

MGM Resorts International
 Form 4
 March 17, 2017

FORM 4

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

OMB APPROVAL

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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 *
 Mckinney-James Rose

(Last) (First) (Middle)

3600 LAS VEGAS BLVD. SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MGM Resorts International [MGM]

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

03/15/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| Common Stock \$.01 Par Value ND | | | | (A) or (D) | 100 | D | |
| Common Stock \$.01 Par Value ND | | | | (A) or (D) | 880 | I | Energy Works, LLC 401(k) p/s Plan, Rose McKinney-James Trustee |

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

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(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 (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------------------------------|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Deferred Stock Units | (1) | 03/15/2017 | | A | 134.8423 | (1) | (1) | Common Stock \$.01 Par Value ND | 134.8 |
| Restricted Stock Units | (3) | 03/15/2017 | | A | 25.5272 | 06/01/2017(4) | (5) | Common Stock \$.01 Par Value ND | 25.5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Mckinney-James Rose 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109 | X | | | |

Signatures

/s/ Andrew Hagopian III,
Attorney-In-Fact

03/17/2017

**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).
- Represents Deferred Stock Units ("DSUs") under the MGM Resorts International Deferred Compensation Plan for Non-Employee
- (1) Directors. Each Deferred Stock Unit is the economic equivalent of one share of common stock. The Deferred Stock Units become payable upon the reporting person's termination of service as a Director.

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- Dividend equivalent rights accrue with respect to these DSUs when and as dividends are paid on MGM Resorts International's common
- (2) stock. The additional DSUs being reported reflect dividend equivalent rights at \$26.82 per DSU credited to the reporting person's account on 3/15/2017.
 - (3) Restricted Stock Units ("RSUs") granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of common stock.
 - (4) The RSUs will vest upon the earlier of (i) June 1, 2017 or (ii) the date of the Company's next annual meeting of stockholders, in each case subject to the terms of the Plan and applicable award agreement.
 - (5) RSUs do not have an expiration date.

- Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Resorts International's common
- (6) stock. The additional RSUs being reported reflect dividend equivalent rights at \$26.82 per RSU credited to the reporting person's account on 3/15/2017.

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

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