

HORNBUCKLE WILLIAM

Form 4

October 10, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HORNBUCKLE WILLIAM

(Last) (First) (Middle)

3600 LAS VEGAS BLVD., S.

(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)

10/05/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 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	10/05/2017		M	6,226	A \$ 0	118,764	D
Common Stock \$.01 Par Value ND	10/05/2017		F	2,613	D \$ 30.9	116,151	D
Common Stock \$.01 Par Value ND	10/06/2017		M	62,568 (1)	A \$ 0	178,719	D

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Common Stock \$.01 Par Value ND	10/06/2017	F	26,248	D	\$ 30.81	152,471	D	
Common Stock \$.01 Par Value ND	10/06/2017	M	3,988	A	\$ 0	156,459	D	
Common Stock \$.01 Par Value ND	10/06/2017	F	1,674	D	\$ 30.81	154,785	D	
Common Stock \$.01 Par Value ND	10/07/2017	M	3,838	A	\$ 0	158,623	D	
Common Stock \$.01 Par Value ND	10/07/2017	F	1,611	D	\$ 30.81	157,012	D	
Common Stock \$.01 Par Value ND						24,597	I	In trust

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 Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units	(2)	10/05/2017		M	6,226	10/05/2016 10/05/2019	Common Stock \$.01 Par	6,226

								Value ND	
Performance Share Units	<u>(3)</u>	10/06/2017	M	62,568	10/06/2017	10/06/2017	Common Stock \$.01 Par Value ND	62,5	
Restricted Stock Units	<u>(2)</u>	10/06/2017	M	3,988	10/06/2015	10/06/2018	Common Stock \$.01 Par Value ND	3,9	
Restricted Stock Units	<u>(2)</u>	10/07/2017	M	3,838	10/07/2014	10/07/2017	Common Stock \$.01 Par Value ND	3,8	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HORNBUCKLE WILLIAM 3600 LAS VEGAS BLVD., S. LAS VEGAS, NV 89109			PRESIDENT	

Signatures

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

10/10/2017

__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).
- (1) Based on the average closing price of \$32.2932 over the 60-calendar-day period ending on the Vesting Date, as adjusted to include accrued dividend equivalents, approximately 1.08367 shares were issued on the Vesting Date per Performance Share Unit ("PSU").
- (2) 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.
- Performance Share Units ("PSUs") granted under the MGM Resorts International ("MGM Resorts") Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). Each PSU represents the right to receive between 0 and 1.6 shares of MGM Resorts common stock depending upon the performance of the common stock from the grant date to the date that is three years after the grant date (the "Vesting Date"), relative to a target price of \$29.80 (the "Target Price"). The Target Price is equal to 125% of the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the grant date. If the ending average stock price is less than 60% of the Target Price (the "Minimum Price"), then no shares will be issued on the Vesting Date. If the ending average stock price is equal to or greater than 160% of the Target Price (the "Maximum Price"), then 1.6 shares will be issued on the Vesting Date per PSU. If the ending average stock price is between the Minimum Price and the Maximum Price, then a number of shares will be issued on the Vesting Date per PSU equal to the ending average stock price divided by the Target Price. For this purpose, the ending average stock price is the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the Vesting Date.

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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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