

MGM Resorts International  
Form 8-K  
May 03, 2019

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 1, 2019**

**MGM RESORTS INTERNATIONAL**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-10362**  
**(Commission**  
  
**file number)**

**88-0215232**  
**(I.R.S. employer**  
  
**identification no.)**

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**3600 Las Vegas Boulevard South,**

**Las Vegas, Nevada**  
**(Address of principal executive offices)**  
**(702) 693-7120**

**89109**  
**(Zip code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

|                            | <b>Trading</b>   | <b>Name of each exchange</b>          |
|----------------------------|------------------|---------------------------------------|
| <b>Title of each class</b> | <b>Symbol(s)</b> | <b>on which registered</b>            |
| <b>Common stock</b>        | <b>MGM</b>       | <b>New York Stock Exchange (NYSE)</b> |

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MGM Resorts International (the Company) held its annual meeting of shareholders on May 1, 2019 (the Annual Meeting), at which stockholders voted on the matters set forth below.

**Proposal 1: To elect a Board of Directors**

| Director            | For         | Against    | Abstain |
|---------------------|-------------|------------|---------|
| Mary Chris Gay      | 432,618,533 | 19,667,430 | 188,992 |
| William W. Grounds  | 431,516,461 | 20,741,395 | 217,099 |
| Alexis M. Herman    | 425,668,242 | 26,616,827 | 189,886 |
| Roland Hernandez    | 406,885,267 | 45,398,044 | 191,644 |
| John Kilroy         | 437,552,759 | 14,727,904 | 194,292 |
| Rose McKinney-James | 426,280,784 | 26,004,037 | 190,134 |
| Keith A. Meister    | 450,307,458 | 1,879,508  | 287,989 |
| James J. Murren     | 425,417,199 | 26,854,774 | 202,982 |
| Paul Salem          | 437,616,433 | 14,570,476 | 288,046 |
| Gregory M. Spierkel | 433,378,469 | 18,900,150 | 196,336 |
| Jan G. Swartz       | 435,140,710 | 17,141,372 | 192,873 |
| Daniel J. Taylor    | 430,200,231 | 22,082,525 | 192,199 |

Broker Non-Votes: 38,354,265 for each of Ms. Gay, Mr. Grounds, Ms. Herman, Mr. Hernandez, Mr. Kilroy, Ms. McKinney-James, Mr. Meister, Mr. Murren, Mr. Salem, Mr. Spierkel, Ms. Swartz and Mr. Taylor.

Each of the foregoing directors was elected and received the affirmative vote of a majority of the votes cast at the annual meeting at which a quorum was present.

Proposal 2: To ratify the selection of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm for the year ending December 31, 2019.

| For         | Against    | Abstain |
|-------------|------------|---------|
| 473,253,343 | 17,210,599 | 365,278 |

Broker Non-Votes: 0

The foregoing Proposal 2 was approved.

Proposal 3: To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement for the Annual Meeting.

| For         | Against    | Abstain |
|-------------|------------|---------|
| 391,059,342 | 61,079,525 | 336,088 |

Broker Non-Votes: 38,354,265

The foregoing Proposal 3 was approved.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MGM Resorts International**

Date: May 3, 2019

By: /s/ Andrew Hagopian III  
Name: Andrew Hagopian III  
Title: Chief Corporate Counsel and Assistant  
Secretary