

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:

Wynn Resorts Co-Founder and Largest Shareholder Elaine P. Wynn Files Investor Presentation

Continues to Urge Shareholders to WITHHOLD Votes from

Legacy Director Nominee John J. Hagenbuch

LAS VEGAS – May 2, 2018 – Elaine P. Wynn, co-founder and the largest shareholder of Wynn Resorts, Limited (NASDAQ: WYNN) (“Wynn Resorts,” “Wynn,” the “Company”), today filed an investor presentation in connection with her **WITHHOLD** the vote campaign against Wynn legacy director candidate John J. Hagenbuch, who is up for re-election at Wynn’s annual meeting of shareholders scheduled for Wednesday, May 16, 2018, in Las Vegas, Nevada.

A copy of the presentation can be found here:

https://www.sec.gov/Archives/edgar/data/1174922/000121390018005380/dfan14a050218a_wynnresort.htm

In the presentation, Ms. Wynn outlines:

Her arguments for why shareholders should vote **WITHHOLD** with respect to the re-election of Mr. Hagenbuch, which focuses on multiple, independent reasons to vote **WITHHOLD** as to Mr. Hagenbuch:

- o His role as a longtime member of the Compensation Committee;

- o His role on the Special Committee responsible for overseeing the investigation into allegations of sexual harassment by his close friend, Stephen A. Wynn, the Company’s former Chairman and CEO;

- o Potential conflicts of interest that, in Ms. Wynn’s view, could cause longstanding legacy directors like Mr. Hagenbuch to make short-sighted decisions at the expense of long-term shareholder value; and

- o As a referendum on all of the longstanding legacy directors, whom she believes personify the Company’s serious governance deficiencies.

The ramifications of the Wynn board’s failure to address the allegations involving Mr. Wynn, which have negatively impacted the Company’s brand and reputation and triggered regulatory scrutiny.

How the potential conflicts of interest of longstanding legacy directors could affect decisions with respect to Wynn's most significant domestic opportunity and key strategic asset – Wynn Boston Harbor – and in turn, destroy shareholder value.

The Company's poor governance practices, such as having a classified board, and recent statements by CEO Matt Maddox that he will be joining the board this summer, which, if true, would mean he would not be subject to a shareholder vote until 2019 at the earliest (and possibly as late as 2021).

Additionally, Ms. Wynn re-emphasized the purpose of her efforts: "My focus is on enhancing the Company's long-term value, eliminating the risk of longtime legacy directors making short-sighted decisions, restoring the Company's reputation and transforming it from a corporate governance laggard into a corporate governance leader."

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.*

**1407 Broadway, 27th Floor
New York, New York 10018
Call Collect: (212) 929-5500
or
Toll-Free: (800) 322-2885
Email: wynn@mackenziepartners.com**