

MGM Resorts International  
Form 8-K  
December 19, 2013

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 19, 2013**

**MGM RESORTS INTERNATIONAL**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**

**of incorporation)**

**3600 Las Vegas Boulevard South,**

**001-10362**  
**(Commission**

**file number)**

**88-0215232**  
**(I.R.S. employer**

**identification no.)**

**89109**

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**Las Vegas, Nevada**  
**(Address of principal executive offices)** **(Zip code)**  
**(702) 693-7120**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 19, 2013, the Company issued \$500 million in aggregate principal amount of its 5.250% Senior Notes due 2020 (the Notes ) pursuant to the Indenture, dated as of March 22, 2012 (the Base Indenture ), between the Company and U.S. Bank National Association, as trustee (the Trustee ), as supplemented by a third supplemental indenture, dated as of December 19, 2013 (the Third Supplemental Indenture ), among the Company, the subsidiary guarantors named therein and the Trustee. A copy of the Third Supplemental Indenture is filed herewith as Exhibit 4.1.

The Notes were offered and sold pursuant to the Company's automatic shelf registration statement on Form S-3 (Registration No. 333-180112) (the Registration Statement ) filed with the Securities and Exchange Commission (the SEC ) on March 15, 2012, as amended by Post-Effective Amendment No. 1 dated March 15, 2012, Post-Effective Amendment No. 2 dated December 6, 2012, and Post-Effective Amendment No. 3 dated December 16, 2013, as supplemented by the final prospectus supplement, dated December 16, 2013 and filed with the SEC on December 17, 2013.

The notes will be guaranteed, jointly and severally, on a senior basis by the Company's subsidiaries that guarantee its senior secured credit facility and the Company's existing notes, except for Nevada Landing Partnership, unless and until the Company obtains Illinois gaming approval. The Notes will not be guaranteed by the Company's foreign subsidiaries and certain domestic subsidiaries, including MGM Grand Detroit, LLC which is a borrower under the Company's senior secured credit facility and MGM China Holdings Limited and its subsidiaries.

The Company plans to use the net proceeds of the offering for general corporate purposes, which may include repaying a portion of its outstanding 5.875% senior notes due February 2014 at maturity.

The above description of the Base Indenture, the Third Supplemental Indenture and the Notes are summaries only and are qualified in their entirety by the terms of such agreements and instruments, respectively. The Third Supplemental Indenture is incorporated by reference into the Registration Statement.

In connection with the offering of the Notes, the Company is filing as Exhibit 5.1 hereto an opinion of counsel addressing the validity of the Notes. Such opinion is incorporated by reference into the Registration Statement.

**Item 8.01 Other Events.**

In connection with the offering of the Notes, on December 16, 2013, the Company entered into an underwriting agreement (the Underwriting Agreement ) among the Company, the guarantors named therein and Deutsche Bank Securities, Inc., as representative of the several underwriters named therein (the Underwriters ). Pursuant to the Underwriting Agreement and subject to the terms and conditions expressed therein, the Company agreed to sell the Notes and the Underwriters agreed to purchase the Notes for resale to the public.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto. The Underwriting Agreement is also incorporated by reference into the Company's Registration Statement.

The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of the Underwriting Agreement and as of the specific date (or dates) set forth therein, and were solely for the benefit of the parties to the Underwriting Agreement and are subject to certain limitations as agreed upon by the contracting parties. In addition, the representations, warranties and covenants contained in the Underwriting Agreement may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries of the Underwriting Agreement and should not rely on the representations,

warranties and covenants contained therein, or any descriptions thereof, as characterizations of

the actual state of facts or conditions of the Company. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Underwriting Agreement, which subsequent developments may not be fully reflected in the Company's public disclosure.

**Item 9.01 Financial Statements and Exhibits.**

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits:

Exhibit No.	Description
1.1	Underwriting Agreement, dated December 16, 2013, among MGM Resorts International, the guarantors named therein and Deutsche Bank Securities, Inc., as representative of the several underwriters named therein
4.1	Third Supplemental Indenture, dated December 19, 2013, among MGM Resorts International, the guarantors named therein and U.S. Bank National Association, as trustee, to the Indenture, dated as of March 22, 2012, among MGM Resorts International and U.S. Bank National Association, as trustee, relating to the 5.250% senior notes due 2020
5.1	Opinion of Milbank, Tweed, Hadley & McCloy LLP

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: December 19, 2013

**MGM Resorts International**

By: /s/ Andrew Hagopian III  
Name: Andrew Hagopian III

Title: Vice President, Deputy General  
Counsel & Assistant Corporate Secretary

INDEX TO EXHIBITS

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