

WYNN RESORTS LTD  
Form DEFA14A  
March 27, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of**

**the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- |                                     |   |                          |  |
|-------------------------------------|---|--------------------------|--|
| <input type="checkbox"/>            | Preliminary Proxy Statement                                   | <input type="checkbox"/> | <b>Confidential, for Use of the Commission</b> |
| <input type="checkbox"/>            | Definitive Proxy Statement                                    | <input type="checkbox"/> | <b>Only (as permitted by Rule 14a-6(e)(2))</b> |
| <input checked="" type="checkbox"/> | Definitive Additional Materials                               |                          |  |
| <input type="checkbox"/>            | Soliciting Material Pursuant to §240.14a-11(c) or §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:

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on 05/06/08.**

*This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.*

The following materials are available for view:

**Notice and Proxy Statement and Annual Report**

To view this material, have the 12-digit Control # (s) available and visit: [www.proxyvote.com](http://www.proxyvote.com)

**If you want to receive a paper or e-mail copy of the above listed documents you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below on or before 04/23/08.**

To request material: **Internet:** [www.proxyvote.com](http://www.proxyvote.com) **Telephone:** 1-800-579-1639 **\*\*Email:** [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)  
\*\*If requesting material by e-mail please send a blank e-mail with the **12 Digit Control# (located on the following page)** in the subject line. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

**WYNN RESORTS LIMITED**

**Vote In Person**

Should you choose to vote these shares in person at the meeting you must request a legal proxy . To request a legal proxy please follow the instructions at [www.proxyvote.com](http://www.proxyvote.com) or request a paper copy of the material. Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance.

**Vote By Internet**

To vote *now* by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Please refer to the proposals and follow the instructions.

Meeting Type: Annual  
Meeting Date: 05/06/08  
Meeting Time: 11:00 A.M.  
For holders as of: 03/14/08

Meeting Location: Spamalot Theater at Wynn Las  
Vegas Resort  
3131 Las Vegas Boulevard South  
Las Vegas, NV

**Voting items**

**The Board of Directors recommends a vote FOR each of Proposals 1 through 3.**

1. Election of Directors

**Nominees:**

- 01) Kazuo Okada
- 02) Robert J. Miller
- 03) Allan Zeman

- 2. To approve the material terms of the performance goals in the Wynn Resorts, Limited 2002 Stock Incentive Plan under Section 162(m) of the Internal Revenue Code.
- 3. The Audit Committee's appointment of Ernst & Young, LLP as the independent auditors for the Company and all of its subsidiaries.
- 4. To consider and transact such other business as may properly come before the Annual Meeting or any adjournment thereof.

**Voting Instructions**