

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Billings Craig Scott</u> (Last) (First) (Middle) C/O WYNN RESORTS, LIMITED 3131 LAS VEGAS BOULEVARD SOUTH (Street) LAS VEGAS NV 89109 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>WYNN RESORTS LTD [WYNN]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/07/2025	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	01/07/2025		A		31,837 ⁽¹⁾	A	\$0	264,757	D	
Common Stock, par value \$0.01 per share	01/07/2025		F		12,589 ⁽²⁾	D	\$82.45	252,168	D	
Common Stock, par value \$0.01 per share	01/07/2025		A		44,755 ⁽³⁾	A	\$0	296,923	D	
Common Stock, par value \$0.01 per share	01/07/2025		A		29,837 ⁽⁴⁾	A	\$0	326,760	D	
Common Stock, par value \$0.01 per share	01/09/2025		F		5,081 ⁽⁵⁾	D	\$81.17	321,679	D	
Common Stock, par value \$0.01 per share								60,000	I	By Family Trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Share Units	\$0	01/07/2025		A		24,864		01/01/2028	01/01/2028	Common Stock, par value \$0.01	(6)	\$0	24,864	D	

Explanation of Responses:

- Shares of common stock, par value \$0.01 per share, of Wynn Resorts, Limited (the "Company") granted pursuant to the Company's Amended and Restated 2014 Omnibus Incentive Plan (the "Plan"), which shares vested immediately upon grant.
- Shares withheld to satisfy tax withholding obligation upon vesting of immediately vested stock granted on January 7, 2025.
- Restricted shares of common stock, par value \$0.01 per share, of the Company granted pursuant to the Plan. Vesting of the shares is conditioned on continued service through January 7, 2028, with 1/3 of the shares vesting on each of the three consecutive anniversary dates from the date of grant; provided that if the reporting person's employment with the Company is terminated, certain accelerated vesting provisions may apply.
- Restricted shares of common stock, par value \$0.01 per share, of the Company granted pursuant to the Plan. Vesting of the shares is based on achievement of pre-established financial performance goals for the trailing one-, two-, and three-year periods ended December 31, 2025, 2026 and 2027, respectively, and if met, 1/3 of the shares will vest on each of the dates of February 28, 2026, 2027 and 2028; provided that if the reporting person's employment with the Company is terminated, certain accelerated vesting provisions may apply.
- Shares withheld to satisfy tax withholding obligation upon vesting of restricted stock previously granted on January 9, 2024.
- Represents the grant of performance share units ("PSUs") pursuant to the Plan. Each PSU represents the right to receive between 0 and 1.6 shares of Company common stock depending on the performance of the common stock from January 1, 2025 to January 1, 2028 (the "Vesting Date"), with such performance determined as the multiple of the volume-weighted average closing price of Company common stock over the 60 trading days preceding the Vesting Date, as adjusted to include dividends paid during the term of the PSU, to the volume-weighted average closing price of Company common stock over the 60 trading days preceding January 1, 2025.

Remarks:

/s/ Nicholas Pannucci, attorney-in-fact for Craig Scott Billings 01/10/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

**** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.