

MGM Resorts International
Form 4
September 01, 2016

FORM 4

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 APPROVAL

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(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
____X____ Officer (give title below) ____ Other (specify below)
EVP GENERAL COUNSEL AND SECY

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)
Common Stock \$.01 Par Value ND	09/01/2016		M	10,000 A \$ 0	40,071	D	
Common Stock \$.01 Par Value ND	09/01/2016		F	5,690 D \$ 24.63	34,381	D	
Common Stock \$.01 Par Value ND	09/01/2016		S	4,310 D \$ 24.6521	30,071	D	

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	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

Common
Stock
\$.01 Par
Value
ND

9,6

Employee

Stock
Appreciation
Rights

\$ 11.36

08/31/2016

M

11,250

10/04/2011

10/04/2017

Common
Stock
\$.01 Par
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 89109EVP 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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