December 6, 2019

VIA E-MAIL (shareholderproposals@sec.gov)
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

RE: Stockholder Proposal of John Chevedden on behalf of James McRitchie and Myra K. Young

Ladies and Gentlemen:

In a letter dated November 12, 2019 (the "No-Action Request"), we requested that the staff of the Division of Corporation Finance concur that Wynn Resorts, Limited (the "Company") could properly exclude from its proxy materials for its 2020 Annual Shareowners Meeting a shareholder proposal (the "Proposal") received from the submitted by John Chevedden on behalf of James McRitchie and Myra K. Young (the "Proponents").

Attached hereto as Exhibit A is an email, dated November 28, 2019 with attached letter (the "Proponents' Withdrawal Notice"), from John Chevedden on behalf of the Proponents to the Company withdrawing the Proposal. In reliance on the Proponents' Withdrawal Notice, we hereby withdraw the No-Action Request.

If you have any questions or need any additional information with regard to the enclosed or the foregoing, please contact me at (702) 770-2113.

Sincerely,

Ellen F. Whittemore
Executive Vice President, General Counsel & Secretary

CC: John Chevedden on behalf of James McRitchie and Myra K. Young

*** FISMA & OMB Memorandum M-07-16
Ladies and Gentlemen:
Please see the attached letter.
Sincerely,
John Chevedden
November 28, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

# 1 Rule 14a-8 Proposal
Wynn Resorts, Limited (WYNN)
Simple Majority Vote
James McRitchie

Ladies and Gentlemen:

This is in regard to the November 12, 2019 no-action request on a most narrow technicality.

This is to withdraw the proposal.

This is also a request to the company to allow a reinstatement of this proposal for the 2020 proxy in the spirit of shareholder engagement on a most worthy and widely supported rule 14a-8 proposal topic.

Sincerely,

[Signature]
John Chevedden

cc: James McRitchie

Ellen F. Whittemore <ellen.whittemore@wynnresorts.com>
November 28, 2019

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

# 1 Rule 14a-8 Proposal
Wynn Resorts, Limited (WYNN)
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Sincerely,

John Chevedden

cc: James McRitchie

Ellen F. Whittemore <ellen.whittemore@wynnresorts.com>
November 12, 2019

VIA E-MAIL (shareholderproposals@sec.gov)
Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

RE: Stockholder Proposal of John Chevedden on behalf of James McRitchie and Myra K. Young

Ladies and Gentlemen:

This letter is to inform you that Wynn Resorts, Limited (the "Company") intends to omit from its proxy statement and form of proxy for its 2020 Annual Meeting of Shareholders (collectively, the "2020 Proxy Materials") a shareholder proposal (the "Proposal") and statements in support thereof submitted by John Chevedden on behalf of James McRitchie and Myra K. Young (the "Proponents"). A copy of the Proposal and related correspondence from Mr. Chevedden on behalf of the Proponents are attached to this letter as Exhibit A.

In accordance with Section C of Staff Legal Bulletin No. 14D (Nov. 7, 2008) ("SLB 14D"), we are emailing this letter and its attachments to the Staff of the Division of Corporation Finance (the "Staff") of the U.S. Securities and Exchange Commission (the "Commission") at shareholderproposals@sec.gov. In accordance with Rule 14a-8(j), we are simultaneously sending a copy of this letter and its attachments to the Proponents as notice of the Company's intent to omit the Proposal from the 2020 Proxy Materials. Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the Staff. Accordingly, we are taking this opportunity to remind the Proponents that if the Proponents elect to submit any correspondence to the Commission or the Staff with respect to the Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company.

***FISMA & OMB Memorandum M-07-16
BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2020 Proxy Materials pursuant to Rule 14a-8(b) and Rule 14a-8(f)(1) because the Proponents failed to provide the requisite proof of continuous stock ownership on a timely basis in response to the Company’s proper request for that information.

BACKGROUND

On October 14, 2019, Mr. Chevedden, on behalf of the Proponents, submitted the Proposal to the Company via e-mail, which the Company received the same day. See Exhibit A. Mr. Chevedden’s submission of the Proposal included authorization from the Proponents indicating that all communications regarding the Proposal should be sent to Mr. Chevedden. See Exhibit A. The Proposal was not accompanied by any proof of the Proponents’ ownership of Company securities. See Exhibit A. In addition, the Company reviewed its stock records, which did not indicate that the Proponents were the record owners of any shares of Company securities.

In a letter dated October 18, 2019, within 14 calendar days of the date when the Company received the Proposal, the Company notified Mr. Chevedden, on behalf of the Proponents, of the Proposal’s procedural deficiencies as required by Rule 14a-8(f) (the “Deficiency Notice”). In the Deficiency Notice, attached hereto as Exhibit B, the Company clearly informed Mr. Chevedden of the requirements of Rule 14a-8 and how he could cure the procedural deficiencies. Specifically, the Deficiency Notice stated:

- the ownership requirements of Rule 14a-8(b);
- the type of statement or documentation necessary to demonstrate beneficial ownership under Rule 14a-8(b); and
- that any response to the Deficiency Notice had to be postmarked or transmitted electronically no later than 14 calendar days from the date Mr. Chevedden received the Deficiency Notice.

The Deficiency Notice also included a copy of Rule 14a-8 and of Staff Legal Bulletin No. 14F (Oct. 18, 2011) (“SLB 14F”). See Exhibit A.

As requested by the Proponents in the cover letter accompanying the Proposal (see Exhibit A), the Deficiency Notice was delivered to Mr. Chevedden electronically on October 18, 2019 at the email address provided by Mr. Chevedden. See Exhibit B (including a copy of this email and an excerpt from the Company email server log regarding delivery of the email).

On November 5, 2019, 18 days after Mr. Chevedden received the timely Deficiency Notice from the Company, the Company received a response to the Deficiency Notice
containing proof of the Proponents’ ownership via e-mail that was sent on the same day. See Exhibit C.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(b) and Rule 14a-8(f)(1) Because the Proposal Failed to Establish the Requisite Eligibility to Submit the Proposal.

The Company may exclude the Proposal under Rule 14a-8(f)(1) because Mr. Chevedden and the Proponents failed to substantiate the Proponents’ eligibility to submit the Proposal under Rule 14a-8(b). Rule 14a-8(b)(1) provides, in part, that “[i]n order to be eligible to submit a proposal, [a shareholder] must have continuously held at least $2,000 in market value, or 1%, of the company’s securities entitled to be voted on the proposal at the meeting for at least one year by the date [the shareholder] submit[s] the proposal.” Staff Legal Bulletin No. 14 (July 13, 2001) (“SLB 14”) specifies that when the shareholder is not the registered holder, the shareholder “is responsible for proving his or her eligibility to submit a proposal to the company,” which the shareholder may do by one of the two ways provided in Rule 14a-8(b)(2). See Section C.1.c, SLB 14.

Rule 14a-8(f) provides that a company may exclude a shareholder proposal if the proponent fails to provide evidence of eligibility under Rule 14a-8, including the beneficial ownership requirements of Rule 14a-8(b), provided that the company timely notifies the proponent of the deficiency and the proponent fails to correct the deficiency within the required 14-day time period. The Staff consistently has concurred in the exclusion of proposals when proponents have failed, following a timely and proper request by a company, to furnish evidence of eligibility to submit the shareholder proposal in a timely manner to properly satisfy Rule 14a-8(b). See FedEx Corporation (avail. June 5, 2019) (concurring with the exclusion of a proposal because the proponent had failed to supply proof of ownership within 14 days of the company’s request where the proponent supplied proof of ownership 15 days after receiving the timely deficiency notice); Time Warner Inc. (avail. Mar. 13, 2018) (concurring with the exclusion of a proposal because the proponent had failed to supply proof of ownership within 14 days of the company’s request where the proponent supplied proof of ownership 18 days after receiving the timely deficiency notice); ITC Holdings Corp. (avail. Feb. 9, 2016) (concurring with the exclusion of a proposal because the proponent failed to supply, in response to the company’s deficiency notice, sufficient proof that the proponent satisfied the minimum ownership requirement as required by Rule 14a-8(b) where the proponent supplied proof of ownership 35 days after receiving the timely deficiency notice); Mondelēz International, Inc. (avail. Feb. 27, 2015) (concurring with the exclusion of a proposal because the proponent failed to supply, in response to the company’s deficiency notice, sufficient proof that the proponent satisfied the minimum ownership requirement as required by Rule 14a-8(b) where the proponent supplied proof of ownership 16 days after receiving the timely deficiency notice); EMC Corporation (avail. Feb. 26, 2010) (concurring with the exclusion of a co-proponent of a
Office of Chief Counsel  
Division of Corporation Finance  
November 12, 2019  
Page 4

proposal because the co-proponent failed to supply, in response to the company's deficiency notice, sufficient proof that the proponent satisfied the minimum ownership requirement as required by Rule 14a-8(b) where the co-proponent supplied proof of ownership 15 days after receiving the timely deficiency notice).

The Company satisfied its obligation under Rule 14a-8 by sending to Mr. Chevedden, on behalf of the Proponents, the Deficiency Notice in a timely manner. The Deficiency Notice specifically set forth the information and instructions and attached a copy of both Rule 14a-8 and SLB 14F. See Exhibit B. However, neither Mr. Chevedden nor the Proponents provided, within the required 14-day time period after he received the Company's timely Deficiency Notice, the proof of ownership required by Rule 14a-8(b)(2), and as described in the Deficiency Notice and in SLB 14F. See Exhibit C.

As with the proposals cited above, the Proponents failed to substantiate their eligibility to submit the Proposal within the required 14-day time period after they received the Company's timely Deficiency Notice, as required under Rule 14a-8. Accordingly, we ask that the Staff concur that the Company may exclude the Proposal under Rule 14a-8(b) and Rule 14a-8(f)(1).

CONCLUSION

Based on the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2020 Proxy Materials.

Should the Staff disagree with the conclusions set forth in this letter, or should any additional information be desired in support of the Company's position, we would appreciate the opportunity to confer with the Staff concerning these matters prior to the issuance of the Staff's response. Please do not hesitate to contact the undersigned at (702) 770-7000.

Sincerely,

[Signature]

Ellen F. Whittemore  
Executive Vice President, General Counsel & Secretary

CC: John Chevedden on behalf of James McRitchie and Myra K. Young
Dear Ms. Whittemore,
Please see the attached rule 14a-8 proposal to improve corporate governance and enhance long-term shareholder value at de minimis up-front cost – especially considering the substantial market capitalization of the company.
Sincerely,
John Chevedden
Wynn Resorts, Limited  
Attention: Ms. Ellen F. Whittemore, ESQ  
Executive Vice President, General Counsel and Secretary  
3131 Las Vegas Boulevard South  
Las Vegas, Nevada 89109  
Via email: ellen.whittemore@wynnresorts.com

Dear Corporate Secretary,

We are pleased to be shareholders in Wynn Resorts, Limited (WYNN) and appreciate changes made since the recent scandal. However, we believe NCR has unrealized potential that can be unlocked through low or no cost corporate governance reform.

We are submitting a shareholder proposal to request the Board adopt a *simple majority standard* for a vote at the next annual shareholder meeting. We realize some progress was made this year, but supermajority provisions remain and prevent a number of other needed changes. The attached proposal meets all Rule 14a-8 requirements, including the continuous ownership of the required stock value for over a year and we pledge to continue to hold the required amount of stock until after the date of the next shareholder meeting. Our submitted format, with the shareholder-supplied emphasis, is intended to be used for definitive proxy publication.

This letter confirms that we are delegating John Chevedden to act as our agent regarding this Rule 14a-8 proposal, including its submission, negotiations and/or modification, and presentation at the forthcoming shareholder meeting. Please direct all future communications regarding our rule 14a-8 proposal to John Chevedden*** to facilitate prompt communication. Please identify James McRitchie and Myra Young as the proponents of the proposal exclusively.

Your consideration and the consideration of the Board of Directors is appreciated in responding to this proposal. Please acknowledge receipt of my proposal promptly by email to ***

Sincerely,

James McRitchie  
October 14, 2019

Myra K. Young  
October 14, 2019
Proposal [4*] – Simple Majority Vote

RESOLVED, Wynn Resorts Ltd (WYNN) shareholders request that our board take each step necessary so that each voting requirement in our charter, bylaws and governing documents that calls for a greater than simple majority of votes cast be eliminated, and replaced by a requirement for a majority of the votes cast for and against applicable proposals, or a simple majority in compliance with applicable laws. This simple majority standard of votes cast for and against would apply to all matters unless shareholders have approved higher thresholds, or applicable laws or stock exchange regulations dictate otherwise. It is important that our company take each step necessary to adopt this proposal topic. It is also important that our company take each step necessary to avoid a failed vote on this proposal topic.

Supporting Statement: Shareowners are willing to pay a premium for shares of companies that have excellent corporate governance. Supermajority voting requirements have been found to be one of six entrenching mechanisms that are negatively related to company performance according to “What Matters in Corporate Governance” by Lucien Bebchuk, Alma Cohen and Allen Ferrell of the Harvard Law School (https://papers.ssrn.com/sol3/papers.cfm?abstract_id=593423).

Supermajority requirements are used to block initiatives supported by most shareowners but opposed by a status quo management. The majority of S&P 500 and S&P 1500 companies have no supermajority voting requirements.

Last proxy season, according to data obtained through ProxyInsight, shareholder proposals on this topic won over:
- 90% of the vote at Legg Mason, Axon Enterprise, L Brands, Skyworks Solutions, Leidos Holdings.
- 70% of the vote at Netflix, New York Community Bancorp, Xerox, OGE Energy, Dean Foods, Sonoco Products.
- 50% of the vote at PetMed Express, Eldorado Resorts, Genomic Health, Alarm.com Holdings, Flowers Foods, FirstEnergy, Norfolk Southern, Intuitive Surgical

Vanguard generally supports proposals to remove supermajority requirements and opposes proposals to impose them. T. Rowe Price, generally votes for proposals to adopt simple majority requirements for all items that require shareholder approval. Fidelity generally votes against supermajority requirements. BlackRock supports the reduction or the elimination of supermajority voting requirements to the extent that they determine shareholders’ ability to protect their economic interests is improved.

Wynn Resorts may have avoided recent sex-scandals if it had better governance. Consider that Wynn still has a classified board, limiting annual accountability. Wynn does not use a majority vote standard to elect directors, does not allow shareholders to act by written consent, hold special meetings or allow for shareholder access to the proxy for the purpose of nominating a small proportion of the board. In order to make needed changes, we first need to eliminate supermajority provisions that allow a minority of shares to overrule the majority.

Please vote to enhance shareholder value:

Simple Majority Vote – Proposal [4*]

[This line and any below are not for publication]
Number 4* to be assigned by WYNN
James McRitchie and Myra K. Young, *** sponsored this proposal.

Notes:
This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including (emphasis added):

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

• the company objects to factual assertions because they are not supported;
• the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
• the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
• the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

We believe that it is appropriate under rule 14a-8 for companies to address these objections in their statements of opposition.

See also: Sun Microsystems, Inc. (July 21, 2005).

The stock supporting this proposal will be held until after the annual meeting and the proposal will be presented at the annual meeting. Please acknowledge this proposal promptly by email ***
October 18, 2019

VIA E-MAIL ***
Mr. James McRitchie and Ms. Myra K. Young
c/o John Cheveddon
***

RE: Notice of Deficiency

Dear Mr. Cheveddon:

I am writing on behalf of Wynn Resorts, Limited (the “Company”) to acknowledge receipt of the shareholder proposal (the "Proposal") you submitted on behalf of James McRitchie and Myra K. Young (the "Proponents") to the Company pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the Company’s proxy materials for the 2020 Annual Meeting of Stockholders (the "Annual Meeting").

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Pursuant to Rule 14a-8 under the Securities Exchange Act of 1934, as amended, in order to be eligible to submit a proposal for the Annual Meeting, a proponent must have continuously held at least $2,000 in market value of the Company’s common stock for at least one year preceding and including the date that the proposal was submitted. For your reference, a copy of Rule 14a-8 is attached to this letter as Exhibit A.

Our records indicate that the Proponents are not a registered holder of the Company’s common stock. In addition, to date we have not received adequate proof that the Proponents have satisfied Rule 14a-8’s ownership requirements as of the date that the Proposal was submitted to the Company. Please provide a written statement from the record holder of the Proponents’ shares (usually a bank or broker) and a participant in the Depository Trust Company (DTC) verifying that, at the time you submitted the Proposal, which was October 14, 2019, the Proponents had beneficially held the requisite number of shares of the Company's common stock continuously for at least one year preceding and including October 14, 2019.
In order to determine if the bank or broker holding the Proponents' shares is a DTC participant, you can check the DTC's participant list, which is currently available on the Internet at http://www.dtcc.com/downloads/membership/directories/dtc/alpha.pdf. If the bank or broker holding the Proponents' shares is not an DTC participant, you also will need to obtain proof of ownership from the DTC participant through which the shares are held. You should be able to find out who this DTC participant is by asking the Proponents' broker or bank. If the DTC participant knows the Proponents' broker or bank's holdings, but does not know the Proponents' holdings, you can satisfy Rule 14a-8 by obtaining and submitting two proof of ownership statements verifying that, at the time the Proposal was submitted, the required amount of shares were continuously held for at least one year- one from the Proponents' broker or bank confirming your ownership, and the other from the DTC participant confirming the broker or bank's ownership. For additional information regarding the acceptable methods of proving the Proponents' ownership of the minimum number of shares of the Company's common stock, please see Rule 14a-8(b)(2) in Exhibit A.

The SEC rules require that the documentation be postmarked or transmitted electronically to us no later than 14 calendar days from the date you receive this letter. Once we receive this documentation, we will be in a position to determine whether the Proposal is eligible for inclusion in the proxy materials for the Annual Meeting. The Company reserves the right to seek relief from the SEC as appropriate.

Sincerely,

Ellen F. Whittemore
Executive Vice President, General Counsel & Secretary
§240.14a-8 Shareholder proposals.

This section addresses when a company must include a shareholder's proposal in its proxy statement and identify the proposal in its form of proxy when the company holds an annual or special meeting of shareholders. In summary, in order to have your shareholder proposal included on a company's proxy card, and included along with any supporting statement in its proxy statement, you must be eligible and follow certain procedures. Under a few specific circumstances, the company is permitted to exclude your proposal, but only after submitting its reasons to the Commission. We structured this section in a question-and-answer format so that it is easier to understand. The references to "you" are to a shareholder seeking to submit the proposal.

(a) Question 1: What is a proposal? A shareholder proposal is your recommendation or requirement that the company and/or its board of directors take action, which you intend to present at a meeting of the company's shareholders. Your proposal should state as clearly as possible the course of action that you believe the company should follow. If your proposal is placed on the company's proxy card, the company must also provide in the form of proxy means for shareholders to specify by boxes a choice between approval or disapproval, or abstention. Unless otherwise indicated, the word "proposal" as used in this section refers both to your proposal, and to your corresponding statement in support of your proposal (if any).

(b) Question 2: Who is eligible to submit a proposal, and how do I demonstrate to the company that I am eligible? (1) In order to be eligible to submit a proposal, you must have continuously held at least $2,000 in market value, or 1%, of the company's securities entitled to be voted on the proposal at the meeting for at least one year by the date you submit the proposal. You must continue to hold those securities through the date of the meeting.

(2) If you are the registered holder of your securities, which means that your name appears in the company's records as a shareholder, the company can verify your eligibility on its own, although you will still have to provide the company with a written statement that you intend to continue to hold the securities through the date of the meeting of shareholders. However, if like many shareholders you are not a registered holder, the company likely does not know that you are a shareholder, or how many shares you own. In this case, at the time you submit your proposal, you must prove your eligibility to the company in one of two ways:

(i) The first way is to submit to the company a written statement from the "record" holder of your securities (usually a broker or bank) verifying that, at the time you submitted your proposal, you continuously held the securities for at least one year. You must also include your own written statement that you intend to continue to hold the securities through the date of the meeting of shareholders; or

(ii) The second way to prove ownership applies only if you have filed a Schedule 13D (§240.13d-101), Schedule 13G (§240.13d-102), Form 3 (§249.103 of this chapter), Form 4 (§249.104 of this chapter) and/or Form 5 (§249.105 of this chapter), or amendments to those documents or updated forms, reflecting your ownership of the shares as of or before the date on which the one-year eligibility period begins. If you have filed one of these documents with the SEC, you may demonstrate your eligibility by submitting to the company:
(A) A copy of the schedule and/or form, and any subsequent amendments reporting a change in your ownership level;

(B) Your written statement that you continuously held the required number of shares for the one-year period as of the date of the statement; and

(C) Your written statement that you intend to continue ownership of the shares through the date of the company's annual or special meeting.

(c) Question 3: How many proposals may I submit? Each shareholder may submit no more than one proposal to a company for a particular shareholders' meeting.

(d) Question 4: How long can my proposal be? The proposal, including any accompanying supporting statement, may not exceed 500 words.

(e) Question 5: What is the deadline for submitting a proposal? (1) If you are submitting your proposal for the company's annual meeting, you can in most cases find the deadline in last year's proxy statement. However, if the company did not hold an annual meeting last year, or has changed the date of its meeting for this year more than 30 days from last year's meeting, you can usually find the deadline in one of the company's quarterly reports on Form 10-Q (§249.308a of this chapter), or in shareholder reports of investment companies under §270.30cd-1 of this chapter of the Investment Company Act of 1940. In order to avoid controversy, shareholders should submit their proposals by means, including electronic means, that permit them to prove the date of delivery.

(2) The deadline is calculated in the following manner if the proposal is submitted for a regularly scheduled annual meeting. The proposal must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting. However, if the company did not hold an annual meeting the previous year, or if the date of this year's annual meeting has been changed by more than 30 days from the date of the previous year's meeting, then the deadline is a reasonable time before the company begins to print and send its proxy materials.

(3) If you are submitting your proposal for a meeting of shareholders other than a regularly scheduled annual meeting, the deadline is a reasonable time before the company begins to print and send its proxy materials.

(f) Question 6: What if I fail to follow one of the eligibility or procedural requirements explained in answers to Questions 1 through 4 of this section? (1) The company may exclude your proposal, but only after it has notified you of the problem, and you have failed adequately to correct it. Within 14 calendar days of receiving your proposal, the company must notify you in writing of any procedural or eligibility deficiencies, as well as of the time frame for your response. Your response must be postmarked, or transmitted electronically, no later than 14 days from the date you received the company's notification. A company need not provide you such notice of a deficiency if the deficiency cannot be remedied, such as if you fail to submit a proposal by the company's properly determined deadline. If the company intends to exclude the proposal, it will later have to make a submission under §240.14a-8 and provide you with a copy under Question 10 below, §240.14a-8(i).
(2) If you fail in your promise to hold the required number of securities through the date of the meeting of shareholders, then the company will be permitted to exclude all of your proposals from its proxy materials for any meeting held in the following two calendar years.

(g) Question 7: Who has the burden of persuading the Commission or its staff that my proposal can be excluded? Except as otherwise noted, the burden is on the company to demonstrate that it is entitled to exclude a proposal.

(h) Question 8: Must I appear personally at the shareholders' meeting to present the proposal? (1) Either you, or your representative who is qualified under state law to present the proposal on your behalf, must attend the meeting to present the proposal. Whether you attend the meeting yourself or send a qualified representative to the meeting in your place, you should make sure that you, or your representative, follow the proper state law procedures for attending the meeting and/or presenting your proposal.

(2) If the company holds its shareholder meeting in whole or in part via electronic media, and the company permits you or your representative to present your proposal via such media, then you may appear through electronic media rather than traveling to the meeting to appear in person.

(3) If you or your qualified representative fail to appear and present the proposal, without good cause, the company will be permitted to exclude all of your proposals from its proxy materials for any meetings held in the following two calendar years.

(i) Question 9: If I have complied with the procedural requirements, on what other bases may a company rely to exclude my proposal? (1) Improper under state law: If the proposal is not a proper subject for action by shareholders under the laws of the jurisdiction of the company's organization;

NOTE TO PARAGRAPH (i)(1): Depending on the subject matter, some proposals are not considered proper under state law if they would be binding on the company if approved by shareholders. In our experience, most proposals that are cast as recommendations or requests that the board of directors take specified action are proper under state law. Accordingly, we will assume that a proposal drafted as a recommendation or suggestion is proper unless the company demonstrates otherwise.

(2) Violation of law: If the proposal would, if implemented, cause the company to violate any state, federal, or foreign law to which it is subject;

NOTE TO PARAGRAPH (i)(2): We will not apply this basis for exclusion to permit exclusion of a proposal on grounds that it would violate foreign law if compliance with the foreign law would result in a violation of any state or federal law.

(3) Violation of proxy rules: If the proposal or supporting statement is contrary to any of the Commission's proxy rules, including §240.14a-9, which prohibits materially false or misleading statements in proxy soliciting materials;

(4) Personal grievance; special interest: If the proposal relates to the redress of a personal claim or grievance against the company or any other person, or if it is designed to result in a benefit to you, or to further a personal interest, which is not shared by the other shareholders at large;

(5) Relevance: If the proposal relates to operations which account for less than 5 percent of the company's total assets at the end of its most recent fiscal year, and for less
than 5 percent of its net earnings and gross sales for its most recent fiscal year, and is not otherwise significantly related to the company's business;

(6) Absence of power/authority: If the company would lack the power or authority to implement the proposal;

(7) Management functions: If the proposal deals with a matter relating to the company's ordinary business operations;

(8) Director elections: If the proposal:

(i) Would disqualify a nominee who is standing for election;

(ii) Would remove a director from office before his or her term expired;

(iii) Questions the competence, business judgment, or character of one or more nominees or directors;

(iv) Seeks to include a specific individual in the company's proxy materials for election to the board of directors; or

(v) Otherwise could affect the outcome of the upcoming election of directors.

(9) Conflicts with company's proposal: If the proposal directly conflicts with one of the company's own proposals to be submitted to shareholders at the same meeting;

NOTE TO PARAGRAPH (i)(9): A company's submission to the Commission under this section should specify the points of conflict with the company's proposal.

(10) Substantially implemented: If the company has already substantially implemented the proposal;

NOTE TO PARAGRAPH (i)(10): A company may exclude a shareholder proposal that would provide an advisory vote or seek future advisory votes to approve the compensation of executives as disclosed pursuant to item 402 of Regulation S-K (§229.402 of this chapter) or any successor to item 402 (a "say-on-pay vote") or that relates to the frequency of say-on-pay votes, provided that in the most recent shareholder vote required by §240.14a-21(b) of this chapter a single year (i.e., one, two, or three years) received approval of a majority of votes cast on the matter and the company has adopted a policy on the frequency of say-on-pay votes that is consistent with the choice of the majority of votes cast in the most recent shareholder vote required by §240.14a-21(b) of this chapter.

(11) Duplication: If the proposal substantially duplicates another proposal previously submitted to the company by another proponent that will be included in the company's proxy materials for the same meeting;

(12) Resubmissions: If the proposal deals with substantially the same subject matter as another proposal or proposals that has or have been previously included in the company's proxy materials within the preceding 5 calendar years, a company may exclude it from its proxy materials for any meeting held within 3 calendar years of the last time it was included if the proposal received:

(i) Less than 3% of the vote if proposed once within the preceding 5 calendar years;
(ii) Less than 6% of the vote on its last submission to shareholders if proposed twice previously within the preceding 5 calendar years; or

(iii) Less than 10% of the vote on its last submission to shareholders if proposed three times or more previously within the preceding 5 calendar years; and

(13) Specific amount of dividends: If the proposal relates to specific amounts of cash or stock dividends.

(j) Question 10: What procedures must the company follow if it intends to exclude my proposal? (1) If the company intends to exclude a proposal from its proxy materials, it must file its reasons with the Commission no later than 80 calendar days before it files its definitive proxy statement and form of proxy with the Commission. The company must simultaneously provide you with a copy of its submission. The Commission staff may permit the company to make its submission later than 80 days before the company files its definitive proxy statement and form of proxy, if the company demonstrates good cause for missing the deadline.

(2) The company must file six paper copies of the following:

(i) The proposal;

(ii) An explanation of why the company believes that it may exclude the proposal, which should, if possible, refer to the most recent applicable authority, such as prior Division letters issued under the rule; and

(iii) A supporting opinion of counsel when such reasons are based on matters of state or foreign law.

(k) Question 11: May I submit my own statement to the Commission responding to the company’s arguments?

Yes, you may submit a response, but it is not required. You should try to submit any response to us, with a copy to the company, as soon as possible after the company makes its submission. This way, the Commission staff will have time to consider fully your submission before it issues its response. You should submit six paper copies of your response.

(l) Question 12: If the company includes my shareholder proposal in its proxy materials, what information about me must it include along with the proposal itself?

(1) The company’s proxy statement must include your name and address, as well as the number of the company’s voting securities that you hold. However, instead of providing that information, the company may instead include a statement that it will provide the information to shareholders promptly upon receiving an oral or written request.

(2) The company is not responsible for the contents of your proposal or supporting statement.
(m) **Question 13:** What can I do if the company includes in its proxy statement reasons why it believes shareholders should not vote in favor of my proposal, and I disagree with some of its statements?

(1) The company may elect to include in its proxy statement reasons why it believes shareholders should vote against your proposal. The company is allowed to make arguments reflecting its own point of view, just as you may express your own point of view in your proposal’s supporting statement.

(2) However, if you believe that the company’s opposition to your proposal contains materially false or misleading statements that may violate our anti-fraud rule, §240.14a-9, you should promptly send to the Commission staff and the company a letter explaining the reasons for your view, along with a copy of the company’s statements opposing your proposal. To the extent possible, your letter should include specific factual information demonstrating the inaccuracy of the company’s claims. Time permitting, you may wish to try to work out your differences with the company by yourself before contacting the Commission staff.

(3) We require the company to send you a copy of its statements opposing your proposal before it sends its proxy materials, so that you may bring to our attention any materially false or misleading statements, under the following timeframes:

(i) If our no-action response requires that you make revisions to your proposal or supporting statement as a condition to requiring the company to include it in its proxy materials, then the company must provide you with a copy of its opposition statements no later than 5 calendar days after the company receives a copy of your revised proposal; or

(ii) In all other cases, the company must provide you with a copy of its opposition statements no later than 30 calendar days before its files definitive copies of its proxy statement and form of proxy under §240.14a-6.

Excerpt from Company E-mail Server Log Regarding Delivery of Deficiency Notice

2019-10-18T15:03:43.585062-07:00 m0042250 sendmail[5475]: x9IM0vjZ031874: to=***
  , delay=0.00, xdelay=0.00, mailer=esmtpl, tls_verify=OK,
  pri=6287699, relay=mx7.***
  [207.69.189.230], dsn=2.0.0, stat=Sent (11iAlu3mu3PGoUe0 Message accepted for delivery)
Dear Ms. Soares,
Please see the attached letter.
Sincerely,
John Chevedden
11/04/2019

James McRitchie & Myra K Young
***

Re: Your TD Ameritrade Account Ending in ***

Dear James McRitchie & Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, James McRitchie and Myra Young held and had held continuously for at least 13 months, at least 20 common shares of Wynn Resorts Ltd (WYNN) in an account ending in *** at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Private Client Services at 800-400-4078. We're available 24 hours a day, seven days a week.

Sincerely,

Jennifer Hickman

Jennifer Hickman
Resource Specialist
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trades executions.

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