

MGM Resorts International  
 Form 4  
 February 15, 2017

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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 \*  
**TRACINDA CORP**

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)  
**6725 VIA AUSTI PARKWAY,  
 SUITE 370**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**02/13/2017**

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 10% Owner  
 \_\_\_\_ Other (specify below)

(Street)  
**LAS VEGAS, NV 89119**

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

**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)
Common Stock	02/13/2017		X	(A) V Amount 2,000,000 (1)	\$ 23.9363	D	77,173,744
Common Stock	02/14/2017		X	(A) V Amount 2,000,000 (1)	\$ 23.9363	D	75,173,744

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)

Edgar Filing: MGM Resorts International - Form 4

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	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	Amount
Covered Call Options	\$ 23.9363	02/13/2017		X	2,000,000	02/13/2017	02/21/2017	Common Stock	2,000,000
Covered Call Options	\$ 23.9363	02/14/2017		X	2,000,000	02/14/2017	02/21/2017	Common Stock	2,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRACINDA CORP 6725 VIA AUSTI PARKWAY, SUITE 370 LAS VEGAS, NV 89119		X		
Mandekic Anthony Leo 6725 VIA AUSTI PARKWAY, SUITE 370 LAS VEGAS, NV 89119		X		

## Signatures

TRACINDA CORPORATION, By: Anthony L Mandekic, CEO, President and Secretary/Treasurer, By: /s/ Janet S. McCloud, Attorney-in-Fact for Mr. Mandekic \*\* 02/15/2017  
 \*\*Signature of Reporting Person Date

ANTHONY L. MANDEKIC, By: /s/ Janet S. McCloud, Attorney-in-Fact for Mr. Mandekic \*\* 02/15/2017  
 \*\*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) Sold upon exercise of Covered Call Options sold by the Reporting Person on June 13, 2016.

### Remarks:

\*\* Power of Attorney, dated June 7, 2016, previously filed as Exhibit 99.3 to a Schedule 13D filed by the Reporting Person on 02/15/2017.  
 Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

## Edgar Filing: MGM Resorts International - Form 4

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.