
**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): February 21, 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 5.07. Submission of Matters to a Vote of Security Holders.

On February 22, 2013, Wynn Resorts, Limited (the “Company”) held a special meeting of stockholders (the “Special Meeting”). The holders of 85.7% of the issued and outstanding shares of the Company’s common stock, and of 99.6% of the shares of the Company’s common stock represented in person or by proxy at the Special Meeting, voted in favor of the proposal to remove Mr. Kazuo Okada as a director of the Company. The proposal to remove Mr. Okada as a director of the Company required an affirmative vote by the holders of two-thirds (2/3) of the outstanding stock of the Company entitled to vote at the Special Meeting. On the afternoon of February 21, 2013, Mr. Okada resigned as a director of the Company.

The table below sets forth the final voting results for each matter voted on at the Special Meeting, as certified by the inspector of elections.

Proposal 1: Removal of Mr. Kazuo Okada as a Director

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions and Broker Non-Votes</u>
86,490,459	211,703	177,149

Proposal 2: Adjournment of the Special Meeting to a later date, if necessary or appropriate to solicit additional proxies in favor of Proposal 1

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions and Broker Non-Votes</u>
82,499,429	4,268,763	111,119

Item 7.01. Regulation FD Disclosure.

On February 21, 2013, the Company issued a press release relating to Mr. Okada’s resignation and the preliminary results of the vote regarding Mr. Okada’s removal. A copy of the press release is furnished herewith as Exhibit 99.1. The information in this Item 7.01 and Exhibit 99.1 attached hereto 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 of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release issued by Wynn Resorts, Limited on February 21, 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: February 22, 2013

By: /s/ Kim Sinatra

Name: Kim Sinatra

Title: General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Wynn Resorts, Limited on February 21, 2013.

Kazuo Okada Resigns from Wynn Resorts Board of Directors

LAS VEGAS, NV, February 21, 2013 — Wynn Resorts, Limited (Nasdaq: WYNN) today announced that Kazuo Okada has resigned from its Board of Directors. As a result, the Wynn Board will be reduced to eight directors, including six independent directors.

The company will hold its Special Meeting as planned tomorrow at which stockholders are voting on a proposal to remove Mr. Okada from the Board of Directors. Preliminary results received to date show that 99.7% of the shares voted have voted for Mr. Okada's removal.

Mr. Okada was deemed unsuitable by the Wynn Resorts Board after a lengthy investigation by former FBI Director Louis J. Freeh uncovered evidence of improper conduct by Mr. Okada and affiliated entities under the Foreign Corrupt Practices Act in connection with their dealings with Philippine officials.

Stephen A. Wynn, Chairman and Chief Executive Officer of Wynn Resorts, said, "We greatly appreciate the overwhelming support from our stockholders for this important action to protect the Company's business and the interests of stockholders. The preliminary vote count clearly illustrates that our stockholders understand that removing an unsuitable person from the Board is vital to the continuing success of the Company as we pursue a growth strategy to expand into new jurisdictions. This is a time of tremendous opportunity for Wynn Resorts, and we are extremely confident in our future prospects."

About Wynn Resorts

Wynn Resorts, Limited is traded on the Nasdaq Global Select Market under the ticker symbol WYNN and is part of the S&P 500 and NASDAQ-100 Indexes.

Our Las Vegas operations (Wynn Las Vegas and Encore) feature two luxury hotel towers with a total of 4,750 spacious hotel rooms, suites and villas, an approximately 186,000 square feet of casino space, 32 food and beverage outlets featuring signature chefs, an on-site 18-hole golf course, meeting space, an Ferrari and Maserati dealership, approximately 94,000 square feet of retail space as well as two showrooms; three nightclubs and a beach club.

Our Macau resort is a resort destination casino located in the Macau Special Administrative Region of the People's Republic of China with two luxury hotel towers (Wynn Macau and Encore) with a total of 1,008 spacious rooms and suites, approximately 265,000 square feet of casino space, casual and fine dining in eight restaurants, approximately 54,600 square feet of retail space, recreation and leisure facilities, including two health clubs and spas, a pool.

Source: Wynn Resorts, Limited

Contact:

Investors:
Wynn Resorts
Samanta Stewart, 702-770-7555
investorrelations@wynnresorts.com

Media:
Sard Verbinnen & Co.
George Sard/Alexandra LaManna
212-687-8080