

CHEMBIO DIAGNOSTICS, INC.
Form 4
February 20, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Esfandiari Javan

2. Issuer Name and Ticker or Trading Symbol
CHEMBIO DIAGNOSTICS, INC.
[cemi]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3661 HORSEBLOCK ROAD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2008

____ Director
 Officer (give title below) _____ Other (specify below)
SVP, Research & Development

MEDFORD, NY 11763

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Sec (Instr. 3 and 4)
---------------------------------	---------------------------	--------------------------------------	-----------------------------------	---------------------	--	--	--

Edgar Filing: CHEMBIO DIAGNOSTICS, INC. - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)		Disposed of (D)		Date Exercisable	Expiration Date	Title	A
			Code	V	(A)	(D)				
Option to purchase common stock	\$ 0.6	02/15/2008	D			100,000	04/23/2007	04/23/2012	Common Stock	1
Option to purchase common stock	\$ 0.6	02/15/2008	D			100,000	03/15/2008	04/23/2012	Common Stock	1
Option to purchase common stock	\$ 0.6	02/15/2008	D			100,000	03/05/2009	04/23/2012	Common Stock	1
Option to purchase common stock	\$ 0.62	02/15/2008	D			18,750	03/24/2006	03/24/2011	Common Stock	
Option to purchase common stock	\$ 0.62	02/15/2008	D			18,750	01/01/2007	03/24/2011	Common Stock	
Option to purchase common stock	\$ 0.75	02/15/2008	D			30,000	04/17/2006	03/31/2008	Common Stock	2
Option to purchase common stock	\$ 0.75	02/15/2008	D			5,000	04/16/2006	12/31/2008	Common Stock	
Option to purchase common stock	\$ 0.75	02/15/2008	D			25,000	04/17/2006	05/17/2010	Common Stock	2
Option to purchase common stock	\$ 0.75	02/15/2008	D			25,000	01/01/2007	05/17/2010	Common Stock	2
Option to purchase common stock	\$ 0.75	02/15/2008	D			30,000	05/05/2004	05/04/2011	Common Stock	2

Edgar Filing: CHEMBIO DIAGNOSTICS, INC. - Form 4

Option to purchase common stock	\$ 0.75	02/15/2008	D	5,000	04/17/2006	05/04/2011	Common Stock
Option to purchase common stock	\$ 0.75	02/15/2008	D	25,000	05/28/2007	05/28/2011	Common Stock
Option to purchase common stock	\$ 0.75	02/15/2008	D	25,000	05/28/2006	05/28/2011	Common Stock
Option to purchase common stock	\$ 0.75	02/15/2008	D	25,000	04/17/2006	05/28/2011	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	100,000	02/15/2008	04/23/2012	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	100,000	03/05/2008	04/23/2012	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	100,000	03/05/2009	04/23/2012	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	18,750	02/15/2008	03/24/2011	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	18,750	02/15/2008	03/24/2011	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	30,000	02/15/2008	03/31/2008	Common Stock
Option to purchase common stock	\$ 0.048	02/15/2008	A	5,000	02/15/2008	12/31/2008	Common Stock
	\$ 0.48	02/15/2008	A	25,000	02/15/2008	05/17/2010	

Option to purchase common stock							Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	25,000	02/15/2008	05/17/2010	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	30,000	02/15/2008	05/04/2011	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	5,000	02/15/2008	05/04/2011	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	25,000	02/15/2008	05/28/2011	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	25,000	02/15/2008	05/28/2011	Common Stock
Option to purchase common stock	\$ 0.48	02/15/2008	A	25,000	02/15/2008	05/28/2011	Common Stock
Option to purchase common stock	\$ 0.22	02/15/2008	A	60,000	02/15/2008	02/15/2013	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Esfandiari Javan 3661 HORSEBLOCK ROAD MEDFORD, NY 11763			SVP, Research & Development	

Signatures

Javan Esfandiari 02/20/2008

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person agreed to cancellation of an option granted to him in exchange for a new option having a lower price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. tional proxies in favor of the Removal Proposal. In that event, you will be asked to vote only upon the Adjournment Proposal at that session of the Special Meeting, and the Removal Proposal would be voted upon at an adjourned session of the Special Meeting. The Special Meeting may be postponed or adjourned on multiple occasions.

The Executive Committee believes that if the number of shares of Company Common Stock present or represented at the Special Meeting and voting in favor of the Removal Proposal is insufficient to approve the Removal Proposal, it may be in the best interests of the Company and its stockholders to continue to seek to obtain a sufficient number of additional votes to approve the Removal Proposal.

The Executive Committee recommends that stockholders vote FOR the Adjournment Proposal.

VOTING AND PROXY PROCEDURES

Only stockholders of record at the close of business on the Record Date will be entitled to notice of, and to attend and to vote at, the Special Meeting and any postponement or adjournment thereof. Stockholders of record on the Record Date who sell shares before the Record Date (or stockholders who acquired shares without voting

Table of Contents

rights after the Record Date) may not vote such shares. Stockholders of record on the Record Date will retain their voting rights in connection with the Special Meeting and any postponement or adjournment thereof even if they sell such shares after the Record Date.

Under the NRS and the Bylaws, stockholders holding at least a majority of the shares, represented in person or by proxy (regardless of whether the proxy has authority to vote on the Removal Proposal and/or the Adjournment Proposal), are necessary to constitute a quorum for the transaction of business at the Special Meeting and any postponement or adjournment thereof. Shares that are present, or represented by a proxy, at the Special Meeting and any postponement or adjournment thereof will be counted for quorum purposes regardless of whether the holder of the shares or proxy fails to vote on any particular matter, or abstains on any matter. The NRS and the Bylaws provide that approval of the Removal Proposal requires the affirmative vote of the holders of not less than two-thirds (2/3) of the voting power of the issued and outstanding shares of the Company entitled to vote generally in the election of directors. If a quorum is present, the Adjournment Proposal will be approved if the number of votes cast in favor of the Adjournment Proposal exceeds the number of votes cast in opposition. Abstentions, as well as shares not in attendance at the Special Meeting and not voted by proxy, will have the same effect as a vote against the Removal Proposal, but will have no effect on whether the Adjournment Proposal is approved.

If you hold your shares of Company Common Stock in the name of a bank, broker or other nominee and you do not provide voting instructions to the bank, broker or other nominee, your shares will not be voted on the Removal Proposal or the Adjournment Proposal. This is called a broker non-vote. Broker non-votes, which will not be considered present or represented at the Special Meeting, will not be counted for purposes of determining whether there is a quorum at the Special Meeting, and will have the same effect as a vote against the Removal Proposal, but will have no effect on whether the Adjournment Proposal is approved.

Proxies

If you hold your shares in your own name, you may submit your proxy and vote your shares by using one of the following methods:

- Ø signing and returning the enclosed proxy card by mail in the postage-paid envelope provided, so that it is received before the Special Meeting;
- Ø submitting your proxy or voting instructions by telephone toll-free in the United States or Canada at (800) 776-9437 or outside the United States or Canada at (718) 921-8500, and following the instructions included with the enclosed proxy card by 11:59 p.m., Eastern Time, on [], 2013;
- Ø submitting your proxy or voting instructions by Internet at www.voteproxy.com and following the instructions included with the enclosed proxy card by 11:59 p.m., Eastern Time, on [], 2013; or
- Ø attending the Special Meeting and voting in person. If you hold your shares in the name of a bank, broker or other nominee, please follow the voting instructions provided by your bank, broker or other nominee to ensure that your shares are represented at the Special Meeting. If you have not received such voting instructions or require further information regarding such voting instructions, please contact your bank, broker or other nominee, who can give you further direction. Your bank, broker or other nominee may not vote your shares with respect to the Removal Proposal or the Adjournment Proposal without your instructions.

If you need additional information or assistance voting your shares, please contact our proxy solicitor, D.F. King & Co., Inc. (D.F. King), at (800) 549-6697.

Shares represented by duly executed and unrevoked proxies will be voted at the Special Meeting and any postponement or adjournment thereof in accordance with the specifications made therein. **If no such specification is made, shares represented by duly executed and unrevoked proxies will be voted FOR the Removal Proposal and FOR the Adjournment Proposal.**

Table of Contents

Stockholders of record as of the Record Date will be admitted to the Special Meeting and any postponement or adjournment thereof upon presentation of identification. Please note that if your shares are held in the name of a bank, broker, or other nominee, and you wish to vote in person at the Special Meeting, you must bring to the Special Meeting a statement or letter from your bank, broker or other nominee showing your ownership of shares as of the Record Date and a proxy from the record holder of the shares authorizing you to vote at the Special Meeting (such statement/letter and proxy are required in addition to your personal identification).

Revocation of Proxies

You can change your vote or revoke your proxy at any time before your proxy is voted at the Special Meeting by taking any of the following actions:

- Ø you can send a signed notice of revocation;

- Ø you can grant a new, valid proxy bearing a later date; or

- Ø if you are a holder of record, you can attend the Special Meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone will not revoke any proxy that you have previously given. If your shares are held in the name of a bank, broker or other nominee, and you wish to change your vote by voting in person at the Special Meeting, you must bring to the Special Meeting a statement or letter from your bank, broker or other nominee showing your ownership of shares as of the Record Date and a proxy from the record holder of the shares authorizing you to vote at the Special Meeting.

If you choose either of the first two methods listed in the paragraph above, you must submit your notice of revocation or your new proxy to the Secretary of the Company no later than the beginning of the Special Meeting. If you have voted your shares by telephone or through the Internet, you may revoke your prior telephone or Internet vote by recording a different vote using the telephone or Internet, or by signing and returning a proxy card dated as of a date that is later than your last telephone or Internet vote. If your shares are held in street name by your bank, broker or other nominee, you should contact your bank, broker or other nominee to change your vote.

SOLICITATION OF PROXIES

This solicitation of proxies is being made by the Company and the cost of this solicitation is being borne by the Company.

The Company has retained D.F. King, a professional proxy solicitation firm, to assist in the solicitation of proxies for the Special Meeting. The Company has agreed to pay D.F. King a fee of approximately \$25,000, plus reimbursement of reasonable out-of-pocket expenses. D.F. King's employees and the Company's directors, officers and employees may solicit the return of proxies by personal contact, mail, e-mail, telephone or the Internet. D.F. King expects that approximately 35 of its employees will assist in the solicitation. Proxies may be solicited by mail, advertisement, telephone, facsimile or in person. Solicitations may be made by persons employed by or affiliated with D.F. King. However, no person will receive additional compensation for such solicitation other than as described above.

The Company may also issue press releases asking for your vote or post letters or notices to you on its website, <http://www.wynnresorts.com>. The Company's directors, officers and employees may also solicit proxies by personal interview, mail, e-mail, telephone, facsimile or other means of communication. These persons will not be paid additional remuneration for their efforts.

Banks, brokers and other nominees will be requested to forward the proxy materials to the beneficial owners of the shares for which they hold of record and the Company will reimburse them for their reasonable out-of-pocket expenses.

Table of Contents

If you have any questions about how to vote or direct a vote in respect of your shares, you may contact the Company's proxy solicitor at:

D.F. King & Co., Inc.

48 Wall Street, 22nd Floor

New York, New York 10005

Banks and Brokers call collect: (212) 269-5550

All others call toll-free: (800) 549-6697

E-mail: wynn@dfking.com

Table of Contents**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information regarding the shares of Company Common Stock beneficially owned, as of December 13, 2012 (unless otherwise indicated), by: (i) each director; (ii) each stockholder who is known by the Company to beneficially own in excess of 5% of the outstanding shares of Company Common Stock based on information reported on Schedule 13D or 13G filed with the SEC; (iii) each of the Company's named executive officers; and (iv) all executive officers and directors as a group. There were 100,823,736 shares outstanding as of December 13, 2012.

Name and Address of Beneficial Owner(2)	Beneficial Ownership Of Shares(1)	
	Number	Percentage
Stephen A. Wynn(3)(7)	10,026,708	9.9%
Elaine P. Wynn(3)(7)	9,742,150	9.7%
Waddell & Reed Financial, Inc.(4) 6300 Lamar Avenue Overland Park, KS 66202	18,066,873	17.9%
Marsico Capital Management, LLC(5) 1200 17 th Street, Suite 1600 Denver, Colorado 80202	8,476,973	8.4%
Ray R. Irani(6)	20,720	*
Kazuo Okada(7)	0	0.0%
Robert J. Miller(8)	23,220	*
Alvin V. Shoemaker(9)	33,220	*
J. Edward (Ted) Virtue	10,000	*
D. Boone Wayson(10)	93,220	*
Jay Hagenbuch(11)	10,250	*
Linda Chen(12)	265,000	*
Marc D. Schorr(13)	270,000	*
Matt Maddox(14)	86,355	*
Kim Sinatra(15)	65,887	*
All Directors and Executive Officers as a Group (13 persons)(16)	20,646,730	20.5%

* Less than one percent

- (1) This table is based upon information supplied by officers, directors, principal stockholders and the Company's transfer agent, and contained in Schedules 13D and 13G filed with the SEC. Unless otherwise indicated in the footnotes to this table and subject to community property laws, where applicable, the Company believes each of the stockholders named in this table has sole voting and investment power with respect to the shares indicated as beneficially owned. Executives and directors have voting power over shares of Restricted Stock, but cannot transfer such shares unless and until they vest.
- (2) Unless otherwise indicated, the address of each of the named parties in this table is: c/o Wynn Resorts, Limited, 3131 Las Vegas Boulevard South, Las Vegas, Nevada 89109.
- (3) Does not include shares that may be deemed to be beneficially owned by virtue of the Amended and Restated Stockholders Agreement, dated as of January 6, 2010 (the "Stockholders Agreement"), to which Mr. Wynn and Elaine P. Wynn are parties and pursuant to which have shared voting and dispositive power with respect to shares subject thereto. Each disclaims beneficial ownership of shares held by the other. Ms. Wynn has filed a cross-claim in the pending litigation between the Company and Aruze USA, Inc., seeking to void the Stockholders Agreement.
- (4) Waddell & Reed Financial, Inc. ("Waddell") has beneficial ownership of these shares as of December 31, 2011. The information provided is based upon a Schedule 13G/A filed on February 14, 2012 by Waddell indicating that Waddell has sole voting and dispositive power as to 18,066,873 shares; Waddell & Reed Financial Services, Inc., a subsidiary of Waddell, has sole voting and dispositive power

Table of Contents

- as to 4,518,938 shares; Waddell & Reed, Inc., a subsidiary of Waddell & Reed Financial Services, Inc., has sole voting and dispositive power as to 4,518,938 shares; Waddell & Reed Investment Management Company, a subsidiary of Waddell & Reed, Inc., has sole voting and dispositive power as to 4,518,938 shares; and Ivy Investment Management Company, a subsidiary of Waddell, has sole voting and dispositive power as to 13,547,935 shares. The number of common shares beneficially owned by Waddell may have changed since the filing of the Schedule 13G/A.
- (5) Marsico Capital Management LLC (Marsico) has beneficial ownership of these shares as of December 31, 2011. Marsico has sole dispositive power as to 8,476,973 shares and sole voting power as to 4,320,237 shares. The information provided is based upon a Schedule 13G/A filed on February 14, 2012 by Marsico. The number of common shares beneficially owned by Marsico may have changed since the filing of the Schedule 13G/A.
 - (6) Includes: (i) 15,720 shares subject to immediately exercisable options to purchase the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan; and (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan.
 - (7) As described above, on February 18, 2012, the Company redeemed the 24,549,222 shares then held by Aruze USA, Inc. (the Aruze Shares). As a result of the share redemption, the shares previously held by Aruze USA, Inc. are no longer issued and outstanding and neither Mr. Wynn nor Ms. Wynn has or shares the power to vote or dispose of the Aruze Shares formerly held by Aruze USA, Inc. Further, by virtue of that redemption, neither Mr. Wynn nor Ms. Wynn remains a member of any group with Aruze USA, Inc. nor is either of Mr. Wynn or Ms. Wynn otherwise a beneficial owner of the former Aruze Shares.
 - (8) Includes: (i) 5,720 shares subject to immediately exercisable options to purchase the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan; and (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan.
 - (9) Includes: (i) 25,720 shares subject to immediately exercisable options to purchase the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan; and (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan.
 - (10) Includes: (i) 15,720 shares subject to an immediately exercisable option to purchase the Company's common stock granted pursuant to the Company's 2002 Stock Incentive Plan; and (ii) 2,500 unvested shares of restricted stock of the Company's common stock granted pursuant to the Company's 2002 Stock Plan.
 - (11) Includes 250 shares of the Company's common stock held by Mr. Hagenbuch's wife.
 - (12) Includes: (i) 100,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Incentive Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016.
 - (13) Includes: 250,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Incentive Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016.
 - (14) Includes: (i) 50,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Purchase Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016.
 - (15) Includes: 25,000 shares of restricted stock granted pursuant to the Company's 2002 Stock Plan and subject to a Restricted Stock Agreement which provides such grant will vest on December 5, 2016.
 - (16) Includes 82,880 shares subject to immediately exercisable stock options.

Table of Contents

OTHER MATTERS AND ADDITIONAL INFORMATION

Stockholder Proposals

The Company expects to hold its 2013 Annual Meeting during the first week of May 2013. Accordingly, the Company will consider any proposal received on or before December 4, 2012 to have been timely received for purposes of Rule 14a-8 under the Securities Exchange Act of 1934. Any such proposal must have been submitted in writing to the Company at its offices at 3131 Las Vegas Boulevard South, Las Vegas, Nevada 89109, and must have complied with the other requirements of Rule 14a-8 of the Securities Exchange Act of 1934.

In addition, the Bylaws provide notice procedures for stockholders to nominate a person as a director and to propose business to be considered by stockholders at a meeting. Notice of a nomination or proposal must be delivered to us not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting, or, if the date of the annual meeting is more than 30 days before or more than 70 days after such anniversary date, notice must be delivered to us not earlier than the close of business on the 120th day prior to such annual meeting date and not later than the close of business on the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. Accordingly, for the Company's 2013 Annual Meeting, notice of a nomination or proposal must be delivered to us no later than February 6, 2013 and no earlier than January 7, 2013. Nominations and proposals also must satisfy other requirements set forth in the Bylaws. If a stockholder fails to comply with the foregoing notice provision or with certain additional procedural requirements under SEC rules, the Company will have authority to vote shares under proxies it solicits when and if the nomination or proposal is raised at the 2013 Annual Meeting and, to the extent permitted by law, on any other business that may properly come before the 2013 Annual Meeting and any adjournments or postponements. The Chairman of the Board may refuse to acknowledge the introduction of any stockholder proposal not made in compliance with the foregoing procedures.

Householding

The bank, broker or other nominee for any stockholder who is a beneficial owner, but not the record holder, of the Company's shares may deliver only one copy of the proxy statement to multiple stockholders who share the same address, unless that broker, bank or other nominee has received contrary instructions from one or more of the stockholders. The Company will deliver promptly, upon written or oral request, a separate copy of the proxy statement to a stockholder at a shared address to which a single copy of the document was delivered. Stockholders who wish to receive a separate copy of the proxy statement now, or a separate copy of the Notice of Internet Availability or proxy statement and annual report in the future, should submit their request to the Company by telephone at (702) 770-7555 or by submitting a written request to Investor Relations, Wynn Resorts, Limited, 3131 Las Vegas Boulevard South, Las Vegas, Nevada 89109. Beneficial owners sharing an address who are receiving multiple copies of the proxy statement and wish to receive a single copy of the Notice of Internet Availability or proxy statement and annual report in the future will need to contact their broker, bank or other nominee to request that only a single copy be mailed to all stockholders at the shared address in the future.

Other Matters

Under the Bylaws, no business shall be acted upon at a special meeting of stockholders except as set forth in the notice of the special meeting.

Table of Contents

PRELIMINARY COPY

WYNN RESORTS, LIMITED

Proxy For Special Meeting Of Stockholders

To Be Held On [], 2013

This Proxy is Solicited on Behalf of the Executive Committee of the Board of Directors

The undersigned stockholder of Wynn Resorts, Limited, a Nevada corporation (the Company), hereby appoints Stephen A. Wynn, Kim Sinatra and Kevin Tourek, and each of them, as proxies for the undersigned, each with full power of substitution, to attend the Special Meeting of Stockholders of the Company to be held on [], 2013 at [], local time, at [] and at any adjournment(s) or postponement(s) thereof, to cast on behalf of the undersigned all votes that the undersigned is entitled to cast at such Special Meeting and otherwise to represent the undersigned at the Special Meeting, with the same effect as if the undersigned were present. The undersigned instructs such proxies or their substitutes to act on the following matters as specified by the undersigned. The undersigned hereby acknowledges receipt of the Notice of Special Meeting of Stockholders and the accompanying Proxy Statement and revokes any proxy previously given with respect to such shares.

THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST IN ACCORDANCE WITH THE SPECIFICATIONS MADE. IF THIS PROXY IS EXECUTED BUT NO SPECIFICATION IS MADE, THE VOTES ENTITLED TO BE CAST BY THE UNDERSIGNED WILL BE CAST FOR THE REMOVAL PROPOSAL AND FOR THE ADJOURNMENT PROPOSAL.

(Continued and to be signed on reverse side)

FOLD AND DETACH HERE

Table of Contents

WYNN RESORTS, LIMITED

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY IN ONE OF THREE WAYS:

1. **Vote by Telephone** Please call toll-free in the United States or Canada at (800) 776-9437, on a touch-tone telephone. If outside the United States or Canada, call (718) 921-8500. Please follow the simple instructions by 11:59 p.m., Eastern Time, on [], 2013.

OR

2. **Vote by Internet** Please access www.voteproxy.com and follow the simple instructions by 11:59 p.m., Eastern Time, on [], 2013.

CONTROL NUMBER: _____

You may vote by telephone or Internet 24 hours a day, 7 days a week. Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

3. **Vote by Mail** Please sign, date and return the proxy card in the envelope provided, or mail to American Stock Transfer & Trust Company, LLC, 6201 15th Avenue, Brooklyn, New York 11219, Attn: Shareholder Relations, so that it is received before the Special Meeting.

TO VOTE BY MAIL PLEASE DETACH PROXY CARD HERE, AND SIGN, DATE

AND RETURN IN THE ENVELOPE PROVIDED

THE EXECUTIVE COMMITTEE RECOMMENDS A VOTE FOR THE FOLLOWING PROPOSAL:

1. To remove Mr. Kazuo Okada as a director of the Company.

FOR AGAINST ABSTAIN

THE EXECUTIVE COMMITTEE RECOMMENDS A VOTE FOR THE FOLLOWING PROPOSAL:

2. To adjourn the Special Meeting to a later date, if necessary or appropriate in the view of the Board or the Executive Committee of the Board, to solicit additional proxies in favor of the Removal Proposal if there are insufficient proxies at the time of such adjournment to approve the Removal Proposal.

FOR AGAINST ABSTAIN

CHECK HERE IF YOU PLAN TO ATTEND THE SPECIAL MEETING

Sign, date and return the proxy card promptly using the enclosed envelope.

Signature _____
Dated _____, 2013

Signature if held jointly

Please sign exactly as your name appears hereon and date. If the shares are held jointly, each holder should sign. When signing as an attorney, executor, administrator, trustee, guardian or as an officer, signing for a corporation or other entity, please give full title under signature.