

WYNN RESORTS LTD
Form DFAN14A
May 02, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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 under §240.14a-12

Wynn Resorts, Limited

(Name of Registrant as Specified In Its Charter)

Elaine P. Wynn

(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:

(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:

In response to inquiries from the press on May 2, 2018, Elaine P. Wynn issued the following statement:

“I am frankly astounded by the Company’s statement. I did communicate with the Company. I sent a letter more than a week ago requesting information to which I am clearly entitled based on Nevada case law. My outside counsel followed up twice, and my proxy solicitor called twice as well. The Company denied all of these lawful requests. I therefore had no choice but to sue.”

“I fail to see how rushing to an annual meeting is in the best interests of shareholders. The Company first publicly announced the meeting date when it filed its proxy statement on April 18. This left the shortest solicitation period in recent years—28 days (compared to 41 and 42 days in the last three years). By inhibiting my ability to communicate directly with beneficial owners of Company shares, the delay in sending me the shareholder lists has given the Board an unfair advantage in this very short solicitation period when every day counts.”

“The Company has stated that it will provide me with the shareholder lists I seek as ‘a sign of [its] good faith.’ Acting in good faith would have been to provide the lists last week, as I requested. Instead, just hours after learning the litigation had been filed, the Company suddenly discovered the law and then admonished me for failing to communicate.”

“In my view, the delay in sending me the shareholder lists has disadvantaged all shareholders, as the Company continues to pursue policies that seem to advance the interests of an entrenched board over shareholders. This behavior is not emblematic of a ‘New Wynn.’ Instead, it shows that very little has changed at Wynn Resorts.”

Important Additional Information

Elaine P. Wynn is a participant in the solicitation of proxies from the shareholders of Wynn Resorts, Limited (the “**Company**”) in connection with the Company’s 2018 annual meeting of shareholders (the “**Annual Meeting**”). On April 27, 2018, Ms. Wynn filed a definitive proxy statement (the “**Definitive Proxy Statement**”) and form of **BLUE** proxy card with the U.S. Securities and Exchange Commission (the “**SEC**”) in connection with such solicitation of proxies from the Company’s shareholders. A description of Ms. Wynn’s direct or indirect interests, by security holdings or otherwise, is contained in the Definitive Proxy Statement. **MS. WYNN STRONGLY ENCOURAGES THE COMPANY’S SHAREHOLDERS TO READ THE DEFINITIVE PROXY STATEMENT, ACCOMPANYING BLUE PROXY CARD AND OTHER PROXY MATERIALS BECAUSE THEY CONTAIN IMPORTANT INFORMATION.** The Definitive Proxy Statement was first sent to the shareholders of the Company on or about April 30, 2018 and is accompanied by a **BLUE** proxy card. Shareholders may obtain the Definitive Proxy Statement and any other relevant documents at no charge from the SEC’s website at www.sec.gov or by contacting Ms. Wynn’s proxy solicitor MacKenzie Partners, Inc. at wynn@mackenziepartners.com or by calling toll-free (800) 322-2885 or collect

(212) 929-5500.

*If you have any questions, require assistance in voting your **BLUE** proxy card, or need additional copies of Ms. Wynn's proxy materials, please contact MacKenzie Partners, Inc. at the phone numbers listed below.*

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