

WYNN RESORTS LTD  
Form DEFA14A  
March 28, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**WYNN RESORTS, LIMITED**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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- (2) Aggregate number of securities to which transaction applies:
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
- (4) Proposed maximum aggregate value of transaction:
  
- (5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:

On March 27, 2013, Wynn Resorts, Limited filed the attached Current Report on Form 8-K.

**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 27, 2013**

**WYNN RESORTS, LIMITED**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(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 March 27, 2013, Marc D. Schorr, the Chief Operating Officer of Wynn Resorts, Limited (the Company), notified the Company of his intention to retire effective June 1, 2013. The Company has entered into a Resignation and Release with Mr. Schorr, dated March 27, 2013 (the Agreement), which as of June 1, 2013 terminates the Employment Agreement, dated as of March 4, 2008, as amended, between the Company and Mr. Schorr, except for those provisions that specifically survive termination, and terminates the Aircraft Time Sharing Agreement, dated as of November 26, 2002, as amended, between the Company and Mr. Schorr. Pursuant to the Agreement, in addition to resigning from his position as Chief Operating Officer of the Company on June 1, 2013, Mr. Schorr will resign all other positions held with the Company or its subsidiaries or affiliates, including his position as a director of Wynn Macau, Limited, by June 1, 2013.

The Agreement includes customary waiver and release, non-competition, non-solicitation, confidentiality and non-disparagement provisions, subject to certain exceptions with respect to a family member's business. From June 1, 2013 to June 1, 2018, Mr. Schorr agrees to cooperate and make himself reasonably available to the Company to consult and assist on matters in which he was involved prior to his resignation. In consideration of the terms set forth in the Agreement, the Agreement provides for benefits consisting of: (1) all unpaid salary through June 1, 2013; (2) compensation for all accrued vacation through June 1, 2013; and (3) health care benefits coverage for Mr. Schorr and his dependents which shall be paid for by the Company until the earlier of June 1, 2018 or Mr. Schorr's death. In addition, 200,000 unvested shares granted to Mr. Schorr under a Restricted Stock Agreement, and associated accrued cash dividends, shall vest and be payable as of May 31, 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: March 27, 2013

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

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