

JAMES PHYLLIS

Form 4

March 19, 2018

**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  
Number: 3235-0287  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
JAMES PHYLLIS

(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)  
03/15/2018

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 \_\_\_\_ Other (specify  
below) below)

CHIEF DIV &amp; CORP RESP OFFICER

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           | 8,961                                                                                                              | D                                                                    |                                                                   |

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  
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SEC 1474  
(9-02)

# Edgar Filing: JAMES PHYLLIS - Form 4

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    |                                             |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|---------------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                         | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                       | Amount<br>Number<br>Shares |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 03/15/2018                              |                                                             | A                                       |                                                                                                           | 2.8852                                                         |     | 10/06/2015                                                          | 10/06/2018         | Common<br>Stock<br>\$.01 Par<br>Value<br>ND | 2.8852                     |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 03/15/2018                              |                                                             | A                                       |                                                                                                           | 8.5071                                                         |     | 10/05/2016                                                          | 10/05/2019         | Common<br>Stock<br>\$.01 Par<br>Value<br>ND | 8.5071                     |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 03/15/2018                              |                                                             | A                                       |                                                                                                           | 9.8906                                                         |     | 10/03/2017                                                          | 10/03/2020         | Common<br>Stock<br>\$.01 Par<br>Value<br>ND | 9.8906                     |
| Restricted<br>Stock<br>Units                        | (1)                                                                   | 03/15/2018                              |                                                             | A                                       |                                                                                                           | 18.4888                                                        |     | 11/14/2018                                                          | 11/14/2021         | Common<br>Stock<br>\$.01 Par<br>Value<br>ND | 18.4888                    |

## Reporting Owners

| Reporting Owner Name / Address                                     | Relationships                    |
|--------------------------------------------------------------------|----------------------------------|
| JAMES PHYLLIS<br>3600 LAS VEGAS BLVD. SOUTH<br>LAS VEGAS, NV 89109 | Director 10% Owner Officer Other |
|                                                                    | CHIEF DIV & CORP RESP OFFICER    |

## Signatures

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

03/19/2018

\*\*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).
- Restricted Stock Units ("RSUs") granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. The RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date, subject to the terms of the Plan and applicable award agreement.
- (1)
  - (2) Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Resorts International's common stock and vest on the same dates and in the same relative proportions as the RSUs on which they accrue.

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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