

Mckinney-James Rose  
Form 4  
June 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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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Mckinney-James Rose

(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)

06/15/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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 Ownership (Instr. 4)
Common Stock \$.01 Par Value ND				(A) or (D) Code V Amount (D) Price	3,870	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  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

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

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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 or Number of Shares
Deferred Stock Units	(1)	06/15/2018		A		134.6263		(1)	(1)	Common Stock \$.01 Par Value ND	134.6263
Restricted Stock Units	(3)	06/15/2018		A		18.4246		(4)	(5)	Common Stock \$.01 Par Value ND	18.4246

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mckinney-James Rose 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X			

## Signatures

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

06/19/2018

**\*\*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).

Represents Deferred Stock Units ("DSUs") under the MGM Resorts International Deferred Compensation Plan for Non-Employee

(1) Directors. Each Deferred Stock Unit is the economic equivalent of one share of common stock. The Deferred Stock Units become payable upon the reporting person's termination of service as a Director.

(2) Dividend equivalent rights accrue with respect to these DSUs when and as dividends are paid on MGM Resorts International's common stock and become payable upon the reporting person's termination of service as a Director.

(3) 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.

(4) The RSUs will vest upon the earlier of (i) May 3, 2019 or (ii) the date of the Company's next annual meeting of stockholders, in each case subject to the terms of the Plan and applicable award agreement. Any fractional shares will be paid in cash upon settlement.

(5) RSUs do not have an expiration date.

(6)

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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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