

WYNN RESORTS LTD  
Form 8-K  
February 26, 2013

**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)

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**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)  
**(702) 770-7555**

**89109**  
(Zip Code)

**(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 21, 2013, counsel for Kazuo Okada delivered to the Secretary of Wynn Resorts, Limited (the Company ) a letter, dated February 21, 2013 (the Resignation Letter ), from Kazuo Okada in which Mr. Okada resigned as a member of the Company 's Board of Directors, effective immediately. Reference is hereby made to the English translation of the Resignation Letter provided by counsel for Kazuo Okada setting forth the reasons stated by Mr. Okada for his resignation, which letter is filed as Exhibit 17.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

17.1 English language translation of Resignation Letter provided by Kazuo Okada, dated 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 26, 2013

By: /s/ MATT MADDUX  
Name: Matt Maddox  
Title: Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

**Exhibit No. Description**

17.1 English language translation of Resignation Letter provided by Kazuo Okada, dated February 21, 2013