

MGM Resorts International
Form 8-K
August 28, 2015

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): August 24, 2015

MGM RESORTS INTERNATIONAL

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

3600 Las Vegas Boulevard South,

001-10362
(Commission

file number)

88-0215232
(I.R.S. employer

identification no.)

89109

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Las Vegas, Nevada
(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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

(e) *Daniel J. D Arrigo Employment Agreement*

On August 24, 2015, MGM Resorts International, a Delaware corporation (the Company), and Daniel J. D Arrigo, the Company's Executive Vice President, Chief Financial Officer and Treasurer, entered into an employment agreement (the Employment Agreement), effective as of May 4, 2015 (the Effective Date). The Employment Agreement provides for a term of employment commencing on May 4, 2015 and ending on May 3, 2019.

The Employment Agreement provides a minimum annual base salary of \$875,000. Per the Employment Agreement, Mr. D Arrigo's annual target bonus (the Bonus), as determined under the Company's management incentive program, will be up to 150% of his base salary. The Employment Agreement also provides Mr. D Arrigo with certain other benefits and perquisites, which are discussed in detail in the Employment Agreement.

In the event of a termination of Mr. D Arrigo's employment as the result of his death or a termination by the Company due to disability, the Company will pay Mr. D Arrigo six months' salary payable at regular payroll intervals (less any payments received from an employer-paid short term disability policy).

In the event of a termination by the Company for no cause or by Mr. D Arrigo for good cause prior to the end of the term of the Employment Agreement, Mr. D Arrigo will receive (i) an amount equal to his annual base salary plus his target Bonus amount, payable in 12 monthly installments; (ii) any earned but unpaid discretionary bonus due to him; and (iii) a payment equal to 1.5 times the cost of COBRA for a coverage period of 12 months, payable in 12 monthly installments. If the Company terminates Mr. D Arrigo for no cause after the end of the term of the Employment Agreement (at which time he would be treated as an at-will employee of the Company), Mr. D Arrigo will receive a lump sum payment equal to the greater of (i) 13 weeks' base salary or (ii) 2 times the amount he would otherwise receive under the Company's then-effective discretionary severance policy. Any such severance payments will be subject to applicable taxes and Mr. D Arrigo's execution and non-revocation of a general release of claims.

The Employment Agreement also contains a non-compete covenant generally prohibiting Mr. D Arrigo from providing services to a competitor or soliciting employees or business contacts for 12 months following his termination of employment or for 12 months following the term of the Employment Agreement. In addition, the Employment Agreement mandates that Mr. D Arrigo's confidentiality obligations continue even after his termination of employment.

The foregoing description is not a complete description of the Employment Agreement and is qualified in its entirety by reference to the full text of the Employment Agreement, a copy of which is attached hereto as Exhibit 10.1 and incorporated by reference in this Item 5.02. Any capitalized terms not defined herein are defined in the Employment Agreement.

Item 9.01 Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

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Exhibit
No.

Description

10.1 Employment Agreement, dated as of August 24, 2015, by and between Daniel D Arrigo and MGM Resorts International

2

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: August 28, 2015

MGM Resorts International

By: /s/ Andrew Hagopian III

Name: Andrew Hagopian III

Title: Senior Vice President, Assistant
General Counsel & Assistant Secretary

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|--|
| 10.1 | Employment Agreement, executed as of August 24, 2015, by and between Daniel D Arrigo and MGM Resorts International |

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margin-top:0pt;margin-bottom:0pt">

Vestar Associates V, L.P.

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

Scotland

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING

PERSON

WITH

5

SOLE VOTING POWER

0

6

SHARED VOTING POWER

25,250,000 (See Item 4)

7

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

25,250,000 (See Item 4)

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,250,000 (See Item 4)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

68% (See Item 4)

TYPE OF REPORTING PERSON (See Instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based on 36,950,000 shares outstanding as of December 17, 2014 as disclosed in Civitas Solution, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2014 filed with the Commission on December 17, 2014.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Vestar Managers V Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 7 25,250,000 (See Item 4) SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 SHARED DISPOSITIVE POWER

WITH

25,250,000 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,250,000 (See Item 4)

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- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 68% (See Item 4)
- 12 TYPE OF REPORTING PERSON (See Instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based on 36,950,000 shares outstanding as of December 17, 2014 as disclosed in Civitas Solution, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2014 filed with the Commission on December 17, 2014.

1 NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY):

Daniel S. O Connell

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF

SHARES 6 0 SHARED VOTING POWER

BENEFICIALLY

OWNED BY EACH 7 25,250,000 (See Item 4) SOLE DISPOSITIVE POWER

REPORTING

PERSON 8 0 SHARED DISPOSITIVE POWER

WITH

25,250,000 (See Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

25,250,000 (See Item 4)

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- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions) "
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 68% (See Item 4)
- 12 TYPE OF REPORTING PERSON (See Instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based on 36,950,000 shares outstanding as of December 17, 2014 as disclosed in Civitas Solution, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2014 filed with the Commission on December 17, 2014.

This Amendment No. 1 on Schedule 13G/A amends and restates the statement on Schedule 13G filed by NMH Investment, LLC and other Reporting Persons named therein on February 10, 2015. The Schedule 13G is being amended and restated solely to include Vestar Capital Partners V-A, L.P., Vestar Capital Partners V-B, L.P., Vestar Executives V, L.P. and Vestar Co-Invest V, L.P. as additional Reporting Persons and joint filers. These Reporting Persons may be deemed to be indirect beneficial owners of the shares of the Company's common stock as described herein and were omitted in error from the original Schedule 13G. This Amendment No. 1 does not change any other information set forth in the original Schedule 13G.

Item 1(a) Name of Issuer:

Civitas Solutions, Inc. (the Company)

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are at 313 Congress Street, 6th Floor, Boston, Massachusetts 02210.

Item 2(a) Name of Person Filing:

This Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Act: NMH Investment, LLC (NMH Investment), Vestar Capital Partners V, L.P. (the Fund), Vestar Capital Partners V, L.P. (Fund V-A), Vestar Capital Partners V-B, L.P. (Fund V-B), Vestar/NMH Investors, LLC (Vestar/NMH Investors), Vestar Executives V, L.P. (Vestar Executives V), Vestar Co-Invest V, L.P. (Vestar Co-Invest V), Vestar Associates V, L.P. (Vestar Associates V), Vestar Managers V Ltd. (VMV) and Daniel S. O'Connell (collectively, the Reporting Persons)

The Reporting Persons have entered into a Joint Filing Agreement, dated August 25, 2015, a copy of which is attached as Exhibit A to this Statement, pursuant to which the Reporting Persons agreed to file this Schedule 13G and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the Reporting Persons is c/o Vestar Capital Partners, 245 Park Avenue, 41st Floor, New York, NY 10167.

Item 2(c) Citizenship:

The Fund, Fund V-A, Fund V-B, Vestar Executives V, Vestar Co-Invest V, and VMV were organized under the laws of the Cayman Islands.

Vestar Associates V was organized under the laws of Scotland.

NMH Investment and Vestar/NMH Investors were organized under the laws of the State of Delaware.

Mr. O Connell is a citizen of the United States.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock)

Item 2(e) CUSIP Number:

17887R102

Item 3 If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) " Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not applicable.

Item 4 Ownership:

13G

CUSIP No. 17887R102

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- (a) Amount beneficially owned: In the aggregate, the Reporting Persons beneficially own 25,250,000 shares of Common Stock. These shares are held directly by NMH Investment. The Fund, Fund V-A, Fund V-B and Vestar/NMH Investors are members of NMH Investment that have the power to appoint a majority of the members of the management committee of NMH Investment and as a result have the power to direct the management of NMH Investment's business, including the power to direct decisions of NMH Investment regarding the vote and disposition of securities held by NMH Investment. The Fund is the managing member of Vestar/NMH Investors, and Vestar Executives V and Vestar Co-Invest V are members of Vestar/NMH Investors. Vestar Associates V is the general partner of the Fund, Fund V-A, Fund V-B and Vestar Executives V. VMV is the general partner of Vestar Associates V and Vestar Co-Invest V. Daniel S. O'Connell is the sole director of VMV. As a result of these relationships, each Reporting Person may be deemed to have beneficial ownership of the shares held by NMH Investment. Each Reporting Person disclaims beneficial ownership of these securities except to the extent of his or its respective pecuniary interest therein.
- (b) Percent of class: In the aggregate, the Reporting Persons beneficially own 25,250,000 shares of the Common Stock, or 68% of the total number of shares outstanding, by virtue of the 25,250,000 shares of Common Stock owned directly by NMH Investment.

All percentages calculated in this Schedule 13G are based upon an aggregate of 36,950,000 shares outstanding as of December 17, 2014 as disclosed in the Company's Annual Report on Form 10-K filed on December 17, 2014.

- (c) Number of shares as to which such person has:
- (i) sole power to vote or to direct the vote: See Item 5 on the cover pages hereto.
 - (ii) shared power to vote or to direct the vote: See Item 6 on the cover pages hereto.
 - (iii) sole power to dispose or to direct the disposition of: See Item 7 on the cover pages hereto.
 - (iv) shared power to dispose or to direct the disposition of: See Item 8 on the cover pages hereto.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

Item 5 **Ownership of Five Percent or Less of a Class:**

Not Applicable.

Item 6 **Ownership of More Than Five Percent on Behalf of Another Person:**

Not Applicable.

Item 7 **Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:**

Not Applicable.

Item 8 **Identification and Classification of Members of the Group:**

See Items 2(a) - 2(c).

Item 9 **Notice of Dissolution of Group:**

Not Applicable.

Item 10 **Certification:**

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: August 25, 2015

By: /s/ Steven Della Rocca, as attorney-in-fact
for Daniel S. O Connell
Name: Daniel S. O Connell

NMH INVESTMENT, LLC

By: /s/ James L. Elrod, Jr.
Name: James L. Elrod, Jr.
Its: President

VESTAR CAPITAL PARTNERS V, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR CAPITAL PARTNERS V-A, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca

Its: Managing Director and General Counsel

[Signature Page to Schedule 13G]

VESTAR CAPITAL PARTNERS V-B, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR/NMH INVESTORS, LLC

By: Vestar Capital Partners V, L.P.
Its: Managing Member

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR EXECUTIVES V, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

[Signature Page to Schedule 13G]

VESTAR CO-INVEST V, L.P.

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR ASSOCIATES V, L.P.

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR MANAGERS V LTD.

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

[Signature Page to Schedule 13G]

INDEX TO EXHIBITS

Exhibit A Joint Filing Agreement

Exhibit B Power of Attorney of Daniel S. O Connell

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the Common Stock of Civitas Solutions, Inc. may be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: August 25, 2015

By: /s/ Steven Della Rocca, as attorney-in-fact
for Daniel S. O Connell
Name: Daniel S. O Connell

NMH INVESTMENT, LLC

By: /s/ James L. Elrod, Jr.
Name: James L. Elrod, Jr.
Its: President

VESTAR CAPITAL PARTNERS V, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR CAPITAL PARTNERS V-A, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

[Signature Page to Exhibit A to Schedule 13G]

VESTAR CAPITAL PARTNERS V-B, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR/NMH INVESTORS, LLC

By: Vestar Capital Partners V, L.P.
Its: Managing Member

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR EXECUTIVES V, L.P.

By: Vestar Associates V, L.P.
Its: General Partner

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

[Signature Page to Exhibit A to Schedule 13G]

VESTAR CO-INVEST V, L.P.

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR ASSOCIATES V, L.P.

By: Vestar Managers V Ltd.
Its: General Partner

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

VESTAR MANAGERS V LTD.

By: /s/ Steven Della Rocca
Name: Steven Della Rocca
Its: Managing Director and General Counsel

[Signature Page to Exhibit A to Schedule 13G]

Exhibit B**September 9, 2014****POWER OF ATTORNEY**

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints each of Rob Rosner, Steven Della Rocca and Brian Schwartz, signing singly, the undersigned's true and lawful attorney-in-fact to: (i) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director and/or owner of greater than 10% of the outstanding Common Stock of Civitas Solutions, Inc. (the Company), Forms 3, 4 and 5 (including any amendments, supplements or exhibits thereto) in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act), and the rules thereunder, as well as a Schedule 13D or Schedule 13G in accordance with Section 13(d) of the Exchange Act and the rules thereunder and any amendments thereto; (ii) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and Schedule 13D or 13G (including any amendments, supplements or exhibits thereto) and timely file such forms with the United States Securities and Exchange Commission and any stock exchange or similar authority, including the New York Stock Exchange; and (iii) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file reports or schedules under Section 16 and Section 13(d) of the Exchange Act with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of date first written above.

By: /s/ Daniel S. O Connell
Name: Daniel S. O Connell

Section 16 Power of Attorney Signature Page