

MGM Resorts International
 Form 4
 December 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 *
D'ARRIGO DANIEL

(Last) (First) (Middle)

3600 LAS VEGAS BLVD. SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MGM Resorts International [MGM]

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

12/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 EXECUTIVE VICE PRESIDENT & CFO

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock \$.01 Par Value ND | 12/13/2016 | | M | | 37,500 | A | \$ 0 |
| | | | | | | | 158,722 |
| | | | | | | | D |
| Common Stock \$.01 Par Value ND | 12/13/2016 | | M | | 50,000 | A | \$ 0 |
| | | | | | | | 208,722 |
| | | | | | | | D |
| Common Stock \$.01 Par Value ND | 12/13/2016 | | F | | 23,951 | D | \$ 30.09 |
| | | | | | | | 184,771 |
| | | | | | | | D |

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| | | | | | | | |
|--|------------|---|--------|---|----------------------|---------|---|
| Common Stock \$.01 Par Value ND | 12/13/2016 | F | 30,931 | D | \$ 30.09 | 153,840 | D |
| Common Stock \$.01 Par Value ND | 12/13/2016 | S | 13,549 | D | \$ 30.0701 (1) | 140,291 | D |
| Common Stock \$.01 Par Value ND | 12/13/2016 | S | 19,069 | D | \$ 30.0701 (1) | 121,222 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Appreciation Rights | \$ 11.36 | 12/13/2016 | | M | 37,500 | 10/04/2011 ⁽²⁾ 10/04/2017 | Common Stock \$.01 Par Value ND |
| Employee Stock Appreciation Rights | \$ 10.32 | 12/13/2016 | | M | 50,000 | 09/12/2012 ⁽²⁾ 09/12/2018 | Common Stock \$.01 Par Value ND |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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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

12/14/2016

__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).
The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$30.02 to \$30.13, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate prices within the range.
- (2) Stock Appreciation Rights ("SARs") granted under the Plan. The SARs will vest in four equal annual installments beginning on the first anniversary of the grant date.

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.