MGM Resorts International

Par Value ND

Form 4

November 0	9, 2015										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									OMB APPROVAL		
									OMB Number:	3235-0287	
Check the if no lon	ger		. ~			~			Expires:	January 31, 2005	
subject to Section 16. Form 4 or				SECUI	RITIES				Estimated a burden hou response	verage	
Form 5 obligation may con See Instruction 1(b).	ons Section 17((a) of the F	Public U	tility Hol		pany	Act of	Act of 1934, 1935 or Section	ı		
(Print or Type	Responses)										
SANDERS COREY IAN Symbol MGM F					d Ticker or			5. Relationship of Reporting Person(s) to Issuer			
						ai [ivi	GWIJ	(Check all applicable)			
(Last) (First) (Middle) 3. Date o (Month/I 3600 LAS VEGAS BLVD., S. 11/05/2				Day/Year)	ransaction			Director 10% Owner Selfont Officer (give title Other (specify below)			
				endment, D nth/Day/Yea	rate Original			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
LAS VEGA	AS, NV 89109							Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative S	Securit	ies Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3) (Month/Day/Year)			3. Transaction Code (Instr. 8)	4. Securition Dispose (Instr. 3, 4	d of (I and 5)))	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Stock \$.01 Par Value ND	11/05/2015			M	40,000	A	\$ 0	74,762	D		
Common Stock \$.01 Par Value ND	11/05/2015			F	23,968	D	\$ 24.07	50,794	D		
Common Stock \$.01	11/05/2015			S	16,032	D	\$ 24	34,762	D		

\$ 24 (1)

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Common Stock \$.01 Par Value ND	11/05/2015	M	5,969	A	\$ 0	40,731	D	
Common Stock \$.01 Par Value ND	11/05/2015	F	2,504	D	\$ 23.91	38,227	D	
Common Stock \$.01 Par Value ND	11/05/2015	M	113,073 (2)	A	\$ 0	151,300	D	
Common Stock \$.01 Par Value ND	11/05/2015	F	47,435	D	\$ 23.91	103,865	D	
Common Stock \$.01 Par Value ND						11,474	I	By CIS 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 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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Date Securities (Month/Day/Yea Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and A Underlying So (Instr. 3 and 4
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Appreciation Rights	\$ 7.45	11/05/2015		M	40,000	08/03/2010(3)	08/03/2016	Common Stock \$.01 Par Value ND
Restricted Stock Units	<u>(4)</u>	11/05/2015		M	5,969	11/05/2013(4)	11/05/2016(4)	Common Stock

\$.01 Par Value ND

Common Stock

Performance **Share Units**

(5) 11/05/2015

M

 $72,124 \quad 11/05/2015^{(5)} \quad 11/05/2015^{(5)}$

\$.01 Par Value ND

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

SANDERS COREY IAN 3600 LAS VEGAS BLVD., S. LAS VEGAS, NV 89109

CHIEF OPERATING OFFICER

Signatures

(2)

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

11/09/2015

**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).
- The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$24.00 to \$24.01, (1) inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and
- Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range. Based on the average closing price of \$20.96 over the 60-calendar-day period ending on the Vesting Date, approximately 1.57 shares
- were issued on the Vesting Date per Performance Share Unit ("PSU"). Stock Appreciation Rights (SARs) granted under the MGM MIRAGE Amended and Restated 2005 Omnibus Incentive Plan (the "2005
- **(3)** Plan"). The SARs will vest in four equal installments beginning on August 3, 2010.
- Restricted Stock Units ("RSUs") granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. The RSUs were subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of MGM Resorts, during the six-month period ending on June 30, 2013. Because the performance criteria were met, the RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date.
 - 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 \$13.37 (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.

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.

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