

MGM Resorts International  
Form 4  
October 08, 2015

**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 \*  
**BALDWIN ROBERT**

(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)

10/06/2015

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)

CHIEF CUSTOMER DEV OFFICER

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |                                   |
| Common Stock \$.01 Par Value ND | 10/06/2015                           |  | M                              |   | 3,099 A \$ 0  | 59,540   | D                                 |
| Common Stock \$.01 Par Value ND | 10/06/2015                           |  | F                              |   | 1,301 D \$ 20.44  | 58,239   | D                                 |
| Common Stock \$.01 Par Value ND | 10/07/2015                           |  | M                              |   | 3,341 A \$ 0  | 61,580   | D                                 |

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|  |            |   |       |   |             |        |   |                            |
|--|------------|---|-------|---|-------------|--------|---|----------------------------|
| Common<br>Stock \$.01<br>Par Value<br>ND | 10/07/2015 | F | 1,402 | D | \$<br>20.72 | 60,178 | D |                            |
| Common<br>Stock \$.01<br>Par Value<br>ND |            |   |       |   |             | 7,579  | I | Robert<br>Baldwin<br>Trust |

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

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |   |  |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
|   |  |   |   | Code                                 | V (A) (D)   | Date<br>Exercisable  | Expiration<br>Date  | Title                                       | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>   | 10/06/2015                              |   | M                                    | 3,099   | 10/06/2015   | 10/06/2018  | Common<br>Stock<br>\$.01 Par<br>Value<br>ND | 3,099                                  |
| Restricted<br>Stock<br>Units                        | <u>(2)</u>   | 10/07/2015                              |   | M                                    | 3,341   | 10/07/2014   | 10/07/2017  | Common<br>Stock<br>\$.01 Par<br>Value<br>ND | 3,341                                  |

## Reporting Owners

| Reporting Owner Name / Address               | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| BALDWIN ROBERT<br>3600 LAS VEGAS BLVD. SOUTH | X             |           | CHIEF<br>CUSTOMER DEV |       |

LAS VEGAS, NV 89109

OFFICER

## Signatures

/s/ Andrew Hagopian III,  
Attorney-In-Fact

10/08/2015

\_\_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).

Restricted Stock Units ("RSUs") granted under the 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

- (1) Board of Directors of MGM Resorts, during the six-month period ending on June 30, 2015 (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.

Restricted Stock Units ("RSUs") granted under the 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

- (2) Board of Directors of MGM Resorts, during the six-month period ending on June 30, 2014 (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.

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