

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

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**  
Date of Report (Date of earliest event reported): February 28, 2018

**WYNN RESORTS, LIMITED**  
(Exact name of registrant as specified in its charter)

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

**000-50028**  
(Commission  
File Number)

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

**89109**  
(Zip Code)

**(702) 770-7555**  
(Registrant's telephone number, including area code)  
**Not Applicable**  
(Former name or former address, if changed since last report)

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

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

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

Emerging growth company

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

**Item 8.01 Other Events.**

On February 28, 2018, Wynn Resorts, Limited (the "Company") issued a press release announcing an extension and amendment of the previously announced solicitation of consents by Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp., wholly owned subsidiaries of the Company (the "Issuers"), to a proposed amendment of the indenture governing the Issuers' 4.25% Senior Notes due 2023.

A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#"><u>Press release, dated February 28, 2018, of Wynn Resorts, Limited.</u></a>



**WYNN RESORTS ANNOUNCES  
EXTENSION OF CONSENT SOLICITATION  
AND INCREASE IN CONSENT PAYMENT  
BY WYNN LAS VEGAS, LLC AND WYNN LAS VEGAS CAPITAL CORP.**

LAS VEGAS – (BUSINESS WIRE) – February 28, 2018 – Wynn Resorts, Limited (NASDAQ: WYNN) (the “Company”) announced today that its indirect wholly owned subsidiaries, Wynn Las Vegas, LLC and Wynn Las Vegas Capital Corp. (the “Issuers”), have amended the terms of their previously announced solicitation of consents (the “Consent Solicitation”) from holders (the “Holders”) of their outstanding 4.25% Senior Notes due 2023 (the “Notes”) to a proposed amendment (the “Proposed Amendment”) to the indenture governing the Notes (the “Indenture”).

The Issuers have extended the Consent Solicitation until 5:00 p.m., New York City time, on March 6, 2018, unless otherwise terminated or further extended (the “Expiration Time”). The Issuers have also amended the terms of the Consent Solicitation to provide for a consent fee equal to (i) an aggregate of \$12,500,000 payable at the consummation of the Consent Solicitation (payable to Holders that validly deliver (and do not validly revoke) their consents prior to the Expiration Time (“Consenting Holders”) pro rata in accordance with the principal amount of Notes as to which consents were validly tendered (and not validly revoked) prior to the Expiration Time) (the “Consent Payment”) plus (ii) an additional contingent payment payable to each Consenting Holder equal to 5% of the aggregate principal amount of Notes held by such Consenting Holder for which consents are validly delivered (and not validly revoked) minus the amount of the Consent Payment previously received by such Consenting Holder (the “Contingent Payment”). The Contingent Payment is payable upon the consummation of any transaction (a “Triggering Transaction”) that would have required the Issuers to make a Change of Control Offer with respect to the Notes pursuant to the Indenture as a result of the consummation of any transaction that would have been deemed a “Change of Control” under the terms of the Indenture prior to the effectiveness of the Proposed Amendment (described below) solely with respect to the clause that will be removed by the Proposed Amendment. Whether a Triggering Transaction has occurred is determined (i) at the time of such Triggering Transaction occurs and (ii) in accordance with the Indenture then in effect but without giving effect to the Proposed Amendment.

The Proposed Amendment would conform the definition of “Change of Control” relating to ownership of equity interests in the Company in the Indenture to the terms of the indentures governing the Issuers’ other outstanding notes.

For a complete statement of the terms and conditions of the Consent Solicitation, holders of Notes should refer to the Amended and Restated Consent Solicitation Statement, dated February 28, 2018. Holders who have previously delivered consents need not take any further action in order to receive the consent payment described above (if and when it becomes payable) if the Consent Solicitation is successful.

The Issuers have engaged Deutsche Bank Securities Inc. to act as solicitation agent in connection with the Consent Solicitation. Questions regarding the Consent Solicitation may be directed to Deutsche Bank Securities Inc. at (855) 287-1922 (U.S. toll-free) and (212) 250-7527 (collect).

The Issuers have engaged D.F. King & Co., Inc. as information and tabulation agent in connection with the Consent Solicitation. Requests for documentation may be directed to D.F. King & Co., Inc. at (866) 356-7814 (toll free).

This announcement is for information purposes only and is neither an offer to sell nor a solicitation of an offer to buy any security. This announcement is also not a solicitation of consents with respect to the Proposed Amendment or any securities. No recommendation is being made as to whether holders of Notes should consent to the Proposed Amendment. The solicitation of consents is not being made in any jurisdiction in which, or to or from any person to or from whom, it is unlawful to make such solicitation under applicable securities or “blue sky” laws.

### **Forward-Looking Statements**

*This release contains forward-looking statements, including those related to the Consent Solicitation. Forward-looking information involves important risks and uncertainties that could significantly affect anticipated results in the future, and, accordingly, such results may differ from those expressed in any forward-looking statements. These risks and uncertainties include, but are not limited to, competition in the casino/hotel and resorts industries, the controversy related to Stephen A. Wynn and his separation from the Company, dependence on key employees, levels of travel, leisure and casino spending, general domestic or international economic conditions, and changes in gaming laws or regulations. Additional information concerning potential factors that could affect the Issuers’ financial results is included in Wynn Las Vegas, LLC’s Annual Report on Form 10-K for the year ended December 31, 2016. Neither Wynn Resorts, Limited nor the Issuers are under any obligation to (and expressly disclaim any such obligation to) update their forward-looking statements as a result of new information, future events or otherwise, except as required by law.*

### **Contact:**

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