

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

FORM 8-K

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

Date of Report (Date of earliest event reported): December 30, 2022

WYNN RESORTS, LIMITED

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)
3131 Las Vegas Boulevard South
Las Vegas, Nevada
(Address of principal executive offices)

000-50028
(Commission
File Number)

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

89109
(Zip Code)

(702) 770-7555
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On December 30, 2022 (Hong Kong time), Wynn Resorts (Macau) S.A ("WRM") and Palo Real Estate Company Limited ("Palo"), indirect subsidiaries of Wynn Resorts, Limited entered into the property transfer agreements (the "Property Transfer Agreements") with the government of the Macau Special Administrative Region of the People's Republic of China ("Macau"), pursuant to which:

(i) WRM and Palo will revert the casino areas (the "Casino Areas") in Wynn Macau and Wynn Palace as designated by the Gaming Inspection and Coordination Bureau of Macau and the relevant gaming equipment to the Macau government without compensation and free of encumbrance on December 31, 2022 pursuant to the Macau Law No. 16/2001 (the "Macau Gaming Law"), as amended by Law No. 7/2022 and the gaming concession contract entered into between WRM and the Macau government on 24 June 2002; and

(ii) upon the above reversion of the Casino Areas and the relevant gaming equipment to the Macau government, the Macau government has agreed to transfer of the Casino Areas and the relevant gaming equipment back to WRM for use of its operation of games of chance in Wynn Macau and Wynn Palace beginning on January 1, 2023 and expiring upon the expiration of the gaming concession contract. WRM will pay the Macau government an annual amount calculated based on: (i) MOP750 (equivalent to approximately \$93) per square meter of the Casino Areas for the first year in March 2023, as adjusted annually in accordance with the average price index in Macau pursuant to the Macau Gaming Law for the second and third year payable in March 2024 and March 2025, respectively; and (ii) MOP2,500 (equivalent to approximately \$311) per square meter of the Casino Areas for the fourth year in March 2026, as adjusted annually for the remaining years payable in March each year in accordance with the average price index in Macau pursuant to the Macau Gaming Law.

The foregoing summary of the Property Transfer Agreements is not complete and is qualified in its entirety by reference to the full and complete text of the Property Transfer Agreements, copies of which will be filed as exhibits to the Company's Annual Report on Form 10-K for the period ending December 31, 2022 to be filed with the SEC.

Item 7.01 Regulation FD Disclosure.

On December 30, 2022 (Hong Kong time), Wynn Macau, Limited ("WML"), an indirect subsidiary of Wynn Resorts, Limited with its ordinary shares of common stock listed on The Stock Exchange of Hong Kong Limited (the "HKSE"), filed with the HKSE an announcement that on December 30, 2022, WRM and Palo entered into the Property Transfer Agreements with the Macau government. The announcement is furnished herewith as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 (including Exhibit 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Announcement of Wynn Macau, Limited, dated December 30, 2022
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 30, 2022

WYNN RESORTS, LIMITED

By: /s/ Julie Cameron-Doe

Julie Cameron-Doe

Chief Financial Officer

(Principal Financial and Accounting Officer)

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Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1128 and Debt Stock Codes: 5279, 5280, 40102, 40259, 40357)

INSIDE INFORMATION

REVERSION OF CASINO AREAS AND RELEVANT GAMING EQUIPMENT

This announcement is issued by Wynn Macau, Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rules 13.09(2)(a) and 37.47B of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and under Part XIVA of the Securities and Futures Ordinance (Cap. 571).

Reference is made to the announcement of the Company dated 18 December 2022 in relation to the formal award of gaming concession from the government of Macau Special Administrative Region of the People’s Republic of China (“**Macau**”) to Wynn Resorts (Macau) S.A. (“**WRM**”), a wholly-owned subsidiary of the Company pursuant to the gaming concession contract entered into with the Macau government dated 16 December 2022 (the “**Gaming Concession Contract**”).

PROPERTY TRANSFER AGREEMENTS

The board (“**Board**”) of the directors (“**Directors**”) of the Company announces that, on 30 December 2022 (after trading hours), WRM and Palo Real Estate Company Limited (“**Palo**”), a wholly-owned subsidiary of the Company, entered into the property transfer agreements (the “**Property Transfer Agreements**”) with the Macau government, pursuant to which:

- (i) WRM and Palo will revert the casino areas (the “**Casino Areas**”) in Wynn Macau and Wynn Palace as designated by the Gaming Inspection and Coordination Bureau of Macau and the relevant gaming equipment to the Macau government without compensation and free of encumbrance on 31 December 2022 pursuant to the Macau Law No. 16/2001 (the “**Macau Gaming Law**”), as amended by Law No. 7/2022 and the gaming concession contract entered into between WRM and the Macau government on 24 June 2002; and

* For identification purposes only

- (ii) upon the above reversion of the Casino Areas and the relevant gaming equipment to the Macau government, the Macau government has agreed to transfer of the Casino Areas and the relevant gaming equipment back to WRM for use of its operation of games of chance in Wynn Macau and Wynn Palace beginning on 1 January 2023 and expiring upon the expiration of the Gaming Concession Contract. WRM will pay the Macau government an annual amount calculated based on: (i) MOP750 (equivalent of HK\$728) per square meter of the Casino Areas for the first year in March 2023, as adjusted annually in accordance with the average price index in Macau pursuant to the Macau Gaming Law for the second and third year payable in March 2024 and March 2025, respectively; and (ii) MOP2,500 (equivalent of HK\$2,427) per square meter of the Casino Areas for the fourth year in March 2026, as adjusted annually for the remaining years payable in March each year in accordance with the average price index in Macau pursuant to the Macau Gaming Law.

REASONS FOR AND BENEFITS OF THE PROPERTY TRANSFER AGREEMENTS

The entering into of the Property Transfer Agreements allows the Group to use the Casino Areas and the relevant gaming equipment related to its operation of games of chance in Wynn Macau and Wynn Palace, the two integrated destination casino resorts of the Group, during the term of the Gaming Concession Contract. The Board considers that the terms of the Property Transfer Agreements are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION ON THE PARTIES TO THE PROPERTY TRANSFER AGREEMENTS

The Company, through WRM, is a developer, owner and operator of destination casino resorts in Macau. WRM currently owns and operates Wynn Macau and Wynn Palace. WRM and Palo are land concessionaires of Wynn Macau and Wynn Palace, respectively.

The Macau government, which is the local government of Macau, was established on 20 December 1999.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Macau government is a third party independent of and not connected with the Company and its connected persons.



Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares of the Company.

By order of the Board
Wynn Macau, Limited
Dr. Allan Zeman
Chairman

Hong Kong, 30 December 2022

As at the date of this announcement, the Board comprises Craig S. Billings, Ian Michael Coughlan and Frederic Jean-Luc Luvisutto (as Executive Directors); Linda Chen (as Executive Director and Vice Chairman); Matthew O. Maddox (as Non-Executive Director); Allan Zeman (as Independent Non-Executive Director and Chairman); and Lam Kin Fung Jeffrey, Bruce Rockowitz, Nicholas Sallnow-Smith and Leah Dawn Xiaowei Ye (as Independent Non-Executive Directors).

For the purpose of this announcement, amounts denominated in MOP have been converted, for the purpose of illustration only, into HK\$ at the exchange rates of MOP1.03=HK\$1.00. No representation is made that the amounts stated in this announcement have been or could have been or could be converted at the above rates or any other rates at all.



