

WYNN RESORTS LTD  
Form 8-K  
May 14, 2018

**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): May 14, 2018**

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

**Nevada**  
**(State or other jurisdiction**  
  
**of incorporation)**

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

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

**3131 Las Vegas Boulevard South**

**Las Vegas, Nevada**  
**(Address of principal executive offices)**

**(702) 770-7555**

**89109**  
**(Zip Code)**

**(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 14, 2018, John J. Hagenbuch advised Wynn Resorts, Limited (the Company) that he has determined to step down from the Company's Board of Directors (the Board) effective immediately prior to the Company's 2018 Annual Meeting of Shareholders (2018 Annual Meeting), and not to stand for re-election at the 2018 Annual Meeting. In addition, Robert J. Miller resigned from the Board, effective May 14, 2018. In connection with the departures of Mr. Hagenbuch and Governor Miller, the Board reduced its size to eight directors.

The Company thanks Mr. Hagenbuch and Governor Miller for their service to the Company and its shareholders.

**Item 7.01 Regulation FD Disclosure.**

A copy of the Company's press release addressing the matters described in Item 5.02 of this report is attached hereto and furnished as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | <u>Press release, dated May 14, 2018, of Wynn Resorts, Limited.</u> |

**SIGNATURES**

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

**WYNN RESORTS, LIMITED**

Dated: May 14, 2018

By: /s/ Kim Sinatra  
Kim Sinatra  
Executive Vice President and General Counsel