

SANDERS COREY IAN

Form 4

December 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

OMB  
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(Print or Type Responses)

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

(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)

12/14/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

CHIEF OPERATING OFFICER

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                          |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             |                                                                      | Price                                                             |
|                                          |                                         |                                                             |                                      |                                                                            | 295,708                                                                                                            | D                                                                    |                                                                   |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                            | 11,474                                                                                                             | I                                                                    | By CIS<br>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)

**required to respond unless the form displays a currently valid OMB control number.**

**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)                                                    | 12/14/2018                           |                                                    | A                              |                                                                                         | 28.6531                                                  |     | 10/05/2016                                                  | 10/05/2019      | Common Stock<br>\$.01 Par Value<br>ND | 28.6                    |
| Restricted Stock Units                     | (1)                                                    | 12/14/2018                           |                                                    | A                              |                                                                                         | 44.4172                                                  |     | 10/03/2017                                                  | 10/03/2020      | Common Stock<br>\$.01 Par Value<br>ND | 44.4                    |
| Restricted Stock Units                     | (1)                                                    | 12/14/2018                           |                                                    | A                              |                                                                                         | 105.0884                                                 |     | 11/14/2018                                                  | 11/14/2021      | Common Stock<br>\$.01 Par Value<br>ND | 105.                    |
| Restricted Stock Units                     | (3)                                                    | 12/14/2018                           |                                                    | A                              |                                                                                         | 74.3985                                                  |     | (4)                                                         | 02/23/2021      | Common Stock<br>\$.01 Par Value<br>ND | 74.3                    |
| Restricted Stock Units                     | (5)                                                    | 12/14/2018                           |                                                    | A                              |                                                                                         | 187.1927                                                 |     | 10/19/2019                                                  | 10/19/2022      | Common Stock<br>\$.01 Par Value<br>ND | 187.                    |

## 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

12/18/2018

\_\_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).

- 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. Any fractional shares will be paid in cash upon settlement.
- (1) "Plan"). Each RSU represents the right to receive, following vesting, one share of common stock. 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.

RSUs granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock.

- The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of MGM Resorts, during the six-month period ending on June 30, 2019 (the "Measurement Date"). Provided such criteria are met, the RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date. If such criteria are not met, then the RSUs will automatically expire on the Measurement Date without any shares being issued.
- (5) Resorts, during the six-month period ending on June 30, 2019 (the "Measurement Date"). Provided such criteria are met, the RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date. If such criteria are not met, then the RSUs will automatically expire on the Measurement Date without any shares being issued.

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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