

BALDWIN ROBERT  
Form 4  
October 10, 2017

**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 \*  
BALDWIN ROBERT

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)  
3600 LAS VEGAS BLVD. SOUTH  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
10/05/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
CHIEF CUSTOMER DEV OFFICER

LAS VEGAS, NV 89109

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	(A) or (D)	Price	
Common Stock \$.01 Par Value ND	10/05/2017		M		4,980	A	\$ 0 39,825	D
Common Stock \$.01 Par Value ND	10/05/2017		F		2,090	D	\$ 30.9 37,735	D
Common Stock \$.01 Par Value ND	10/06/2017		M		3,134	A	\$ 0 40,869	D

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Common Stock \$.01 Par Value ND	10/06/2017	F	1,316	D	\$ 30.81	39,553	D	
Common Stock \$.01 Par Value ND	10/06/2017	M	49,161 (1)	A	\$ 0	88,714	D	
Common Stock \$.01 Par Value ND	10/06/2017	F	20,624	D	\$ 30.81	68,090	D	
Common Stock \$.01 Par Value ND	10/07/2017	M	3,377	A	\$ 0	71,467	D	
Common Stock \$.01 Par Value ND	10/07/2017	F	1,418	D	\$ 30.81	70,049	D	
Common Stock \$.01 Par Value ND						261,779	I	Robert H. Baldwin Trust

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
Restricted Stock Units	(2)	10/05/2017		M	4,980	10/05/2016	10/05/2019	Common Stock \$.01 Par	4,980

								Value ND	
Restricted Stock Units	(2)	10/06/2017	M	3,134	10/06/2015	10/06/2018	\$0.01 Par Value ND	Common Stock	3,134
Performance Share Units	(3)	10/06/2017	M	49,161	10/06/2017	10/06/2017	\$0.01 Par Value ND	Common Stock	49,161
Restricted Stock Units	(2)	10/07/2017	M	3,377	10/07/2014	10/07/2017	\$0.01 Par Value ND	Common Stock	3,377

## Reporting Owners

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

## Signatures

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

10/10/2017

\*\*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).
- (1) Based on the average closing price of \$32.2932 over the 60-calendar-day period ending on the Vesting Date, as adjusted to include accrued dividend equivalents, approximately 1.08367 shares were issued on the Vesting Date per Performance Share Unit ("PSU").
- (2) Restricted Stock Units ("RSUs") granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of common stock.
- Performance Share Units ("PSUs") granted under the MGM Resorts International ("MGM Resorts") Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). Each PSU represents the right to receive between 0 and 1.6 shares of MGM Resorts common stock depending upon the performance of the common stock from the grant date to the date that is three years after the grant date (the "Vesting Date"), relative to a target price of \$29.80 (the "Target Price"). The Target Price is equal to 125% of the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the grant date. If the ending average stock price is less than 60% of the Target Price (the "Minimum Price"), then no shares will be issued on the Vesting Date. If the ending average stock price is equal to or greater than 160% of the Target Price (the "Maximum Price"), then 1.6 shares will be issued on the Vesting Date per PSU. If the ending average stock price is between the Minimum Price and the Maximum Price, then a number of shares will be issued on the Vesting Date per PSU equal to the ending average stock price divided by the Target Price. For this purpose, the ending average stock price is the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the Vesting Date.

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