consistent with comparable positions in the Company. Employee and Employer will enter into a separate restricted stock agreement incorporating the terms and conditions of the grant, including the grant date, vesting schedule, and termination provisions.

(f) **Expense Reimbursement.** During the Term and provided the same are authorized in advance by Employer, Employer shall

either pay directly or reimburse Employee for Employee's reasonable expenses incurred for the benefit of Employer in accordance with Employer's general policy regarding expense reimbursement, as the same may be modified from time to time. Prior to such payment or reimbursement, Employee shall provide Employer with sufficient detailed invoices of such expenses as may be required by Employer's policy.

(g) **Vacations and Holidays.** Commencing as of the Effective Date, Employee shall be entitled to (i) annual paid vacation leave in accordance with Employer's standard policy, but in no event less than four (4) weeks each year of the Term, to be taken at such times as selected by Employee and approved by Employer, and (ii) paid holidays (or, at Employer's option, an equivalent number of paid days off) in accordance with Employer's standard policy.

(h) **Section 409A Provision.** Notwithstanding any provision of the Agreement to the contrary, if, at the time of Employee's termination of employment with the Employer, he or she is a "specified employee" as defined in Section 409A of the Internal Revenue Code (the "Code"), and one or more of the payments or benefits received or to be received by Employee pursuant to the Agreement would constitute deferred compensation subject to Section 409A, no such payment or benefit will be provided under the Agreement until the earlier of: (a) the date that is six (6) months following Employee's termination of employment with the Employer or (b) the Employee's death. The provisions of this Section shall only apply to the extent required to avoid Employee's incurrence of any penalty tax or interest under Section 409A of the Code or any regulations or Treasury guidance promulgated thereunder. In addition, if any provision of the Agreement would cause Employee to incur any penalty tax or interest under Section 409A of the Code or any regulations or Treasury guidance promulgated thereunder, the Employer may reform such provision to maintain the maximum extent practicable the original intent of the applicable provision without violating the provisions of Section 409A of the Code.

(i) **Withholdings.** All compensation provided to Employee by Employer under this Section 7 shall be subject to applicable federal, state or local employment-related withholdings.

2. **Effectiveness.** The amendments set forth in Section 1 shall be effective as of May 29, 2019.

3. **Other Provisions of Agreement.** The parties acknowledge that the Agreement is being modified only as stated herein, and agree that nothing else in the Agreement shall be affected by this Amendment.



IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first written above.

**WYNN RESORTS, LIMITED**

/s/ Matt Maddox

Matt Maddox, Chief Executive Officer

**EMPLOYEE**

/s/ Craig Billings

Craig Billings

**FIRST AMENDMENT TO  
EMPLOYMENT AGREEMENT**

This FIRST AMENDMENT TO EMPLOYMENT AGREEMENT (this "**Amendment**") is entered into as of the 29<sup>th</sup> day of May, 2019, by and between **WYNN RESORTS, LIMITED** ("**Employer**") and **ELLEN WHITTEMORE** ("**Employee**"). Capitalized terms that are not defined herein shall have the meanings ascribed to them in the Agreement (as defined below).

**RECITALS**

**WHEREAS**, Employer and Employee have entered into that certain Employment Agreement, effective as of August 2, 2018 (the "**Agreement**"); and

**WHEREAS**, Employee is willing and Employer desires to modify certain terms and conditions to the Agreement as more fully set forth herein;

**NOW, THEREFORE**, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth in the Agreement, the parties hereto agree as follows:

1. Amendments.

a. Employer and Employee hereby agree to amend Section 1(c)(vii) of the Agreement in its entirety to read as follows:

(vii) Employee's willful neglect, refusal, or knowing failure to discharge Employee's duties (other than due to physical or mental illness) commensurate with Employee's title and function, or Employee's failure to comply with a lawful direction of Employer or its board of directors;

b. Employer and Employee hereby agree to amend Section 7(a) of the Agreement in its entirety to read as follows:

(a) **Base Salary.** Employer hereby covenants and agrees to pay to Employee, and Employee hereby covenants and agrees to accept from Employer, a base salary at the rate of Seven Hundred Thousand Dollars (\$700,000.00) per annum, payable in such installments as shall be convenient to Employer (the "**Base Salary**"). Employee shall be subject to performance reviews and the Base Salary may be increased but not decreased as a result of any such review. Such Base Salary shall be exclusive of and in addition to any other benefits which Employer, in its sole discretion, may make available to Employee, including any discretionary bonus, profit sharing plan, pension plan, retirement plan, disability or life insurance plan, medical and/or hospitalization plan, or any and all other benefit plans which may be in effect during the Term.

c. Employer and Employee hereby agree to amend Section 7(b) of the Agreement in its entirety to read as follows:

(b) **Bonus Compensation.** Employee will participate in the Employer's Amended and Restated Annual Performance Based Incentive Plan for Executive Officers with an annual target bonus of no less than 200% of the Base Salary. Employee shall also be eligible to receive a bonus at such times and in such amounts as Employer in its sole and exclusive discretion may determine. Employer retains the discretion to adopt, amend or terminate any bonus plan at any time prior to a Change of Control.

d. Employer and Employee hereby agree to amend Section 7 of the Agreement with the addition of the following provision (i):

(i) **Annual Equity Grant.** Beginning with the Effective Date, Employee shall be eligible to receive an annual restricted share grant of Wynn Resorts, Limited common stock with a target value equivalent to no less than 150% of the annual Base Salary actually received by Employee in effect at the end of the applicable year, with vesting requirements consistent with comparable positions in the Company. Employee and Employer will enter into a separate restricted stock agreement incorporating the terms and conditions of the grant, including the grant date, vesting schedule, and termination provisions.

2. **Effectiveness.** The amendments set forth in Section 1 shall be effective as of May 29, 2019.

3. **Other Provisions of Agreement.** The parties acknowledge that the Agreement is being modified only as stated herein, and agree that nothing else in the Agreement shall be affected by this Amendment.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first written above.

**WYNN RESORTS, LIMITED**

/s/ Matt Maddox

Matt Maddox, Chief Executive Officer

**EMPLOYEE**

/s/ Ellen Whitemore

Ellen Whitemore

**Certification of the Chief Executive Officer****Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Matt Maddox, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Wynn Resorts, Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2019

/s/ Matt Maddox

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Matt Maddox

Director, Chief Executive Officer

(Principal Executive Officer)

**Certification of the Chief Financial Officer****Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Craig S. Billings, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Wynn Resorts, Limited;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2019

/s/ Craig S. Billings

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Craig S. Billings

President, Chief Financial Officer and Treasurer

(Principal Financial and Accounting Officer)

**Certification of CEO and CFO Pursuant to  
18 U.S.C. Section 1350, as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Wynn Resorts, Limited (the “Company”) for the quarter ended June 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Matt Maddox, as Chief Executive Officer of the Company, and Craig S. Billings, as Chief Financial Officer of the Company, each hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of their knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Matt Maddox

Name: Matt Maddox  
Title: Director, Chief Executive Officer  
(Principal Executive Officer)  
Date: August 8, 2019

/s/ Craig S. Billings

Name: Craig S. Billings  
Title: President, Chief Financial Officer and Treasurer  
(Principal Financial and Accounting Officer)  
Date: August 8, 2019

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Wynn Resorts, Limited and will be retained by Wynn Resorts, Limited and furnished to the Securities and Exchange Commission or its staff upon request.