

MGM Resorts International  
Form 8-K  
June 03, 2016

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 1, 2016**

**MGM RESORTS INTERNATIONAL**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-10362**  
**(Commission**  
  
**file number)**

**88-0215232**  
**(I.R.S. employer**  
  
**identification no.)**

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**3600 Las Vegas Boulevard South,  
Las Vegas, Nevada  
(Address of principal executive offices)  
(702) 693-7120**

**89109  
(Zip code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

# **Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of stockholders on June 1, 2016, at which stockholders voted on the matters set forth below.

## **Proposal 1: To Elect a Board of Directors**

| <b>Director</b>     | <b>Votes For</b> | <b>Votes Withheld</b> |
|---------------------|------------------|-----------------------|
| Robert H. Baldwin   | 458,050,233      | 5,268,154             |
| William A. Bible    | 459,180,937      | 4,137,450             |
| Mary Chris Gay      | 459,907,090      | 3,411,297             |
| William W. Grounds  | 460,228,954      | 3,089,433             |
| Alexis M. Herman    | 457,960,111      | 5,358,276             |
| Roland Hernandez    | 441,586,227      | 21,732,160            |
| Anthony Mandekic    | 458,866,023      | 4,452,364             |
| Rose McKinney-James | 458,035,495      | 5,282,892             |
| James J. Murren     | 452,121,405      | 11,196,982            |
| Gregory M. Spierkel | 459,011,333      | 4,307,054             |
| Daniel J. Taylor    | 458,838,079      | 4,480,308             |

Broker Non-Votes: 32,516,239 for each of Mr. Baldwin, Mr. Bible, Ms. Gay, Mr. Grounds, Ms. Herman, Mr. Hernandez, Mr. Mandekic, Ms. McKinney-James, Mr. Murren, Mr. Spierkel and Mr. Taylor.

Each of the foregoing directors was elected and received the affirmative vote of a majority of the votes cast at the annual meeting at which a quorum was present.

Proposal 2: To Ratify the Selection of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm for the Year Ending December 31, 2016.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 493,581,462 | 1,499,152      | 754,012        |

Broker Non-Votes: 0

The foregoing Proposal 2 was approved.

Proposal 3: To Approve, on an Advisory Basis, the Compensation of the Company's Named Executive Officers as Disclosed in the Proxy Statement for the Annual Meeting.

| <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|-------------|----------------|----------------|
| 417,994,632 | 44,536,054     | 787,701        |

Broker Non-Votes: 32,516,239

The foregoing Proposal 3 was approved.

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Proposal 4: To Re-Approve, the Performance Goals under the Company's Second Amended and Restated Annual Performance-Based Incentive Plan for Executive Officers:

|                              | <b>For</b>  | <b>Against</b> | <b>Abstain</b> |
|------------------------------|-------------|----------------|----------------|
|                              | 459,286,769 | 3,232,691      | 798,927        |
| Broker Non-Votes: 32,516,239 |             |                |                |

The foregoing Proposal 4 was approved.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 3, 2016

**MGM Resorts International**

By: /s/ Andrew Hagopian III

Name: Andrew Hagopian III

Title: Senior Vice President, Assistant General  
Counsel & Assistant Corporate Secretary