

MGM Resorts International  
 Form 4  
 February 17, 2017

**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**

(Last) (First) (Middle)

6725 VIA AUSTI PARKWAY,  
 SUITE 370

(Street)

LAS VEGAS, NV 89119

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MGM Resorts International [MGM]

3. Date of Earliest Transaction (Month/Day/Year)

02/15/2017

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

\_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/15/2017                           |  | X                              | 2,000,000 (1)   | \$ 23.9363  | D  | 73,173,744  |
| Common Stock                    | 02/16/2017                           |  | X                              | 2,000,000 (1)   | \$ 23.9363  | D  | 71,173,744  |

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. 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 Number Shares |
| Covered Call Options                       | \$ 23.9363   | 02/15/2017                           |  | X                              | 2,000,000   | 02/15/2017   | 02/21/2017  | Common Stock | 2,000,000            |
| Covered Call Options                       | \$ 23.9363   | 02/16/2017                           |  | X                              | 2,000,000   | 02/16/2017   | 02/21/2017  | Common Stock | 2,000,000            |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| TRACINDA CORP<br>6725 VIA AUSTI PARKWAY, SUITE 370<br>LAS VEGAS, NV 89119        |               | X         |         |       |
| Mandekic Anthony Leo<br>6725 VIA AUSTI PARKWAY, SUITE 370<br>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 | 02/17/2017 |
| __Signature of Reporting Person   | Date       |
| ANTHONY L. MANDEKIC, By: /s/ Janet S. McCloud, Attorney-in-Fact for Mr. Mandekic  | 02/17/2017 |
| __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

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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