

**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): March 20, 2014

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))

Item 1.01. Entry into a Material Definitive Agreement.

On March 20, 2014, 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”), issued \$750 million aggregate principal amount of 5.250% Senior Notes due 2021 (the “Additional Notes”). The Additional Notes will be consolidated and form a single series with the \$600 million aggregate principal amount of 5.250% Senior Notes due 2021 issued by WML on October 16, 2013 (the “Original Notes” and together with the Additional Notes, the “Notes”) pursuant to an Indenture, dated as of October 16, 2013, between WML and Deutsche Bank Trust Company Americas, as trustee (the “Indenture”). The Additional Notes will bear the same terms and conditions as the Original Notes, exclusive of the issue date and the purchase price. WML expects to receive net proceeds of approximately \$749 million from the offering of the Additional 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 may 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 March 20, 2014, 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 Additional Notes (the “Listing Notice”) and (2) an announcement regarding the closing of the issuance of the Additional 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 March 20, 2014.
99.2	Closing Announcement of Wynn Macau, Limited, dated March 21, 2014.

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: March 21, 2014

By: /s/ Matt Maddox

Name: Matt Maddox

Title: President and Chief Financial Officer

EXHIBIT INDEX

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99.2	Closing Announcement of Wynn Macau, Limited, dated March 21, 2014.

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NOTICE OF LISTING ON THE STOCK EXCHANGE OF HONG KONG LIMITED



Wynn Macau, Limited
永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1128)

US\$750 MILLION 5.250% SENIOR NOTES DUE 2021
(to be consolidated and form a single series with the US\$600 million 5.250% senior notes
due 2021 issued on 16 October 2013)
(Stock Code: 5983)

Joint Global Coordinators and Joint Book-Running Managers

BofA Merrill Lynch	Deutsche Bank	J.P. Morgan	UBS
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Joint Bookrunners

BOC International	BNP PARIBAS	ICBC (Macau)	Morgan Stanley
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* For identification purposes only.

Application has been made to The Stock Exchange of Hong Kong Limited for the listing of and permission to deal in the US\$750 million 5.250% senior notes due 2021 (the “**Additional Notes**”) by way of debt issue to professional investors only, as described in the offering memorandum dated 13 March 2014. The listing of and permission to deal in the Additional Notes is expected to become effective on or about 21 March 2014.

The Additional Notes will be consolidated and form a single series with the US\$600 million 5.250% senior notes due 2021 issued on 16 October 2013 (the “**Original Notes**”). Details of the Original Notes are set out in the offering memorandum dated 10 October 2013.

The Additional Notes that are sold initially outside the United States of America pursuant to Regulation S under the United States Securities Act of 1933 (the “**Additional Reg. S Notes**”) are subject to lock up outside the United States of America for 40 days (the “**Lock Up Period**”) pursuant to applicable securities laws. As a result, during the Lock-Up Period only, the Additional Reg. S Notes are given temporary security identification numbers that are different from those used for the Original Notes that were sold under Regulation S of the United States Securities Act of 1933 (the “**Original Reg. S Notes**”). At the end of the Lock Up Period, the security identification numbers for the Additional Reg. S Notes will be changed to be same as the Original Reg. S Notes.

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

Hong Kong, 20 March 2014

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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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.



**CLOSING OF ISSUE OF
US\$750 MILLION 5.250% SENIOR NOTES DUE 2021**
(to be consolidated and form a single series with the
US\$600 million 5.250% senior notes due 2021 issued on 16 October 2013)
(Stock Code: 5983)

Reference is made to Wynn Macau, Limited's (the "**Company**") announcements dated 11 October 2013 in relation to the issue of US\$600 million 5.250% senior notes due 2021 (the "**Original Notes**"), the announcement dated 14 March 2014 in relation to the issue of US\$750 million 5.250% senior notes due 2021 (the "**Additional Notes**") and the formal notice dated 20 March 2014.

The Board is pleased to announce the closing of the issue of the Additional Notes on 20 March 2014. The Notes will be listed on The Stock Exchange of Hong Kong Limited on 21 March 2014.

PRINCIPAL TERMS OF THE NOTES

Issuer	: the Company
Aggregate principal amount	: US\$750 million
Offering price	: 100.75% of the principal amount of the Additional Notes, plus accrued interest from and including 16 October 2013
Issue date	: 20 March 2014

* For identification purposes only.

Interest rate : 5.250% per annum payable semi-annually in arrears on 15 April and 15 October of each year, beginning on April 15, 2014

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

Temporary Regulation S: CUSIP: G98149 AB6
ISIN: USG98149AB62
COMMON CODE: 104782019

Regulation S: CUSIP: G98149AA8
ISIN: USG98149AA89
COMMON CODE: 092888894

The Company estimates that the net proceeds from the offering of the Additional Notes will be approximately US\$749 million including the premiums, deducting the commissions of the initial purchasers of the Additional Notes and estimated offering expenses payable by the Company and excluding the receipt of accrued interest. 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, 21 March 2014

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).