

MGM Resorts International
Form FWP
June 14, 2018

**Free Writing Prospectus
(To the Preliminary Prospectus
Supplement dated June 14, 2018)**

**Filed pursuant to Rule 433 under the Securities Act
Registration Statement No. 333-223375**

\$1,000,000,000

Term Sheet

5.750% Senior Notes due 2025

Pricing Term Sheet dated June 14, 2018 to the Preliminary Prospectus Supplement of MGM Resorts International dated June 14, 2018. This Pricing Term Sheet is qualified in its entirety by reference to the Preliminary Prospectus Supplement. The information in this Pricing Term Sheet supplements the Preliminary Prospectus Supplement and supersedes the information therein to the extent it is inconsistent. Financial information presented in the Preliminary Prospectus Supplement is deemed to have changed to the extent affected by changes described herein and the use of proceeds with respect to the increased amount referred to below will be as set forth in the Preliminary Prospectus Supplement. Capitalized terms used in this Pricing Term Sheet but not defined have the meanings given to them in the Preliminary Prospectus Supplement.

| | |
|--------------------------------------|---|
| Issuer: | MGM Resorts International (the Issuer) |
| Offering Size: | \$1,000,000,000 aggregate principal amount, which constitutes an increase of \$500,000,000 from the Preliminary Prospectus Supplement |
| Title of Securities: | 5.750% Senior Notes due 2025 (the Notes) |
| Maturity: | June 15, 2025 |
| Offering Price: | 100.000%, plus accrued interest, if any, from June 18, 2018 |
| Coupon: | 5.750% |
| Yield to Maturity: | 5.750% |
| Gross Proceeds: | \$1,000,000,000 |
| Net Proceeds to Issuer before | Estimated Expenses: |
| | Interest Payment Dates: |
| | June 15 and December 15, commencing December 15, 2018 |
| | Record Dates: |
| | June 1 and December 1 |
| | Optional Redemption: |
| | The Issuer may redeem the Notes, in whole or in part, at any time prior to March 15, 2025 (the date that is three months prior to the maturity date of the Notes), at a redemption price equal to the greater of: |
| | 100% of the principal amount of the Notes to be redeemed; or |

as determined by an Independent Investment Banker, the sum of the present values of the remaining scheduled payments of principal and interest on the Notes to be redeemed (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate, plus 50 basis points

plus, in either of the above cases, accrued and unpaid interest to the date of redemption on the Notes to be redeemed.

The Issuer may redeem the Notes, in whole or in part, at any time on or after March 15, 2025 (the date that is three months prior to the maturity date of the Notes) at a redemption price of 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest to the date of redemption on the Notes to be redeemed.

Joint Book-Running

Managers:

Citigroup Global Markets Inc.
Merrill Lynch, Pierce, Fenner & Smith

Incorporated
Barclays Capital Inc.
BNP Paribas Securities Corp.
Fifth Third Securities, Inc.
J.P. Morgan Securities LLC
SMBC Nikko Securities America, Inc.

Co-Managers:

Citizens Capital Markets, Inc.
Credit Agricole Securities (USA) Inc.
Deutsche Bank Securities Inc.
Morgan Stanley & Co. LLC
Scotia Capital (USA) Inc.
SunTrust Robinson Humphrey, Inc.

Trade Date:

June 14, 2018

Settlement Date:

June 18, 2018 (T+2)

Distribution:

SEC Registered Offering

CUSIP Number:

552953 CE9

ISIN Number:

US552953CE90

The Issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement, the Preliminary Prospectus Supplement and other documents the Issuer has filed with the SEC for more complete information about the Issuer and this offering. You may get these documents for free by visiting the Next-Generation EDGAR System on the SEC web site at www.sec.gov. Alternatively, the Issuer or any underwriter will arrange to send you the prospectus if you request by contacting Citigroup, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717 (Tel: 800-831-9146).

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