

MGM Resorts International  
 Form 4  
 November 10, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**MURREN JAMES**

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)  
**11/09/2016**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**CHAIRMAN & CEO**

**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 \$0.01 Par Value ND | 11/09/2016                           |  | M                              |   | 262,500   | A  | \$ 0  |
| Common Stock \$0.01 Par Value ND | 11/09/2016                           |  | F                              |   | 171,975   | D  | \$ 27.9857  |
| Common Stock \$0.01 Par Value ND | 11/09/2016                           |  | S                              |   | 90,525  | D  | \$ 27.9861<br>(1)                                     |

|  |         |   |  |
|--|---------|---|--|
| Common<br>Stock<br>\$.01 Par<br>Value ND | 175,329 | I | By<br>spousal<br>limited<br>access<br>trusts |
|--|---------|---|--|

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and An<br>Underlying Sec<br>(Instr. 3 and 4) |   |
|---|---|---|---|---|---|--|---|---|
|   |   |   |   | Code                                    | V (A) (D)   | Date Exercisable   | Expiration<br>Date                                    | Title                                       |
| Employee<br>Stock<br>Appreciation<br>Rights         | \$ 11.36  | 11/09/2016                              |   | M                                       | 262,500   | 10/04/2011 <sup>(2)</sup>                                      | 10/14/2017  | Common<br>Stock<br>\$.01 Par<br>Value<br>ND |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| MURREN JAMES<br>3600 LAS VEGAS BLVD. SOUTH<br>LAS VEGAS, NV 89109 | X             |           | CHAIRMAN & CEO |       |

## Signatures

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

11/10/2016

\*\*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)

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The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$27.70 to \$28.39, 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.

- (2) Stock Appreciation Rights ("SARs") granted under the Plan. The SARs will vest in four equal annual installments beginning on the first anniversary of the grant date.

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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