

MURREN JAMES

Form 4

September 18, 2018

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MURREN JAMES

(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)

09/14/2018

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)

CHAIRMAN & CEO

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)			
			Code	V	Amount		Price
					395,435	D	
Common Stock \$.01 Par Value ND					481,960	I	By Grantor Retained Annuity Trust
Common Stock \$.01 Par Value ND					175,329	I	By spousal limited access trusts

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

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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 (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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Stock Units	<u>(1)</u>	09/14/2018		A		43.6846		10/06/2015	10/06/2018	Common Stock \$.01 Par Value ND	43.6
Restricted Stock Units	<u>(1)</u>	09/14/2018		A		143.1852		10/05/2016	10/05/2019	Common Stock \$.01 Par Value ND	143.
Restricted Stock Units	<u>(1)</u>	09/14/2018		A		172.4163		10/03/2017	10/03/2020	Common Stock \$.01 Par Value ND	172.
Restricted Stock Units	<u>(1)</u>	09/14/2018		A		320.0834		11/14/2018	11/14/2021	Common Stock \$.01 Par Value ND	320.
Restricted Stock Units	<u>(3)</u>	09/14/2018		A		153.1132		<u>(4)</u>	02/23/2021	Common Stock \$.01 Par Value ND	153.
Restricted Stock Units	<u>(5)</u>	09/14/2018		A		338.2355		<u>(5)</u>	<u>(5)</u>	Common Stock \$.01 Par Value ND	338.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MURREN JAMES 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X		CHAIRMAN & CEO	

Signatures

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

09/18/2018

__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) Restricted Stock Units ("RSUs") granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. The RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date, subject to the terms of the Plan and applicable award agreement. Any fractional shares will be paid in cash upon settlement.

(2) Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Resorts International's common stock and vest on the same dates and in the same relative proportions as the RSUs on which they accrue.

(3) RSUs granted under the Plan. Each RSU represents the right to receive one share of MGM Resorts common stock. Any fractional shares will be paid in cash upon settlement.

(4) The RSUs are fully vested. Delivery of shares will be made on the third anniversary of the grant date.

(5) RSUs granted under the Plan. Each RSU represents the right to receive one share of MGM Resorts common stock. The RSUs cliff vest on December 31, 2021, with delivery automatically deferred until Mr. Murren's separation from the Company (unless such separation is determined to have been for Employer's Good Cause, as defined in his employment agreement), and are subject to automatic forfeiture in the event of Mr. Murren's termination for any reason prior to December 31, 2021.

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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