

WYNN RESORTS LTD  
Form 8-K  
March 24, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **March 18, 2005**

**Wynn Resorts, Limited**

(Exact Name of Registrant as Specified in its Charter)

**Nevada**  
(State or Other Jurisdiction  
of Incorporation)

**000-50028**  
(Commission  
File Number)

**46-0484987**  
(IRS Employer  
Identification No.)

**3131 Las Vegas Boulevard South**  
**Las Vegas, Nevada**  
(Address of Principal Executive Offices)

**89109**  
(Zip Code)

**(702) 770-7555**

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(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 obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- .. 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**

On March 18, 2005, the Compensation Committee of the Board of Directors of the Registrant approved performance criteria for the payment of bonuses for the fiscal year 2005 to participants in the Registrant's Performance Based Incentive Plan for Executive Officers (the Incentive Plan). The Incentive Plan is an annual bonus plan designed to provide certain senior executive officers with incentive compensation based upon the achievement of pre-established performance goals. The performance bonus criteria for fiscal year 2005 are described in Exhibit 10.1 hereto, which is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(c) Exhibits:

| <u>Exhibit<br/>Number</u> | <u>Description</u>   |
|---------------------------|--|
| 10.1                      | Description of Performance Based Incentive Plan Bonus Criteria for Fiscal Year 2005. |

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**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: March 24, 2005

Wynn Resorts, Limited

By: /s/ John Strzemp  
John Strzemp  
Chief Financial Officer