

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 Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

1. Name and Address of Reporting Person *
MURREN JAMES

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. SOUTH

3. Date of Earliest Transaction
(Month/Day/Year)
03/15/2018

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

CHAIRMAN & CEO

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

LAS VEGAS, NV 89109

☒ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$.01 Par Value ND						395,435	D
Common Stock \$.01 Par Value ND						481,960	I
Common Stock \$.01 Par Value ND						175,329	I

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Restricted Stock Units	<u>(1)</u>	03/15/2018		A		33.6469		10/06/2015	10/06/2018	Common Stock \$.01 Par Value ND	33.6
Restricted Stock Units	<u>(1)</u>	03/15/2018		A		110.2848		10/05/2016	10/05/2019	Common Stock \$.01 Par Value ND	110.
Restricted Stock Units	<u>(3)</u>	03/15/2018		A		260.5174		<u>(3)</u>	<u>(3)</u>	Common Stock \$.01 Par Value ND	260.
Restricted Stock Units	<u>(1)</u>	03/15/2018		A		132.7993		10/03/2017	10/03/2020	Common Stock \$.01 Par Value ND	132.
Restricted Stock Units	<u>(1)</u>	03/15/2018		A		246.5362		11/14/2018	11/14/2021	Common Stock \$.01 Par Value ND	246.
Restricted Stock Units	<u>(4)</u>	03/15/2018		A		117.9316		<u>(5)</u>	02/23/2021	Common Stock \$.01 Par Value ND	117.

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

03/19/2018

____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 Plan. Each RSU represents the right to receive, following vesting, one share of MGM

(1) Resorts 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.

The RSUs cliff vest on December 31, 2021, with delivery automatically deferred until Mr. Murren's separation from the Company (unless

(3) 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.

(4) RSUs granted under the Plan. Each RSU represents the right to receive one share of MGM Resorts common stock.

(5) 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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