

MGM Resorts International  
Form 4  
March 17, 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  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BALDWIN ROBERT**

(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)  
03/15/2017

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)

CHIEF CUSTOMER DEV OFFICER

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<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) |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                          |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                            | 32,605                                                                                                             | D                                                                    |                                                                   |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                            | 261,779                                                                                                            | I                                                                    | Robert H.<br>Baldwin<br>Trust                                     |

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**

SEC 1474  
(9-02)

**required to respond unless the form displays a currently valid OMB control number.**

**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 Securities (Instr. 3 and 4) |                 |                                       |                         |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-----------------|---------------------------------------|-------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date | Title                                 | Amount Number of Shares |
| Restricted Stock Units                     | (1)                                                    | 03/15/2017                           |                                                    | A                              |                                                                                         | 13.7028                                                  |     | 10/07/2014                                                    | 10/07/2017      | Common Stock<br>\$.01 Par Value<br>ND | 13.70                   |
| Restricted Stock Units                     | (1)                                                    | 03/15/2017                           |                                                    | A                              |                                                                                         | 25.4288                                                  |     | 10/06/2015                                                    | 10/06/2018      | Common Stock<br>\$.01 Par Value<br>ND | 25.42                   |
| Restricted Stock Units                     | (1)                                                    | 03/15/2017                           |                                                    | A                              |                                                                                         | 60.6107                                                  |     | 10/05/2016                                                    | 10/05/2019      | Common Stock<br>\$.01 Par Value<br>ND | 60.61                   |
| Restricted Stock Units                     | (1)                                                    | 03/15/2017                           |                                                    | A                              |                                                                                         | 62.6409                                                  |     | 10/03/2017                                                    | 10/03/2020      | Common Stock<br>\$.01 Par Value<br>ND | 62.64                   |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                  |       |
|---------------------------------------------------------------------|---------------|-----------|----------------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                          | Other |
| BALDWIN ROBERT<br>3600 LAS VEGAS BLVD. SOUTH<br>LAS VEGAS, NV 89109 | X             |           | CHIEF<br>CUSTOMER DEV<br>OFFICER |       |

## Signatures

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

03/17/2017

\_\_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

- (1) 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.

Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Resorts International's common

- (2) stock. The additional RSUs being reported reflect dividend equivalent rights at \$26.82 per RSU credited to the reporting person's account on 3/15/2017.

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.