

MGM Resorts International  
Form 8-K  
June 12, 2015

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 10, 2015**

**MGM RESORTS INTERNATIONAL**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
**of incorporation)**

**001-10362**  
**(Commission**  
**file number)**

**88-0215232**  
**(I.R.S. employer**  
**identification no.)**

**3600 Las Vegas Boulevard South,**

**89109**

**Las Vegas, Nevada**  
**(Address of principal executive**  
**offices)**

**(Zip code)**

**(702) 693-7120**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On June 10, 2015, MGM Resorts International (the Company), CityCenter Holdings, LLC, a joint venture which is 50% owned by a wholly-owned subsidiary the Company, and Bank of America, N.A., as collateral agent, entered into Amendment No. 1 (the Amendment) to the Third Amended and Restated Sponsor Completion Guarantee, dated as of October 16, 2013 (as amended, the Completion Guarantee), which, among other things, amended the definition of Completion Costs such that the Completion Guarantee was terminated and the Company was released from any liability thereunder.

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 10.1 to this Form 8-K and incorporated herein by reference.

**Item 1.02 Termination of a Material Definitive Agreement.**

The information included in Item 1.01 with respect to the Amendment is incorporated by reference into this Item 1.02.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

Exhibit No.	Description
10.1	Amendment No. 1 to the Third Amended and Restated Sponsor Completion Guarantee, dated June 10, 2015, by and among MGM Resorts International, CityCenter Holdings, LLC, and Bank of America, N.A.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 12, 2015

**MGM Resorts International**

By: /s/ Andrew Hagopian III

Name: Andrew Hagopian III

Title: Senior Vice President, Assistant  
General Counsel & Assistant Corporate  
Secretary

INDEX TO EXHIBITS

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