### Edgar Filing: D'ARRIGO DANIEL - Form 4

D'ARRIGO I Form 4	DANIEL										
October 23, 2	2018										
FORM	14									PPROVAL	
	UNITED	STATES		ITIES Al hington,			IGE (	COMMISSION	OMB Number:	3235-0287	
Check thi if no long subject to Section 1 Form 4 o	6.	IENT O	OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires:January 31Estimated averageburden hours perresponse0.5		
Form 5 obligation may cont <i>See</i> Instru 1(b).	ns inue. Section 17(	a) of the		ility Hold	ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	·		
(Print or Type F	Responses)										
1. Name and Address of Reporting Person <u>*</u> D'ARRIGO DANIEL			2. Issuer Name <b>and</b> Ticker or Trading Symbol MGM Resorts International [MGM]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)	3. Date of	Earliest Tra	insaction			(Chec	ck all applicable	e)	
3600 LAS V	/EGAS BLVD. S	SOUTH	(Month/Da 10/19/20	-				Director X Officer (give below) EXECUTIVE V	e title Oth below)	6 Owner er (specify ENT & CFO	
	(Street)			ndment, Dat th/Day/Year)	e Original			6. Individual or Jo Applicable Line)	-	-	
LAS VEGA	S, NV 89109							_X_ Form filed by M Form filed by M Person	One Reporting Pe More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	ecurit	ies Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	) Execution any	emed on Date, if /Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D) 4 and (A) or	) 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)		
Common Stock \$.01 Par Value ND					Amount	(D)	Price	237,026	D		

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)

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. Transactio Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Restricted Stock Units	<u>(1)</u>	10/19/2018		А	23,265	10/19/2019	10/19/2022	Common Stock \$.01 Par Value ND	23,265

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
FB	Director	10% Owner	Officer	Other			
D'ARRIGO DANIEL 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109			EXECUTIVE VICE PRESIDENT & CFO				
Signatures							
/s/ Andrew Hagopian III, Attorney-In-Fact		10/23/2018					
**Signature of Reporting Person		Date					
Explanation of Respo	nses	:					

### 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).

Restricted Stock Units ("RSUs") granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of MGM Resorts, during the six-month

(1) Infinitum performance chieffa set by the Compensation Committee of the Board of Directors of MOM Resolts, during the six-month period ending on June 30, 2019 (the "Measurement Date"). Provided such criteria are met, the RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date. If such criteria are not met, then the RSUs will automatically expire on the Measurement Date without any shares being issued.

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.