MGM Resorts International

Form 4

October 12, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JAMES PHYLLIS			2. Issuer Name and Ticker or Trading Symbol				ıg	5. Relationship of Reporting Person(s) to Issuer			
			MGM Resorts International [MGM]				[GM]	(Charlan) 1: h - \			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction			(Check all applicable)					
			(Month/D					Director	10%	Owner	
3600 LAS VEGAS BLVD. SOUTH			10/07/2016					X Officer (give title Other (specify below) EVP SPECIAL COUNSEL-LITIGATION			
	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
				nth/Day/Year				Applicable Line) _X_ Form filed by One Reporting Person			
LAS VEGA	S, NV 89109							Form filed by N Person	More than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative S	Securi	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)			Code (Instr. 3, 4 and 5)				Securities Ownership I Beneficially Form: Direct E Owned (D) or		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Histi: 4)		
Common Stock \$.01 Par Value ND	10/07/2016			M	11,287	A	\$ 0	24,161	D		
Common Stock \$.01	10/07/2016			F	3 832	D	\$	20 329	D		

3,832

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

10/07/2016

Par Value ND

> Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)

20,329

D

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Securiti (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Performance Share Units	<u>(1)</u>	10/07/2016		M	10,607	10/07/2016	10/07/2016	Common Stock \$.01 Par Value ND	10,6

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

JAMES PHYLLIS 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS. NV 89109

EVP SPECIAL COUNSEL-LITIGATION

Signatures

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

10/12/2016

**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).

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 \$23.50 (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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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