MGM Resorts International
Form 8-K
March 27, 2019

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): March 27, 2019

MGM RESORTS INTERNATIONAL

(Exact name of registrant as specified in its charter)

DELAWARE	**001-10362**	**88-0215232**
(State or other jurisdiction of incorporation)	**(Commission file number)**	**(I.R.S. employer identification no.)**

3600 Las Vegas Boulevard South,

Las Vegas, Nevada **89109**
(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On March 27, 2019, MGM Resorts International (the Company) commenced an underwritten offering for $500 million of its senior notes due 2027 (the Offering) pursuant to a Registration Statement on Form S-3 filed by the Company on March 1, 2018. In connection with the Offering, the Company disclosed the following information to prospective investors in the preliminary prospectus supplement dated March 27, 2019 that supplements or updates certain prior disclosures of the Company:

As we previously noted on our 2018 earnings call on February 13, 2019, our 2018 first quarter results benefitted from higher than average table games hold and a more favorable casino calendar at our Las Vegas Strip resorts. In connection with this discussion, we further noted that hold in the first quarter of 2019 was not expected to be at a similar level. As a result, we believe our 2019 first quarter results will be affected by, among other things, likely lower hold levels, as well as a less profitable Chinese New Year, which was negatively impacted as a result of travel and other logistical issues due to the government shutdown. The foregoing represents management s preliminary views with respect to certain aspects of first quarter performance that could change as a result of operating activity before the quarter ends and in connection with completing our financial close procedures for the three months ended March 31, 2019. Prospective investors should exercise caution in relying on this information and should not draw any inferences from this information regarding financial or operating data not yet provided or available.

Statements in this Form 8-K that are not historical facts are forward-looking statements and safe harbor statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and/or uncertainties, including those described in the Company s public filings with the SEC. The Company has based forward-looking statements on management s current expectations and assumptions and not on historical facts. Examples of these statements include, but are not limited to, statements regarding managements views with respect to certain aspects of first quarter performance. Among the important factors that could cause actual results to differ materially from those indicated in such forward-looking statements include effects of economic conditions and market conditions in the markets in which the Company operates and competition with other destination travel locations throughout the United States and the world, the design, timing and costs of expansion projects, risks relating to international operations, permits, licenses, financings, approvals and other contingencies in connection with growth in new or existing jurisdictions and additional risks and uncertainties described in the Company s Form 10-K, Form 10-Q and Form 8-K reports (including all amendments to those reports). In providing forward-looking statements, the Company is not undertaking any duty or obligation to update these statements publicly as a result of new information, future events or otherwise, except as required by law. If the Company updates one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those other forward-looking statements.

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: March 27, 2019

MGM Resorts International

By: /s/ Andrew Hagopian III
Name: Andrew Hagopian III
Title: Chief Corporate Counsel & Assistant Secretary