

WYNN RESORTS LTD
Form 10-Q
November 12, 2013
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2013

OR

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission File No. 000-50028

WYNN RESORTS, LIMITED

(Exact name of registrant as specified in its charter)

NEVADA
(State or other jurisdiction of
incorporation or organization)

46-0484987
(I.R.S. Employer
Identification No.)

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3131 Las Vegas Boulevard South - Las Vegas, Nevada 89109

(Address of principal executive offices) (Zip Code)

(702) 770-7555

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days: Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at October 31, 2013
Common stock, \$0.01 par value	101,155,304

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WYNN RESORTS, LIMITED AND SUBSIDIARIES

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WYNN RESORTS, LIMITED AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(amounts in thousands, except share data)

	September 30, 2013 (unaudited)	December 31, 2012
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,041,155	\$ 1,725,219
Restricted cash and investment securities	394,656	138,887
Receivables, net	216,247	238,573
Inventories	73,038	63,799
Prepaid expenses and other	40,460	35,900
Total current assets	2,765,556	2,202,378
Property and equipment, net	4,810,378	4,727,899
Restricted cash and investment securities	304,039	140,334
Intangibles, net	31,146	31,297
Deferred financing costs, net	62,213	71,189
Deposits and other assets	92,354	99,227
Investment in unconsolidated affiliates	3,942	4,270
Total assets	\$ 8,069,628	\$ 7,276,594
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts and construction payables	\$ 213,519	\$ 164,858
Current portion of long-term debt	223,452	1,050
Current portion of land concession obligation	28,625	27,937
Customer deposits	750,324	544,649
Gaming taxes payable	181,823	163,092
Accrued compensation and benefits	106,008	75,962
Accrued interest	68,803	100,562
Other accrued liabilities	47,178	44,244
Construction retention	2,917	3,826
Deferred income taxes, net	2,962	3,178
Income taxes payable	1,551	2,019
Total current liabilities	1,627,162	1,131,377
Long-term debt	5,986,557	5,781,770
Land concession obligation	61,671	76,186
Other long-term liabilities	131,875	137,830
Deferred income taxes, net	21,024	45,499
Total liabilities	7,828,289	7,172,662
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Preferred stock, par value \$0.01; 40,000,000 shares authorized; zero shares issued and outstanding	1,141	1,137

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Common stock, par value \$0.01; 400,000,000 shares authorized; 114,106,793 and 113,730,442 shares issued; 101,137,504 and 100,866,712 shares outstanding, respectively

Treasury stock, at cost; 12,969,289 and 12,863,730 shares, respectively	(1,141,899)	(1,127,947)
Additional paid-in capital	881,985	818,821
Accumulated other comprehensive income	3,078	4,177
Retained earnings	256,992	44,775
Total Wynn Resorts, Limited stockholders' equity (deficit)	1,297	(259,037)
Noncontrolling interest	240,042	362,969
Total equity	241,339	103,932
Total liabilities and stockholders' equity	\$ 8,069,628	\$ 7,276,594

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**WYNN RESORTS, LIMITED AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(amounts in thousands, except per share data)

(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Operating revenues:				
Casino	\$ 1,105,595	\$ 1,012,841	\$ 3,228,246	\$ 3,015,510
Rooms	123,078	119,635	372,931	362,018
Food and beverage	152,218	156,568	461,474	452,845
Entertainment, retail and other	105,144	101,087	309,738	308,398
Gross revenues	1,486,035	1,390,131	4,372,389	4,138,771
Less: promotional allowances	(95,923)	(91,636)	(271,350)	(273,571)
Net revenues	1,390,112	1,298,495	4,101,039	3,865,200
Operating costs and expenses:				
Casino	699,897	653,863	2,062,507	1,974,207
Rooms	33,646	31,944	101,020	95,193
Food and beverage	84,118	80,652	253,458	235,570
Entertainment, retail and other	45,478	46,881	128,760	144,647
General and administrative	105,026	115,785	332,316	321,512
Provision for doubtful accounts	11,325	5,283	7,104	6,068
Pre-opening costs	706		1,592	
Depreciation and amortization	93,325	94,274	279,061	280,142
Property charges and other	2,613	22,721	13,571	36,547
Total operating costs and expenses	1,076,134	1,051,403	3,179,389	3,093,886
Operating income	313,978	247,092	921,650	771,314
Other income (expense):				
Interest income	3,215	3,759	11,595	7,807
Interest expense, net of capitalized interest	(73,549)	(75,082)	(222,690)	(211,017)
(Decrease) increase in swap fair value	(3,525)		13,131	4,930
Loss on extinguishment of debt		(19,663)	(26,578)	(24,491)
Equity in income from unconsolidated affiliates	288	190	879	911
Other	1,123	1,249	4,385	936
Other income (expense), net	(72,448)	(89,547)	(219,278)	(220,924)
Income before income taxes	241,530	157,545	702,372	550,390
Benefit for income taxes	7,281	7,626	11,299	12,483
Net income	248,811	165,171	713,671	562,873
Less: Net income attributable to noncontrolling interest	(66,791)	(53,136)	(198,903)	(172,210)

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Net income attributable to Wynn Resorts, Limited	\$ 182,020	\$ 112,035	\$ 514,768	\$ 390,663
Basic and diluted income per common share:				
Net income attributable to Wynn Resorts, Limited:				
Basic	\$ 1.81	\$ 1.12	\$ 5.12	\$ 3.75
Diluted	\$ 1.79	\$ 1.11	\$ 5.07	\$ 3.71
Weighted average common shares outstanding:				
Basic	100,685	99,871	100,470	104,104
Diluted	101,547	100,892	101,526	105,291
Dividends declared per common share:	\$ 1.00	\$ 0.50	\$ 3.00	\$ 1.50

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**WYNN RESORTS, LIMITED AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****(amounts in thousands)****(unaudited)**

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net income	\$ 248,811	\$ 165,171	\$ 713,671	\$ 562,873
Other comprehensive income:				
Foreign currency translation adjustments, net of tax	28	1,263	(1,758)	2,006
Unrealized gain on available-for-sale securities, net of tax	415	784	231	1,709
Total comprehensive income	249,254	167,218	712,144	566,588
Less: Comprehensive income attributable to noncontrolling interest	(66,834)	(53,654)	(198,475)	(173,140)
Comprehensive income attributable to Wynn Resorts, Limited	\$ 182,420	\$ 113,564	\$ 513,669	\$ 393,448

The accompanying notes are an integral part of these condensed consolidated financial statements.

Table of Contents**WYNN RESORTS, LIMITED AND SUBSIDIARIES****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

(amounts in thousands)

(unaudited)

	Nine Months Ended September 30,	
	2013	2012
Cash flows from operating activities:		
Net income	\$ 713,671	\$ 562,873
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	279,061	280,142
Deferred income taxes	(13,863)	(15,814)
Stock-based compensation	35,072	13,704
Excess tax benefits from stock-based compensation	(10,646)	(1,638)
Amortization of deferred financing costs and other	13,312	18,834
Loss on extinguishment of debt	26,578	13,116
Provision for doubtful accounts	7,104	6,068
Property charges and other	4,097	35,049
Equity in income of unconsolidated affiliates, net of distributions	328	282
Increase in swap fair value	(13,131)	(4,930)
Increase (decrease) in cash from changes in:		
Receivables, net	15,578	16,896
Inventories and prepaid expenses and other	(11,616)	5,216
Accounts payable and accrued expenses	235,789	59,438
Net cash provided by operating activities	1,281,334	989,236
Cash flows from investing activities:		
Capital expenditures, net of construction payables and retention	(324,828)	(168,315)
Purchase of corporate debt securities	(190,477)	(297,781)
Proceeds from sale or maturity of corporate debt securities	113,346	118,168
Restricted cash	(100,597)	
Deposits and purchase of other assets	(8,369)	(3,753)
Proceeds from sale of assets	20,347	551
Net cash used in investing activities	(490,578)	(351,130)
Cash flows from financing activities:		
Proceeds from exercise of stock options	17,545	1,227
Excess tax benefits from stock-based compensation	10,646	1,638
Proceeds from issuance of long-term debt	697,842	1,648,598
Principal payments on long-term debt	(275,755)	(1,022,108)
Restricted cash for redemption of notes payable	(243,038)	
Interest rate swap settlement		(2,368)
Payments on long-term land concession obligation	(13,785)	
Payments of financing costs	(24,591)	(44,491)
Purchase of treasury stock	(13,952)	(911)
Dividends paid	(631,698)	(154,059)
Net cash (used in) provided by financing activities	(476,786)	427,526

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Effect of exchange rate on cash	1,966	2,718
Cash and cash equivalents:		
Increase in cash and cash equivalents	315,936	1,068,350
Balance, beginning of period	1,725,219	1,262,587
Balance, end of period	\$ 2,041,155	\$ 2,330,937

The accompanying notes are an integral part of these condensed consolidated financial statements.

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WYNN RESORTS, LIMITED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(amounts in thousands, except share data)

(unaudited)

	Common stock						Total Wynn Resorts, Ltd. stockholders equity (deficit)	Noncontrolling interest	Total stockholders equity
	Shares outstanding	Par value	Treasury stock	Additional paid-in capital	Accumulated other comprehensive income	Retained earnings			
Balances, January 1, 2013	100,866,712	\$ 1,137	\$ (1,127,947)	\$ 818,821	\$ 4,177	\$ 44,775	\$ (259,037)	\$ 362,969	\$ 103,932
Net income						514,768	514,768	198,903	713,671
Currency translation adjustment					(1,271)		(1,271)	(487)	(1,758)
Net unrealized gain on investments					172		172	59	231
Exercise of stock options	329,351	3		17,542			17,545		17,545
Cancellation of restricted stock	(78,100)								
Purchase of treasury stock	(105,559)		(13,952)				(13,952)		(13,952)
Issuance of restricted stock	125,100	1		(1)					
Cash dividends declared				481		(302,551)	(302,070)	(322,304)	(624,374)
Excess tax benefits from stock-based compensation				10,827			10,827		10,827
Stock-based compensation				34,315			34,315	902	35,217
Balances, September 30, 2013	101,137,504	\$ 1,141	\$ (1,141,899)	\$ 881,985	\$ 3,078	\$ 256,992	\$ 1,297	\$ 240,042	\$ 241,339

The accompanying notes are an integral part of these condensed consolidated financial statements.

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WYNN RESORTS, LIMITED AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Organization and Basis of Presentation

Organization

Wynn Resorts, Limited, a Nevada corporation (together with its subsidiaries, Wynn Resorts or the Company) owns 72.3% of Wynn Macau, Limited which operates a casino hotel resort property in Macau. Our Macau operations consist of a resort destination casino located in the Macau Special Administrative Region of the People's Republic of China featuring two luxury hotel towers with a total of 1,008 spacious guest rooms and suites, approximately 275,000 square feet of casino space, casual and fine dining in eight restaurants, approximately 57,000 sqm;

Production

Infrastructure

GOVERNMENTS

Entitlements

Taxes

Royalties

Fees

Bonuses

Improvements

Total

Canada Nova Scotia Offshore

Petroleum Board (CNSOPB)

1.1

1.1

Government of Canada

0.8

0.8

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Province of Alberta

0.1

0.2

0.4

Kwilmu Kw Maw Klusuaqn

0.1

0.1

Total

0.1

2.2

2.4

PROJECTS	Production			Infrastructure			Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	
Beaufort Exploration				0.2			0.2
Kirby Leismer			0.1				0.1
Newfoundland Exploration				0.6			0.6
Nova Scotia Exploration				1.2			1.2
Terre de Grace				0.2			0.2
Total			0.1	2.2			2.4

EGYPT

\$ million

GOVERNMENTS	Production			Infrastructure			Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	
Egyptian Natural Gas Holding Company (EGAS)				13.0	5.0		18.0
Egyptian General Petroleum Corporation (EGPC)					2.4		2.4
Egyptian Tax Authority		(a)71.4					71.4
Total		71.4		13.0	7.4		91.8

PROJECTS	Production			Infrastructure			Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	
Baltim		(a)12.5					12.5
East Morgan		(a)2.4					2.4
East Tanka		(a)2.4					2.4
El Matareya					0.3		0.3
El Qaraa		(a)26.7					26.7
North Alexandria / West Mediterranean Deep Water		(a)16.3					16.3
North Damietta Offshore					5.0		5.0

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North El Max		0.3	0.3
North El Tabya Offshore		0.3	0.3
North October	(a)0.7	1.0	1.7
North Ras El Esh		0.3	0.3
North Tennin		0.3	0.3
North Tineh Offshore		13.0	13.0
South Belayim	(a)7.0		7.0
South Gharib	(a)3.5		3.5
Total	71.4	13.0	7.4

(a) Pursuant to the relevant agreements, Egyptian General Petroleum Corporation (EGPC) paid these taxes on BP's behalf out of production entitlement.

INDIA

\$ million

GOVERNMENTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Ministry of Petroleum & Natural Gas - Government of India	0.8						0.8
Total	0.8						0.8

PROJECTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
KG D6 KG-DWN-98/3	0.8						0.8
Total	0.8						0.8

INDONESIA

\$ million

GOVERNMENTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Ministry of Finance	(a)416.0	272.8			18.0		706.8
Total	416.0	272.8			18.0		706.8

PROJECTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Tangguh	(a)416.0	272.8			18.0		706.8
Total	416.0	272.8			18.0		706.8

(a) Includes payments in kind of \$56.0 million for 1.2 million bbls of condensates valued per the Production Sharing Agreement and the remaining production entitlement for LNG was paid in cash.

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IRAQ

\$ million

GOVERNMENTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Basra Governorate						0.8	0.8
Basra Oil Company				0.6			0.6
Ministry of Oil		95.0		1.0		0.2	96.2
Total		95.0		1.5		1.0	97.5

PROJECTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Rumaila	95.0			1.5		1.0	97.5
Total	95.0			1.5		1.0	97.5

MEXICO

\$ million

GOVERNMENTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Fondo Mexicano del Petroleo					0.3		0.3
Sistema de Administracion Tributaria			0.2				0.2
Total			0.2		0.3		0.5

PROJECTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Cuenca Salina 1 R1		0.2		0.3			0.5
Total		0.2		0.3			0.5

OMAN

\$ million

GOVERNMENTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Makarim Gas Development (MGD)	(a)87.5						87.5
Ministry of Oil & Gas	(b)34.9				0.4		35.3
Total	122.4				0.4		122.8

PROJECTS	Production					Infrastructure	
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	Total
Khazzan	(a)(b)122.4			0.4			122.8
Total	122.4			0.4			122.8

(a) Includes payments in kind of \$27.5 million for 0.5 million bbls of condensates valued at market prices and \$60.0 million for 17.2 million mmBtu of gas valued per the Gas Sales Agreement.

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- (b) Includes payments in kind of \$11.0 million for 0.2 million bbls of condensates valued at market prices and \$23.9 million for 7.6 million mmBtu of gas valued per the Gas Sales Agreement.

RUSSIA

\$ million

GOVERNMENTS	Production					Infrastructure		Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements		
Ministry of Finance - Moscow		35.0						35.0
Total		35.0						35.0

PROJECTS	Production					Infrastructure		Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements		
Investment in Rosneft		34.6						34.6
Payments not attributable to projects		0.5						0.5
Total		35.0						35.0

TRINIDAD AND TOBAGO

\$ million

GOVERNMENTS	Production					Infrastructure		Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements		
Board of Inland Revenue		82.3						82.3
Ministry of Energy & Energy Affairs		18.2	43.6	4.6				66.4
Total		100.5	43.6	4.6				148.7

PROJECTS	Production					Infrastructure		Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements		
Block 5B				4.5				4.5
BPTT Blocks	100.5	43.6	0.1					144.2
Total	100.5	43.6	4.6					148.7

UNITED ARAB EMIRATES

\$ million

GOVERNMENTS	Production					Infrastructure		Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements		
Department of Finance								
Abu Dhabi		(a)3,255.8						3,255.8
Abu Dhabi National Oil Company (ADNOC)					168.9			168.9
ADNOC Onshore					14.4			14.4
Total		3,255.8			183.4			3,439.2

PROJECTS	Production					Infrastructure		Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements		
ADNOC Onshore Concession (formerly ADCO Concession)		2,314.5			183.4			2,497.9

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ADNOC Offshore Concession (formerly ADMA Concession)	(a)941.3		941.3
Total	3,255.8	183.4	3,439.2

(a) These taxes include \$941.3 million paid on BP's behalf by Abu Dhabi Marine Areas Ltd.

UNITED KINGDOM

\$ million

GOVERNMENTS Business, Energy & Industrial - DECC Crown Estate HM Revenue and Customs Oil and gas Authority Total	Production		Royalties	Fees	Bonuses	Infrastructure	
	Entitlements	Taxes				Improvements	Total
				1.8			1.8
				1.1			1.1
		(a)(169.6)					(169.6)
				4.3			4.3
		(169.6)		7.2			(162.4)

PROJECTS Andrew Bruce Decommissioning ETAP Exploration Magnus Non Operated Pipelines Shetland Payments not attributable to projects Total	Production		Royalties	Fees	Bonuses	Infrastructure	
	Entitlements	Taxes				Improvements	Total
				0.2			0.2
				0.8			0.8
		(23.9)					(23.9)
				0.4			0.4
				0.6			0.6
		(77.4)		0.2			(77.2)
		(12.8)					(12.8)
		(58.0)		0.8			(57.3)
				4.3			4.3
							2.5
		(a)(169.6)		7.2			(162.4)

(a) Net refunds result from the carry back of tax losses, resulting in a refund of taxes paid in prior years.

UNITED STATES (USA)

\$ million

GOVERNMENTS California State Controller's Office(a) Delaware Division of Revenue(a) Federal Government Office of Natural Resources	Production		Royalties	Fees	Bonuses	Infrastructure	
	Entitlements	Taxes				Improvements	Total
				0.6			0.6
				1.1			1.1
		(b)(403.8)					(403.8)

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Revenue			596.4	7.3	3.4		607.2
Office of Natural Resources							
Revenue - BIA			0.9	1.2			2.1
Southern Ute Indian Tribe	(c)39.4	6.7	21.1	0.2			67.4
State of Alaska		122.2	(d)257.5	0.3			380.0
State of Arizona(a)			0.2				0.2
State of Arkansas		1.5	0.1				1.6
State of Colorado		5.0	0.7				5.7
State of Louisiana		8.3					8.3
State of Missouri(a)			0.1				0.1
State of New Mexico		15.7	1.5				17.2
State of Oklahoma		12.5	2.2				14.7
State of Texas		(1.5)	1.5				0.0
State of Wyoming		18.7	1.1				19.8
Total	39.4	(214.6)	885.0	9.0	3.4		722.2

PROJECTS	Production			Infrastructure			Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	
Alaska		122.2	(d)257.9	1.5			381.7
Arkansas		1.5	0.1				1.6
Colorado	(c)39.4	11.8	22.5	0.2			73.8
Gulf of Mexico - Central			552.6	4.2	3.4		560.2
Gulf of Mexico - Western			7.8	2.7			10.5
Louisiana		8.3					8.3
New Mexico		15.7	1.6				17.3
Oklahoma		12.5	2.3				14.8
Texas		(1.5)	1.5				0.0
Wyoming		18.7	1.1				19.8
Payments not attributable to projects		(b) (403.8)	37.7	0.4			(365.7)
Total	39.4	(214.6)	885.0	9.0	3.4		722.2

(a) Payments to states where BP has no extractive activities relate to Escheatment of Royalties.

(b) The negative amount reflects the cash payment of current year taxes for all legal entities which was more than offset by refunds of taxes for federal losses carried back to prior years.

(c) Payments in kind for 15.4 million mmBtu of gas valued on the basis of gas prices realized in the area.

(d) Includes payments in kind of \$197.5 million for 4.4 million bbls of crude oil valued per the Royalty Settlement Agreement.

VIETNAM

\$ million

GOVERNMENTS	Production			Infrastructure			Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	
Ministry of Finance		3.7					3.7
Total		3.7					3.7

PROJECTS	Production			Infrastructure			Total
	Entitlements	Taxes	Royalties	Fees	Bonuses	Improvements	
Phu My 3		3.7					3.7
Total		3.7					3.7

OTHER RESOURCES

BP PAYMENTS TO GOVERNMENTS 2017

Detailed data filed with UK Registrar - extractives.companieshouse.gov.uk/

BP ANNUAL AND SUSTAINABILITY REPORTING

BP Sustainability Report - bp.com/sustainability

BP Annual Report and Form 20-F - bp.com/annualreport

BP in Angola Sustainability Report - bp.com/angola

BP in Azerbaijan Sustainability Report - bp.com/azerbaijan

BP's contribution to Australia - bp.com/bp-contribution-australia

Our positions on tax and transparency - bp.com/tax

BP ECONOMIC IMPACT REPORTS

BP US Economic Impact Report - bp.com/economicimpact-us

BP's Impact on the UK Economy - bp.com/economicimpact-uk

CONTACTS

	London	Houston
Press Office	David Nicholas	Brett Clanton
	+44 (0)20 7496 4708	+1 281 366 8346

Exhibit 1.2

BP p.l.c.

Transaction in Own Shares

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BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	6 June 2018
Number of Shares purchased:	271,500
Highest price paid per Share (pence):	581.8000
Lowest price paid per Share (pence):	573.0000
Volume weighted average price paid per Share (pence):	577.6438

The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

For further information, please contact:

BP p.l.c.
Craig Marshall
+44(0) 207 496 4962

Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
London Stock Exchange	577.6438	271,500

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/5701Q_-2018-6-6.pdf

Exhibit 1.3

BP p.l.c.

Transaction in Own Shares

BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	7 June 2018
Number of Shares purchased:	240,000
Highest price paid per Share (pence):	588.7000
Lowest price paid per Share (pence):	575.8000
Volume weighted average price paid per Share (pence):	582.4408

The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

Edgar Filing: WYNN RESORTS LTD - Form 10-Q

For further information, please contact:

BP p.l.c.
Craig Marshall
+44(0) 207 496 4962

Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
London Stock Exchange	582.4408	240,000

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/7152Q_-2018-6-7.pdf

Exhibit 1.4

BP p.l.c.

Transaction in Own Shares

BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	11 June 2018
Number of Shares purchased:	442,000
Highest price paid per Share (pence):	589.9000
Lowest price paid per Share (pence):	583.6000
Volume weighted average price paid per Share (pence):	585.8979

The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

For further information, please contact:

BP p.l.c.
Craig Marshall
+44(0) 207 496 4962

Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
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London Stock Exchange 585.8979 442,000

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/0325R_1-2018-6-11.pdf

Exhibit 1.5

BP p.l.c.

Notification of transactions of persons discharging managerial responsibility or persons closely associated

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Brian Gilvary

2 Reason for the notification

a) Position/status Chief Financial Officer / Director

b) Initial notification/Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BP p.l.c.

b) LEI 213800LH1BZH3DI6G760

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of \$0.25
Identification code GB0007980591

b) Nature of the transaction Shares acquired through participation in the BP ShareMatch UK Plan

c) Price(s) and volume(s)	Price(s)	Volume(s)
	£5.8380	53

Aggregated information

-	Volume	53
d) -	Price	£5.8380
-	Total	£309.41

e) Date of the transaction 11 June 2018

f) Place of the transaction Outside a trading venue

1 Details of the person discharging managerial responsibilities/person closely associated

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- a) Name Bernard Looney
- 2 Reason for the notification
- a) Position/status Chief Executive Upstream /
PDMR
- b) Initial notification/Amendment Initial notification
- 3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor
- a) Name BP p.l.c.
- b) LEI 213800LH1BZH3DI6G760
- 4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted
- a) Description of the financial instrument, type of instrument Ordinary shares of \$0.25
Identification code GB0007980591
- b) Nature of the transaction Shares acquired through
participation in the BP
ShareMatch UK Plan
- c) Price(s) and volume(s)
- | | Price(s) | Volume(s) |
|--|----------|-----------|
| | £5.8380 | 53 |
- Aggregated information
- d) - Volume 53
- Price £5.8380
- Total £309.41
- e) Date of the transaction 11 June 2018
- f) Place of the transaction Outside a trading venue

This notice is given in fulfilment of the obligation under Article 19 of the Market Abuse Regulation.

Exhibit 1.6

BP p.l.c.

Transaction in Own Shares

BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	13 June 2018
Number of Shares purchased:	453,000
Highest price paid per Share (pence):	579.9000
Lowest price paid per Share (pence):	571.9000

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Volume weighted average price paid per Share (pence): 575.3567

The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

For further information, please contact:

BP p.l.c.
Craig Marshall
+44(0) 207 496 4962

Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
London Stock Exchange	575.3567	453,000

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/3289R_1-2018-6-13.pdf

Exhibit 1.7

BP p.l.c.

Transaction in Own Shares

BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	21 June 2018
Number of Shares purchased:	467,500
Highest price paid per Share (pence):	567.0000
Lowest price paid per Share (pence):	558.6000
Volume weighted average price paid per Share (pence):	562.1137

The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

For further information, please contact:

BP p.l.c.
Craig Marshall
+44(0) 207 496 4962

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Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
London Stock Exchange	562.1137	467,500

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/2040S_1-2018-6-21.pdf

Exhibit 1.8

BP p.l.c.

Transaction in Own Shares

BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	25 June 2018
Number of Shares purchased:	450,000
Highest price paid per Share (pence):	572.3000
Lowest price paid per Share (pence):	556.5000
Volume weighted average price paid per Share (pence):	563.0512

The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

For further information, please contact:

BP p.l.c.
Craig Marshall
+44(0) 207 496 4962

Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
London Stock Exchange	563.0512	450,000

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

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http://www.rns-pdf.londonstockexchange.com/rns/5211S_1-2018-6-25.pdf

Exhibit 1.9

BP p.l.c.

Notification of transactions of persons discharging managerial responsibility or connected persons

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Mehmet Tufan Erginbilgic

2 Reason for the notification

a) Position/status Chief Executive
Downstream / PDMR

b) Initial notification/Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BP p.l.c.

b) LEI 213800LH1BZH3DI6G760

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of \$0.25
Identification code GB0007980591

b) Nature of the transaction Shares acquired through
participation in the BP Scrip
Dividend Programme, in
relation to his ordinary
shareholding in his vested
share account

	Price(s)	Volume(s)
c) Price(s) and volume(s)	£5.665336	5,127

Aggregated information

- Volume		5,127
d) - Price		£5.665336
- Total		£29,046.18

e) Date of the transaction 22 June 2018

f) Place of the transaction Outside a trading venue

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Mehmet Tufan Erginbilgic

2 Reason for the notification

a) Position/status

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Chief Executive
Downstream / PDMR

b)	Initial notification/Amendment	Initial notification				
3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor						
a)	Name	BP p.l.c.				
b)	LEI	213800LH1BZH3DI6G760				
4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted						
a)	Description of the financial instrument, type of instrument Identification code	Ordinary shares of \$0.25 GB0007980591				
b)	Nature of the transaction	Shares acquired through participation in the BP Scrip Dividend Programme, in relation to his Global ShareMatch holding				
c)	Price(s) and volume(s)	<table border="0" style="width: 100%;"> <tr> <td style="text-align: right;">Price(s)</td> <td style="text-align: right;">Volume(s)</td> </tr> <tr> <td style="text-align: right;">£5.766</td> <td style="text-align: right;">33</td> </tr> </table>	Price(s)	Volume(s)	£5.766	33
Price(s)	Volume(s)					
£5.766	33					
Aggregated information						
d)	- Volume	33				
	- Price	£5.766				
	- Total	£190.28				
e)	Date of the transaction	22 June 2018				
f)	Place of the transaction	Outside a trading venue				

This notice is given in fulfilment of the obligation under Article 19 of the Market Abuse Regulation.

Exhibit 1.10

BP p.l.c.

Transaction in Own Shares

BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	27 June 2018
Number of Shares purchased:	450,000
Highest price paid per Share (pence):	585.0000
Lowest price paid per Share (pence):	567.7000
Volume weighted average price paid per Share (pence):	576.9413

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The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

For further information, please contact:

BP p.l.c.
Craig Marshall
+44(0) 207 496 4962

Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
London Stock Exchange	576.9413	450,000

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/8190S_1-2018-6-27.pdf

Exhibit 1.11

BP p.l.c.

Notification of transactions of persons discharging managerial responsibility or connected persons

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Robert John Sawers

2 Reason for the notification

a) Position/status Non-Executive Director

b) Initial notification/Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BP p.l.c.

b) LEI 213800LH1BZH3DI6G760

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of \$0.25
Identification code GB0007980591

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b) Nature of the transaction	Shares acquired through participation in the BP Scrip Dividend Programme	
c) Price(s) and volume(s)	Price(s)	Volume(s)
	\$7.714	93
Aggregated information		
- Volume		
d) - Price	93	
- Total	\$7.714	
e) Date of the transaction	\$717.40	
f) Place of the transaction	22 June 2018	
	Outside a trading venue	

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Avril Shelley Helen Sawers

2 Reason for the notification

a) Position/status Person Closely Associated with Robert John Sawers

b) Initial notification/Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BP p.l.c.

b) LEI 213800LH1BZH3DI6G760

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of \$0.25
 Identification code GB0007980591

b) Nature of the transaction Shares acquired through participation in the BP Scrip Dividend Programme

c) Price(s) and volume(s)	Price(s)	Volume(s)
	\$7.714	93

Aggregated information

- Volume	
d) - Price	93
- Total	\$7.714
e) Date of the transaction	\$717.40

e) Date of the transaction 22 June 2018

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f) Place of the transaction Outside a trading venue

This notice is given in fulfilment of the obligation under Article 19 of the Market Abuse Regulation.

Exhibit 1.12

BP p.l.c.

Notification of transactions of persons discharging managerial responsibility or connected persons

1 Details of the person discharging managerial responsibilities/person closely associated

a) Name Ian Davis

2 Reason for the notification

a) Position/status Non-Executive Director

b) Initial notification/Amendment Initial notification

3 Details of the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor

a) Name BP p.l.c.

b) LEI 213800LH1BZH3DI6G760

4 Details of the transaction(s): section to be repeated for (i) each type of instrument; (ii) each type of transaction; (iii) each date; and (iv) each place where transactions have been conducted

a) Description of the financial instrument, type of instrument Ordinary shares of \$0.25
 Identification code GB0007980591

b) Nature of the transaction Shares acquired through participation in the BP Scrip Dividend Programme

	Price(s)	Volume(s)
c) Price(s) and volume(s)	\$7.714	625

Aggregated information		
- Volume		625
d) - Price		\$7.714
- Total		\$4,821.25

e) Date of the transaction 22 June 2018

f) Place of the transaction Outside a trading venue

This notice is given in fulfilment of the obligation under Article 19 of the Market Abuse Regulation.

Exhibit 1.13

BP p.l.c.

Total voting rights and share capital

As at 29 June 2018, the issued share capital of BP p.l.c. comprised 19,982,540,709 ordinary shares (excluding treasury shares) par value US\$0.25 per share, each with one vote; and 12,706,252 preference shares par value £1 per share with two votes for every £5 in nominal capital held.

The number of ordinary shares which have been bought back and are held in treasury by BP p.l.c. is 1,377,156,087. These treasury shares are not taken into consideration in relation to the payment of dividends and voting at shareholder meetings.

The total number of voting rights in BP p.l.c. is 19,987,623,209. This information may be used by shareholders for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, BP p.l.c. under the FCA's Disclosure Guidance and Transparency Rules.

This announcement is made in accordance with the requirements of Disclosure Guidance and Transparency Rule 5.6.

Exhibit 1.14

The "Transaction in Own Shares" announcement released on 19/06/2018 at 17:51 under RNS No 9191R has been reissued to include a live URL at the bottom of the announcement. All other details remain unchanged.

BP p.l.c.

Transaction in Own Shares

BP p.l.c. (the "Company") announces that it has purchased, in accordance with the authority granted by shareholders at the 2017 Annual General Meeting of the Company, the following number of its ordinary shares of \$0.25 each ("Shares") on Exchange (as defined in the Rules of the London Stock Exchange) as part of the buyback programme announced on 15 November 2017 (the "Programme"):

Date of purchase:	19 June 2018
Number of Shares purchased:	456,500
Highest price paid per Share (pence):	571.6000
Lowest price paid per Share (pence):	565.2000
Volume weighted average price paid per Share (pence):	569.2663

The Company intends to cancel these Shares.

The schedule below contains detailed information about the purchases made by Barclays Capital Securities Limited (intermediary code: BARCGBN1) on the Date of purchase as part of the Programme.

For further information, please contact:

BP p.l.c.

Craig Marshall

+44(0) 207 496 4962

Schedule of Purchases

Shares purchased: BP p.l.c. (ISIN CODE: GB0007980591)

Aggregate information:

Venue	Volume-weighted average price (pence)	Aggregated volume
London Stock Exchange	569.2663	456,500
BATS Europe	0.0000	0

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Cboe Chi-X Europe	0.0000	0
Turquoise	0.0000	0

Individual transactions:

To view details of the individual transactions, please paste the following URL into the address bar of your browser.

http://www.rns-pdf.londonstockexchange.com/rns/3396T_1-2018-7-2.pdf

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, thereunto duly authorized.

BP p.l.c.

(Registrant)

Dated: 03 July 2018

/s/ D. J. JACKSON

D. J. JACKSON

Company Secretary