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WYNN RESORTS LTD

Form 8-K

September 02, 2004

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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 28, 2004

WYNN RESORTS, LIMITED
(Exact Name of Registrant as Specified in its Charter)

NEVADA	000-50028	46-0484987
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

3131 LAS VEGAS BOULEVARD SOUTH	
LAS VEGAS, NEVADA	89109
(Address of Principal Executive Offices)	(Zip Code)

(702) 770-7555
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))
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Item 1.01 Entry into a Material Definitive Agreement.

Between August 28, 2004 and September 1, 2004, Wynn Resorts, Limited ("Wynn Resorts") and Wynn Resorts International, Ltd., a subsidiary of Wynn Resorts, entered into agreements with the third parties named in Item 9.01 owning 17.5% of the indirect economic interests in Wynn Resorts (Macau), S.A. pursuant to which those interests will be exchanged for a total of 1,333,333 shares of Wynn Resorts' common stock. Mr. Wong Chi Seng, one of the third parties and the current Executive Director of Wynn Resorts (Macau), S.A., will continue to serve as Executive Director, and own a 10% voting interest in Wynn Resorts (Macau), S.A. Mr. Wong's interest will provide nominal preferential annual dividends and capital distributions of up to one Macau pataca (US\$0.12). Upon the closing of the transactions, Wynn Resorts will indirectly own all other economic interests in Wynn Resorts (Macau), S.A. The third parties received registration rights obligating Wynn Resorts to file a shelf registration statement with respect to the shares received. The closing is subject to customary conditions and to the effectiveness of the registration statement.

Item 3.02 Unregistered Sales of Equity Securities.

Reference is made to Item 1.01. The sales will be made in private placements pursuant to Section 4(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

Exhibit Number -----	Description -----
*4.1	Registration Rights Agreement, dated as of August 28, 2004, by and between Wynn Resorts, Limited and S.H.W. & Co. Limited
*4.2	Registration Rights Agreement, dated as of September 1, 2004, by and between Wynn Resorts, Limited and Classic Wave Limited
*4.3	Registration Rights Agreement, dated as of September 1, 2004, by and between Wynn Resorts, Limited and L'Arc de Triomphe Limited
*4.4	Registration Rights Agreement, dated as of September 1, 2004, by and between Wynn Resorts, Limited and SKKG Limited
*10.1	Exchange Agreement, dated as of August 28, 2004, by and among Wynn Resorts, Limited, Wynn Resorts International, Ltd., Wong Chi Seng and S.H.W. & Co. Limited

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- *10.2 Exchange Agreement, dated as of September 1, 2004, by and among Wynn Resorts, Limited, Wynn Resorts International, Ltd., Kwan Yan Ming and Classic Wave Limited
- *10.3 Exchange Agreement, dated as of September 1, 2004, by and among Wynn Resorts, Limited, Wynn Resorts International, Ltd., Kwan Yan Ming and L'Arc de Triomphe Limited
- *10.4 Exchange Agreement, dated as of September 1, 2004, by and among Wynn Resorts, Limited, Wynn Resorts International, Ltd., Wong Chi Seng and SKKG Limited

*Previously filed with the Registration Statement on Form S-3 filed by the Registrant on September 1, 2004 (File No. 333-118741)

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.

Date: September 2, 2004

Wynn Resorts, Limited

By: /s/ John Strzemp

John Strzemp
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

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Triomphe Limited

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