

MGM Resorts International
 Form 4
 September 01, 2016

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 *
McManus John

 (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)
08/31/2016

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)
EVP GENERAL COUNSEL AND SECY

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock \$.01 Par Value ND | 09/01/2016 | | M | | 10,000 | A | \$ 0 |
| Common Stock \$.01 Par Value ND | 09/01/2016 | | F | | 5,690 | D | \$ 24.63 |
| Common Stock \$.01 Par Value ND | 09/01/2016 | | S | | 4,310 | D | \$ 24.6521 |

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| | | | | | | | |
|---------------------------------|------------|---|--------|---|-----------|--------|---|
| Common Stock \$.01 Par Value ND | 09/01/2016 | M | 9,688 | A | \$ 0 | 39,759 | D |
| Common Stock \$.01 Par Value ND | 09/01/2016 | F | 5,937 | D | \$ 24.73 | 33,822 | D |
| Common Stock \$.01 Par Value ND | 09/01/2016 | S | 3,751 | D | \$ 24.73 | 30,071 | D |
| Common Stock \$.01 Par Value ND | 08/31/2016 | M | 11,250 | A | \$ 0 | 41,321 | D |
| Common Stock \$.01 Par Value ND | 08/31/2016 | F | 6,948 | D | \$ 23.99 | 34,373 | D |
| Common Stock \$.01 Par Value ND | 08/31/2016 | S | 4,302 | D | \$ 23.971 | 30,071 | D |

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Appreciation | \$ 8.23 | 09/01/2016 | | M | 10,000 | 10/03/2012 10/03/2018 | Common Stock \$.01 Par | 10,000 |

| | | | | | | | | | |
|---|----------|------------|---|--------|------------|------------|---------------------------|--------------------------------|------|
| Rights | | | | | | | | Value ND | |
| Employee Stock Appreciation Rights | \$ 8.23 | 09/01/2016 | M | 9,688 | 10/03/2012 | 10/03/2018 | \$.01 Par Value ND | Common Stock Value ND | 9,6 |
| Employee Stock Appreciation Rights | \$ 11.36 | 08/31/2016 | M | 11,250 | 10/04/2011 | 10/04/2017 | \$.01 Par Value ND | Common Stock Value ND | 11,2 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McManus John 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109 | | | EVP GENERAL COUNSEL AND SECY | |

Signatures

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

09/01/2016

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).

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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