
**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): October 16, 2013

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
(IRS Employer
Identification No.)

3131 Las Vegas Boulevard South
Las Vegas, Nevada
(Address of principal executive offices)

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On October 16, 2013, Wynn Macau, Limited (“WML”), an indirect subsidiary of Wynn Resorts, Limited (the “Registrant”) with its ordinary shares listed on The Stock Exchange of Hong Kong Limited (the “HKSE”), entered into an Indenture, dated as of October 16, 2013 (the “Indenture”), between WML and Deutsche Bank Trust Company Americas, as trustee, pursuant to which WML issued \$600 million aggregate principal amount of 5.250% Senior Notes due 2021 (the “Notes”). WML expects to receive net proceeds of approximately \$591.5 million from the offering of the Notes after deducting commissions and estimated expenses of the offering and to use the net proceeds for working capital requirements and general corporate purposes. The following is a brief description of certain terms and conditions of the Indenture and the Notes.

The Notes will bear interest at the rate of 5.250% per annum and will mature on October 15, 2021. Interest on the Notes is payable semi-annually in arrears on April 15 and October 15 of each year, beginning on April 15, 2014. At any time on or before October 14, 2016, WML may redeem the Notes, in whole or in part, at a redemption price equal to the greater of (a) 100% of the aggregate principal amount of the Notes or (b) a “make-whole” amount as determined by an independent investment banker in accordance with the terms of the Indenture, in either case, plus accrued and unpaid interest. In addition, on or after October 15, 2016, WML may redeem the Notes, in whole or in part, at a premium decreasing annually from 3.938% of the principal amount to zero, plus accrued and unpaid interest. If WML undergoes a Change of Control (as defined in the Indenture), it must offer to repurchase the Notes at a price equal to 101% of the aggregate principal amount thereof, plus accrued and unpaid interest. In addition, the Company may redeem the Notes, in whole but not in part, at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest, in response to any change in or amendment to certain tax laws or tax positions. Further, if a holder or beneficial owner of the Notes fails to meet certain requirements imposed by any Gaming Authority (as defined in the Indenture), WML may require the holder or beneficial owner to dispose of or redeem its Notes.

The Notes are WML’s general unsecured obligations and rank pari passu in right of payment with all of WML’s existing and future senior unsecured indebtedness; will rank senior to all of WML’s future subordinated indebtedness, if any; will be effectively subordinated to all of WML’s future secured indebtedness to the extent of the value of the assets securing such debt; and will be structurally subordinated to all existing and future obligations of WML’s subsidiaries, including WML’s existing credit facilities. The Notes are not registered under the Securities Act of 1933, as amended (the “Securities Act”), and the Notes are subject to restrictions on transferability and resale.

The Indenture contains covenants limiting WML’s (and certain of its subsidiaries’) ability to, among other things: merge or consolidate with another company; transfer or sell all or substantially all of its properties or assets; and lease all or substantially all of its properties or assets. The terms of the Indenture contain customary events of default, including, but not limited to: default for 30 days in the payment when due of interest on the Notes; default in the payment when due of the principal of, or premium, if any, on the Notes; failure to comply with any payment obligations relating to the repurchase by WML of the Notes upon a change of control; failure to comply with certain covenants in the Indenture; certain defaults on certain other indebtedness; failure to pay judgments against WML or certain subsidiaries that, in the aggregate, exceed \$50 million; and certain events of bankruptcy or insolvency. In the case of an event of default arising from certain events of bankruptcy or insolvency, all Notes then outstanding will become due and payable immediately without further action or notice.

Item 2.03. Creation of a Direct Financial Obligation.

The information set forth in Item 1.01 is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On October 16, 2013, WML filed with the HKSE (1) a notice indicating that WML submitted an application to the HKSE for the listing of and permission to deal in the Notes (the “Listing Notice”) and (2) an announcement regarding the closing of the issuance of the Notes (the “Closing Announcement”), as required by HKSE listing rules. The Registrant owns approximately 72.3% of WML’s ordinary shares. The Listing Notice and Closing Announcement are furnished herewith as Exhibits 99.1 and 99.2, respectively. The information contained

in this Item 7.01 and the exhibits attached to this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Notice of Listing on The Stock Exchange of Hong Kong Limited, dated October 16, 2013.
99.2	Closing Announcement of Wynn Macau, Limited, dated October 16, 2013.

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: October 16, 2013

By: /s/ Matt Maddox

Name: Matt Maddox

Title: Chief Financial Officer and Treasurer

EXHIBIT INDEX

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Neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration. No public offer of securities is to be made by the Company in the United States.

**NOTICE OF LISTING ON
THE STOCK EXCHANGE OF HONG KONG LIMITED**



(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1128)

US\$600 MILLION 5.250% SENIOR NOTES DUE 2021
(Stock Code: 5983)

Joint Global Coordinators and Joint Book-Running Managers

J.P. Morgan

Deutsche Bank

Asian Lead Coordinator and Bookrunner
BOCI International

BNP PARIBAS

Joint Bookrunners
BofA Merrill Lynch

DBS Bank Ltd.

ICBC (Macau)

Scotiabank

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the US\$600 million 5.250% senior notes due 2021 (the “Notes”) by way

* *For identification purposes only.*

of debt issue to professional investors only, as described in the offering memorandum dated 10 October 2013. The listing of and permission to deal in the Notes is expected to become effective on or about 17 October 2013.

By Order of the Board
Wynn Macau, Limited
Stephen A. Wynn
Chairman

Hong Kong, 16 October 2013

As at the date of this announcement, the Board comprises Stephen A. Wynn, Ian Michael Coughlan and Linda Chen (as Executive Directors); Allan Zeman and Matthew O. Maddox (as Non-Executive Directors); and Nicholas Sallnow-Smith, Bruce Rockowitz and Jeffrey Kin-fung Lam (as Independent Non-Executive Directors).

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(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1128)

**CLOSING OF ISSUE OF
US\$600 MILLION 5.250% SENIOR NOTES DUE 2021
(Stock Code: 5983)**

Reference is made to Wynn Macau, Limited's (the "**Company**") announcement dated 11 October 2013 in relation to the issuance of US\$600 million 5.250% senior notes due 2021 (the "**Notes**") and the formal notice dated 16 October 2013.

The Board is pleased to announce the closing of the issue of the Notes on 16 October 2013. The Notes will be listed on The Stock Exchange of Hong Kong Limited on 17 October 2013.

PRINCIPAL TERMS OF THE NOTES

Issuer	: the Company
Aggregate principal amount	: US\$600 million
Offering price	: 100% of the principal amount of the Notes
Issue date	: 16 October 2013
Interest rate	: 5.250% per annum payable semi-annually in arrears on 15 April and 15 October of each year. Interest will accrue from 16 October 2013

* For identification purposes only.

Maturity date : 15 October 2021, unless earlier redeemed in accordance with the terms thereof
First interest payment due date : 15 April 2014
Security Codes : Rule 144A: CUSIP: 98313RAA4
ISIN: US98313RAA41
COMMON CODE: 092889076
Regulation S: CUSIP: G98149AA8
ISIN: USG98149AA89
COMMON CODE: 092888894

The Company estimates that the net proceeds from the offering of the Notes will be approximately US\$591.5 million after deducting the discounts and commissions of the initial purchasers of the Notes and estimated offering expenses payable by the Company. The Company intends to use the net proceeds for working capital requirements and general corporate purposes.

By Order of the Board
Wynn Macau, Limited
Stephen A. Wynn
Chairman

Hong Kong, 16 October 2013

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