

MURREN JAMES
Form 4
June 19, 2018

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 *
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)

06/15/2018

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Code V Amount (D) Price | | |
| Common Stock \$.01 Par Value ND | | | | | 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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(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 Security (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---------------------------------------|-------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Restricted Stock Units | (1) | 06/15/2018 | | A | | 38.5706 | | 10/06/2015 | 10/06/2018 | Common Stock \$.01 Par Value ND | 38.5706 |
| Restricted Stock Units | (1) | 06/15/2018 | | A | | 126.4231 | | 10/05/2016 | 10/05/2019 | Common Stock \$.01 Par Value ND | 126.4231 |
| Restricted Stock Units | (1) | 06/15/2018 | | A | | 152.2323 | | 10/03/2017 | 10/03/2020 | Common Stock \$.01 Par Value ND | 152.2323 |
| Restricted Stock Units | (1) | 06/15/2018 | | A | | 282.6127 | | 11/14/2018 | 11/14/2021 | Common Stock \$.01 Par Value ND | 282.6127 |
| Restricted Stock Units | (3) | 06/15/2018 | | A | | 135.189 | | (4) | 02/23/2021 | Common Stock \$.01 Par Value ND | 135.189 |
| Restricted Stock Units | (5) | 06/15/2018 | | A | | 298.6399 | | (5) | (5) | Common Stock \$.01 Par Value ND | 298.6399 |

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

06/19/2018

__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).
 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
 - (1) four equal annual installments commencing on the first anniversary of the grant date, subject to the terms of the Plan and applicable award agreement.
 - (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, following vesting, one share of MGM Resorts common stock.
 - (4) The RSUs are fully vested. Delivery of shares will be made on the third anniversary of the grant date.
 The RSUs cliff vest on December 31, 2021, with delivery automatically deferred until Mr. Murren's separation from the Company (unless
 - (5) 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. 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.