

MGM Resorts International  
 Form 4  
 September 01, 2016

**FORM 4**

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

OMB APPROVAL

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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

(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  
 Officer (give title below) \_\_\_ Other (specify below)  
 EVP GENERAL COUNSEL AND SECY

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
Common Stock \$.01 Par Value ND	09/01/2016		M		10,000	A	\$ 0
Common Stock \$.01 Par Value ND	09/01/2016		F		5,690	D	\$ 24.63
Common Stock \$.01 Par Value ND	09/01/2016		S		4,310	D	\$ 24.6521
							30,071

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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 of 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 89109

EVP 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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