

MGM Resorts International
Form 4
June 14, 2016

FORM 4

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

OMB APPROVAL

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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 *
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)
06/13/2016

____ Director 10% Owner
____ Officer (give title below) ____ 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 Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8) Code	(A) or (D) (Instr. 3, 4, and 5)	Disposed of (Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
Covered Call Option (obligation to sell)	\$ 23.9363	06/13/2016	S	(A)	20,000,000	02/07/2017	02/21/2017	Common Stock	20

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	X		

Signatures

TRACINDA CORPORATION, By: Anthony L Mandekic, CEO, President and Secretary/Treasurer, By: /s/ Janet S. McCloud, Attorney-in-Fact for Mr. Mandekic 06/14/2016
__Signature of Reporting Person Date

ANTHONY L. MANDEKIC, By: /s/ Janet S. McCloud, Attorney-in-Fact for Mr. Mandekic 06/14/2016
__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).

Remarks:

Power of Attorney, dated June 7, 2016, previously filed as Exhibit 99.3 to a Schedule 13D filed by the Reporting Person on 6/7/2016.
 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.