MGM Resorts International

Form 4

November 10, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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obligations

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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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

| 1. Name and A MURREN | Address of Reporti | ng Person * | 2. Issuer Name and Ticker or Trading Symbol MGM Resorts International [MGM] | 5. Relationship of Reporting Person(s) to Issuer | | | |
|----------------------|--------------------|-------------|---|---|--|--|--|
| | | | | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | X Director 10% Owner | | | |
| 3600 LAS V | VEGAS BLVD | o. SOUTH | 11/09/2016 | X Officer (give title Other (specify below) | | | |
| | | | | CHAIRMAN & CEO | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | | |
| | G | | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | |
| LAS VEGAS, NV 89109 | | | | Person | | | |
| (City) | (State) | (Zip) | Table I - Non-Derivative Securities Acq | quired, Disposed of, or Beneficially Owned | | | |
| 1 T:41 f | 2 Transportion Do | ta 24 Daam | and 2 4 Securities Acquired (A. |) on 5 Amount of 6 7 Note | | | |

| (City) | (State) | (Zip) Tak | ole I - Non- | Derivative : | Securi | ties Acquire | ed, Disposed of, o | r Beneficially | Owned |
|--|--------------------------------------|---|-----------------|------------------------------|-------------------------------|----------------------|--|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | onDisposed o (Instr. 3, 4 | of (D) and 5) (A) or | | 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 | 11/09/2016 | | Code V M | Amount 262,500 | (D) | Price | 1,171,984 | D | |
| Common Stock \$.01 Par Value ND | 11/09/2016 | | F | 171,975 | D | \$ 27.9857 | 1,000,009 | D | |
| Common Stock \$.01 Par Value ND | 11/09/2016 | | S | 90,525 | D | \$ 27.9861 (1) | 909,484 | D | |

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| Common | | | By |
|-----------|---------|---|---------|
| Stock | .= | | spousal |
| \$.01 Par | 175,329 | 1 | limited |
| Value ND | | | access |
| Value IVD | | | trusts |

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 number.

SEC 1474

(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) | ransactionDerivative ode Securities | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and An Underlying Sec (Instr. 3 and 4) |
|---|---|---|---|---|-------------------------------------|--------|--|--------------------|---|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title N |
| Employee Stock Appreciation Rights | \$ 11.36 | 11/09/2016 | | M | 26 | 62,500 | 10/04/2011(2) | 10/14/2017 | Common Stock \$.01 Par Value |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|----------------|-------|--|--|--|--|
| reporting o macrimum production | Director | 10% Owner | Officer | Other | | | | |
| MURREN JAMES 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109 | X | | CHAIRMAN & CEO | | | | | |

Signatures

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

**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)

Reporting Owners 2

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.70 to \$28.39, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range.

(2) Stock Appreciation Rights ("SARs") granted under the Plan. The SARs will vest in four equal annual installments beginning on the first anniversary of the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.