

**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): August 11, 2025

WYNN RESORTS, LIMITED

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)
3131 Las Vegas Boulevard South
Las Vegas, Nevada
(Address of principal executive offices)

000-50028
(Commission
File Number)

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

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)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01	WYNN	Nasdaq Global Select Market

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 7.01 Regulation FD Disclosure.

On August 11, 2025, Wynn Macau, Limited (“WML”), an indirect subsidiary of Wynn Resorts, Limited (the “Registrant”) with its ordinary shares of common stock listed on The Stock Exchange of Hong Kong Limited (the “HKSE”), filed with the HKSE an announcement (the “Announcement”) of WML’s proposed private offering of senior notes (the “Offering”) pursuant to Rule 144A and Regulation S under the Securities Act of 1933 (the “Securities Act”). The completion of the Offering is subject to, among other things, market conditions and investor interest. The Registrant owns approximately 72% of WML’s ordinary shares of common stock. The Announcement is furnished herewith as Exhibit 99.1.

The information furnished pursuant to this Item 7.01 (including Exhibit 99.1 hereto) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

This Current Report on Form 8-K contains forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such forward-looking statements are subject to numerous assumptions, risks and uncertainties that could cause actual results to differ materially from those described in such statements. Such forward-looking statements are based on management’s expectations or beliefs as of August 11, 2025. Factors that might cause such differences include, but are not limited to, a variety of economic, competitive, and regulatory factors, many of which are beyond the Registrant’s control and are described in the Registrant’s Annual Report on Form 10-K filed by the Registrant on February 13, 2025 with the Securities and Exchange Commission (the “SEC”) and the other reports the Registrant files from time to time with the SEC. The Registrant undertakes no obligation to revise or publicly release any updates to such statements based on future information or actual results.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Announcement of Wynn Macau, Limited, dated August 11, 2025
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

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.

Dated: August 11, 2025

WYNN RESORTS, LIMITED
By: /s/ Julie Cameron-Doe
Julie Cameron-Doe
Chief Financial Officer

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or solicitation of an offer to acquire, purchase or subscribe for securities or an invitation to enter into an agreement to do any such things, nor is it calculated to invite any offer to acquire, purchase or subscribe for any securities.

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 U.S. Securities Act, or with any securities regulatory authority of any state of the United States or other jurisdiction and may not be offered or sold in the United States, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act, and applicable state or local securities laws. No public offer of securities is to be made in the United States.



Wynn Macau, Limited

永利澳門有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1128 and Debt Stock Codes: 5280, 40102, 40259, 40357, 5754)

INSIDE INFORMATION PROPOSED ISSUANCE OF SENIOR NOTES

This announcement is issued pursuant to Rules 13.09 and 37.47B of the Listing Rules and under Part XIVA of the SFO.

THE PROPOSED NOTES ISSUE

The Company is pleased to announce that it proposes to conduct an offering of the Senior Notes to Professional Investors.

* For identification purposes only.

Completion of the proposed offering of the Senior Notes is subject to market conditions and investor interest. Deutsche Bank AG, Singapore Branch, BofA Securities, Inc., Scotia Capital (USA) Inc., and SMBC Nikko Securities America, Inc. have been appointed as the Joint Global Coordinators and Joint Lead Bookrunners, Abu Dhabi Commercial Bank PJSC, Banco Nacional Ultramarino, S.A., Bank of China Limited, Macau Branch, Bank of Communications Co., Ltd. Macau Branch, BNP PARIBAS, CBRE Capital Advisors, Inc., China CITIC Bank International Limited, China Construction Bank Corporation Macau Branch, DBS Bank Ltd., Industrial and Commercial Bank of China (Macau) Limited, Luso International Banking Limited, Oversea-Chinese Banking Corporation Limited, Tai Fung Bank Limited, and United Overseas Bank Limited, Hong Kong Branch (incorporated in Singapore with limited liability) have been appointed as Joint Bookrunners. Pricing of the Senior Notes will be determined through a book building exercise to be conducted by the Joint Global Coordinators and the Joint Bookrunners. The Senior Notes, if issued, will be repayable at maturity, unless earlier redeemed or repurchased pursuant to their terms.

The aggregate principal amount, terms and conditions of the Senior Notes have not been determined as at the date of this announcement. Upon finalization of the terms of the Senior Notes, it is expected that the Initial Purchasers and the Company will enter into the Purchase Agreement. The Company will make a further announcement in respect of the proposed offering of the Senior Notes if a binding agreement is signed.

The Senior Notes have not been and will not be registered under the Securities Act or the securities law of any other jurisdiction, and may be offered and sold only to qualified institutional buyers in reliance on Rule 144A under the Securities Act, non-U.S. persons (as defined in Regulation S under the Securities Act) outside the United States in reliance on Regulation S under the Securities Act and Professional Investors as defined in Part 1 of Schedule 1 to the SFO (including those prescribed by rules made under Section 397 of the SFO), and in accordance with any other applicable laws. None of the Senior Notes will be offered or sold to the public in Hong Kong and none of the Senior Notes will be placed to any Connected Person of the Company.

REASONS FOR THE PROPOSED ISSUE AND PROPOSED USE OF PROCEEDS

If the Senior Notes are issued, the Company intends to apply the net proceeds from the proposed offering for general corporate purposes, including to repay outstanding indebtedness, such as that under the WM Cayman II Revolver and/or one or more series of the existing notes.

The Board believes that there would be significant benefit to the Company in effecting the proposed issuance and using the net proceeds for the intended purpose as it would extend the maturity profile of the Group's indebtedness.

LISTING

The Company is in the process of applying to the Stock Exchange for the listing of, and permission to deal in the Senior Notes by way of debt issue to Professional Investors only, and has received an eligibility letter from the Stock Exchange for the listing of the Senior Notes. Admission of the Senior Notes to the Stock Exchange and quotation of the Senior Notes on the Stock Exchange are not to be taken as an indication of the merits of the Company or the Senior Notes.

GENERAL

As no binding agreement in relation to the proposed offering of the Senior Notes has been entered into as at the date of this announcement, the proposed offering of the Senior Notes may or may not materialize. Investors and shareholders of the Company are urged to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless otherwise indicated in the context, the following expressions have the meanings set out below:

- “Board” : the Board of Directors of the Company
- “Company” : Wynn Macau, Limited, a company incorporated on 4 September 2009 as an exempted company with limited liability under the laws of the Cayman Islands and an indirect subsidiary of Wynn Resorts, Limited
- “Connected Person” : has the meaning ascribed to it under the Listing Rules
- “Group” : the Company and its subsidiaries, or any of them, and the businesses carried on by such subsidiaries
- “Hong Kong” : the Hong Kong Special Administrative Region of the People’s Republic of China
- “Initial Purchasers” : Deutsche Bank AG, Singapore Branch; BofA Securities, Inc.; Scotia Capital (USA) Inc.; SMBC Nikko Securities America, Inc.; Abu Dhabi Commercial Bank PJSC; Banco Nacional Ultramarino, S.A.; Bank of China Limited, Macau Branch; Bank of Communications Co., Ltd. Macau Branch; BNP PARIBAS; CBRE Capital Advisors, Inc.; China CITIC Bank International Limited; China Construction Bank Corporation Macau Branch; DBS Bank Ltd.; Industrial and Commercial Bank of China (Macau) Limited; Luso International Banking Limited; Oversea-Chinese Banking Corporation Limited; Tai Fung Bank Limited; and United Overseas Bank Limited, Hong Kong Branch (incorporated in Singapore with limited liability)
- “Joint Bookrunners” : Abu Dhabi Commercial Bank PJSC; Banco Nacional Ultramarino, S.A.; Bank of China Limited, Macau Branch; Bank of Communications Co., Ltd. Macau Branch; BNP PARIBAS; CBRE Capital Advisors, Inc.; China CITIC Bank International Limited; China Construction Bank Corporation Macau Branch; DBS Bank Ltd.; Industrial and Commercial Bank of China (Macau) Limited; Luso International Banking Limited; Oversea-Chinese Banking Corporation Limited; Tai Fung Bank Limited; and United Overseas Bank Limited, Hong Kong Branch (incorporated in Singapore with limited liability)

“Joint Global Coordinators and Joint Lead Bookrunners”	: Deutsche Bank AG, Singapore Branch; BofA Securities, Inc.; Scotia Capital (USA) Inc.; and SMBC Nikko Securities America, Inc.
“Listing Rules”	: the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended from time to time
“Macau”	: the Macau Special Administrative Region of the People’s Republic of China
“Professional Investors”	: (1) qualified institutional buyers within the meaning of Rule 144A under the Securities Act, (2) non-U.S. persons outside the United States as defined under Regulation S under the Securities Act, (3) for persons in Hong Kong, professional investors as defined in Chapter 37 of the Listing Rules and/or (4) for persons outside Hong Kong, a person to whom securities may be sold in accordance with a relevant exemption from public offer regulations in that jurisdiction
“Purchase Agreement”	: the agreement proposed to be entered into between the Initial Purchasers and the Company in relation to the issuance of the Senior Notes
“Securities Act”	: the United States Securities Act of 1933, as amended
“Senior Notes”	: a series of new USD-denominated senior notes to be issued by the Company
“SFO”	: the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Stock Exchange”	: The Stock Exchange of Hong Kong Limited
“United States”	: the United States of America
“US\$” or “USD”	: United States dollars, the lawful currency of the United States
“WM Cayman II”	: WM Cayman Holdings Limited II, a company incorporated on 8 September 2009 as an exempted company with limited liability under the laws of the Cayman Islands and a wholly-owned subsidiary of the Company

“WM Cayman II Revolver” : revolving unsecured credit facility to WM Cayman II maturing on 16 September 2028 (or the immediately preceding business day if 16 September 2028 is not a business day), which was increased to US \$2.5 billion (equivalent) in July 2025 through the exercise of an accordion feature under the facility agreement

By Order of the Board
Wynn Macau, Limited
Dr. Allan Zeman
Chairman

Hong Kong, 11 August 2025

As at the date of this announcement, the Board comprises Craig S. Billings and Frederic Jean-Luc Luvisutto (as Executive Directors); Linda Chen (as Executive Director and Vice Chairman); Ellen F. Whittemore and Julie M. Cameron-Doe (as Non-Executive Directors); Allan Zeman (as Independent Non-Executive Director and Chairman); and Lam Kin Fung Jeffrey, Bruce Rockowitz, Nicholas Sallnow-Smith and Leah Dawn Xiaowei Ye (as Independent Non-Executive Directors).

