

GROUNDS WILLIAM WARWICK

Form 4

September 11, 2017

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GROUNDS WILLIAM WARWICK

(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)

09/07/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ 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 Ownership (Instr. 4)
Common Stock	09/07/2017		D	5,200,000 (2)	\$ 20,848,738 (2)	I (2)	See Footnotes (1) (2)

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROUND'S WILLIAM WARWICK 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X			See Remarks
Dubai World EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks
Infinity World Holding Ltd. EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks
Infinity World Cayman Investments Corp EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks
Infinity World (Cayman) L.P. EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks
Infinity World (Cayman) Holding EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks
Infinity World Investments LLC EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks

Signatures

William Warwick Grounds, By: /s/ William Warwick Grounds	09/11/2017
<u> </u> **Signature of Reporting Person	Date
Dubai World, By: /s/ Hamad Buamim, Managing Director	09/11/2017
<u> </u> **Signature of Reporting Person	Date
Infinity World Holding Ltd., By: /s/ Hamad Buamim, Director	09/11/2017
<u> </u> **Signature of Reporting Person	Date
Infinity World Cayman Investments Corporation, By: /s/ Hamad Buamim, Director	09/11/2017
<u> </u> **Signature of Reporting Person	Date
Infinity World (Cayman) L.P., By: Infinity World (Cayman) Holding, its General Partner, By: /s/ Hamad Buamim, Director	09/11/2017
<u> </u> **Signature of Reporting Person	Date
Infinity World (Cayman) Holding, By: /s/ Hamad Buamim, Director	09/11/2017
<u> </u> **Signature of Reporting Person	Date
Infinity World Investments LLC, By: /s/ Hamad Buamim, Director	09/11/2017
<u> </u> **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).

(1) Infinity World Investments LLC, a Nevada limited liability company ("Infinity World"), is a direct wholly-owned subsidiary of Infinity World Cayman Investments Corporation, a Cayman Islands exempted company ("Cayman Investments"). Cayman Investments is a direct wholly-owned subsidiary of Infinity World (Cayman) L.P., a Cayman Islands exempted limited partnership ("Cayman LP"), for which Infinity World (Cayman) Holding, a Cayman Islands exempted company ("Cayman Holding"), is general partner. Cayman Holding is a direct wholly-owned subsidiary of Infinity World Holding Ltd., a Dubai, United Arab Emirates offshore corporation ("Infinity Holding") and a wholly-owned subsidiary of Dubai World. Dubai World is a decree entity of Dubai, United Arab Emirates government and 100% owned by the Government of Dubai ("DW").

(2) Following the transaction reported herein, Infinity World is a direct beneficial owner of 9,348,738 shares. Cayman LP is a direct beneficial owner of 11,500,000 shares. Cayman LP and Cayman Investments are each indirect beneficial owners of the 9,348,738 shares directly beneficially owned by Infinity World. DW, Infinity Holding and Cayman Holding are each indirect beneficial owners of the aggregate 20,848,738 shares directly beneficially owned by Infinity World and Cayman LP. Each of Infinity World, Cayman Investments, Cayman LP, Cayman Holding, Infinity Holding and DW (collectively, the "Dubai Entities") disclaim beneficial ownership of these shares except to the extent of that person's pecuniary interest therein. Mr. Grounds personally beneficially owns 2,300 shares of the Issuer's Common Stock and disclaims beneficial ownership of the shares beneficially owned by the Dubai Entities.

Remarks:

William W. Grounds is a director of the Issuer who was designated as a nominee for election to serve on the Issuer's board of directors.

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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