

SANDERS COREY IAN
Form 4
June 19, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SANDERS COREY IAN

2. Issuer Name and Ticker or Trading Symbol
MGM Resorts International [MGM]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
3600 LAS VEGAS BLVD., S.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2018

____ Director
 Officer (give title below) _____ Other (specify below)
CHIEF OPERATING OFFICER

LAS VEGAS, NV 89109

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) Price			
Common Stock \$.01 Par Value ND					203,425	D	
Common Stock \$.01 Par Value ND					11,474	I	By CIS Trust

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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			6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date Exercisable	Expiration Date		Title
Restricted Stock Units	(1)	06/15/2018		A	V	(A)	(D)	10/06/2015	10/06/2018	Common Stock \$.01 Par Value ND	13.7
Restricted Stock Units	(1)	06/15/2018		A				10/05/2016	10/05/2019	Common Stock \$.01 Par Value ND	48.1
Restricted Stock Units	(1)	06/15/2018		A				10/03/2017	10/03/2020	Common Stock \$.01 Par Value ND	55.9
Restricted Stock Units	(1)	06/15/2018		A				11/14/2018	11/14/2021	Common Stock \$.01 Par Value ND	117.
Restricted Stock Units	(3)	06/15/2018		A				(4)	02/23/2021	Common Stock \$.01 Par Value ND	62.5

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHIEF OPERATING OFFICER

SANDERS COREY IAN
3600 LAS VEGAS BLVD., S.
LAS VEGAS, NV 89109

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 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.
- (1) "Plan"). Each RSU represents the right to receive, following vesting, one share of 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.
 - (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.

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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