

WYNN RESORTS LTD  
Form 8-K  
April 30, 2015

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, as Amended  
Date of Report (Date of earliest event reported): April 24, 2015

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

|   |  |  |
|---|--|--|
| Nevada<br>(State or other jurisdiction<br>of incorporation)   | 000-50028<br>(Commission<br>File Number) | 46-0484987<br>(IRS Employer<br>Identification No.) |
| 3131 Las Vegas Boulevard South<br>Las Vegas, Nevada<br>(Address of principal executive offices)<br>(702) 770-7555<br>(Registrant's telephone number, including area code)<br>Not Applicable<br>(Former name or former address, if changed since last report.) |  | 89109<br>(Zip Code)                                |

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))

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## Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 24, 2015, Wynn Resorts, Limited (the “Company”) held its 2015 Annual Meeting of Stockholders (the “Annual Meeting”). Set forth below are the preliminary voting totals as provided by IVS Associates, Inc. (“IVS”), the independent inspector of elections for the Annual Meeting. The results are preliminary and are subject to change pursuant to a customary review and challenge period, after which IVS will certify the results. We will file an amendment to this Current Report on Form 8-K to disclose the final voting results after we receive a certified report from IVS.

## Proposal 1: Election of Directors

To elect two Class I directors, each to serve until the 2018 Annual Meeting of Stockholders and until his or her successor has been duly elected and qualified, or until such director’s earlier resignation, death or removal:

| Director Nominees | Votes For  | Votes Withheld | Broker Non-Votes |
|-------------------|------------|----------------|------------------|
| John J. Hagenbuch | 46,636,765 | 12,371,646     | 1,964,362        |
| J. Edward Virtue  | 51,063,278 | 15,057,825     | 1,964,362        |
| Elaine P. Wynn    | 26,617,589 | 100,203        | —                |

The Company’s Board of Directors nominated John J. Hagenbuch and J. Edward Virtue. Elaine P. Wynn nominated herself. The 26,617,589 votes received by Ms. Wynn include 9,539,077 shares owned by Elaine P. Wynn and 10,066,023 shares owned by the Wynn Family Holding Company LLC (Mr. Wynn’s shares) voted by Mr. Wynn in favor of Elaine P. Wynn in accordance with the terms of the Amended and Restated Stockholders Agreement.

## Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

To ratify the Audit Committee’s appointment of Ernst & Young LLP as the independent registered public accounting firm for the Company and its subsidiaries for 2015:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 87,383,242 | 225,595       | 219,197 | —                |

## Proposal 3: Approval of Articles Amendment

To approve an amendment to the Company’s Second Amended and Restated Articles of Incorporation (the “Articles Amendment”) to provide the Company with additional flexibility in making distributions to its stockholders:

| Votes For  | Votes Against | Abstain | Broker Non-Votes |
|------------|---------------|---------|------------------|
| 72,411,355 | 13,263,297    | 189,020 | 1,964,362        |

On April 27, 2015, the Company implemented the Articles Amendment by filing a Certificate of Third Amended and Restated Articles of Incorporation with the Nevada Secretary of State.

## Proposal 4: Stockholder Proposal Regarding A Political Contributions Report

To request that the Company provide a political contributions report, updated semiannually, setting forth specified information:

| Votes For  | Votes Against | Abstain   | Broker Non-Votes |
|------------|---------------|-----------|------------------|
| 16,488,366 | 66,021,852    | 3,212,254 | 1,964,362        |

**SIGNATURES**

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

**WYNN RESORTS, LIMITED**

Date: April 30, 2015

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