MGM Resorts International

Form 4 June 09, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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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

may continue. See Instruction

(Print or Type Responses)

1(b).

obligations

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

HERMAN ALEXIS

MGM Resorts International [MGM]

(Check all applicable)

(Last)

(City)

(First)

3600 LAS VEGAS BLVD. SOUTH

(Street)

(State)

(Middle)

(Zip)

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

Director 10% Owner Officer (give title Other (specify

below)

4. If Amendment, Date Original

06/05/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

LAS VEGAS, NV 89109

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) or

Α

Reported Transaction(s)

14.914

(Instr. 3 and 4) (D) Price

\$0

Common

Stock \$.01 06/05/2014 Par Value

Code V Amount

9,485

M

D

ND

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

(9-02)

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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 or Derivative Securitie Acquired Disposed (Instr. 3, 5)	ve es d (A) or d of (D)	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	Amour or Number of Shares
Restricted Stock Units	Ш	06/05/2014		A	5,896		06/05/2015(2)	(3)	Common Stock \$.01 Par Value ND	5,896
Restricted Stock Units	(1)	06/05/2014		M		9,485	06/12/2014(4)	<u>(3)</u>	Common Stock \$.01 Par Value ND	9,485

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
HERMAN ALEXIS 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X					

Signatures

/s/ Andrew Hagopian III, Attorney-In-Fact 06/09/2014

**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) Restricted Stock Units (RSUs) granted under MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of Common Stock.
- (2) The RSUs will vest upon the earlier of (i) June 5, 2015 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.
- (3) RSUs do not have an expiration date.
- The RSUs will vest upon the earlier of (i) June 12, 2014 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. The RSUs accordingly vested on the date of the issuer's annual meeting, June 5, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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