

GROUNDS WILLIAM WARWICK
 Form 4
 September 11, 2017

FORM 4

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

OMB APPROVAL

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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 *
GROUNDS WILLIAM WARWICK

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)
 3600 LAS VEGAS BLVD. SOUTH,

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/07/2017

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

See Remarks

(Street)

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

LAS VEGAS, NV 89109

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 09/07/2017 | | D | 5,200,000 (2) | \$ 20,848,738 (2) | I (2) | See Footnotes (1) (2) |

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)

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| 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|---------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| GROUNDS WILLIAM WARWICK 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109 | X | | | | See Remarks |
| Dubai World EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0 | X | | | | See Remarks |
| Infinity World Holding Ltd. EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0 | X | | | | See Remarks |
| Infinity World Cayman Investments Corp EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0 | X | | | | See Remarks |
| Infinity World (Cayman) L.P. EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0 | X | | | | See Remarks |
| Infinity World (Cayman) Holding EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0 | X | | | | See Remarks |
| Infinity World Investments LLC EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0 | X | | | | See Remarks |

Signatures

| | |
|---|------------|
| William Warwick Grounds, By: /s/ William Warwick Grounds | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Dubai World, By: /s/ Hamad Buamim, Managing Director | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Infinity World Holding Ltd., By: /s/ Hamad Buamim, Director | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Infinity World Cayman Investments Corporation, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Infinity World (Cayman) L.P., By: Infinity World (Cayman) Holding, its General Partner, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Infinity World (Cayman) Holding, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Infinity World Investments LLC, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| **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) Infinity World Investments LLC, a Nevada limited liability company ("Infinity World"), is a direct wholly-owned subsidiary of Infinity World Cayman Investments Corporation, a Cayman Islands exempted company ("Cayman Investments"). Cayman Investments is a direct wholly-owned subsidiary of Infinity World (Cayman) L.P., a Cayman Islands exempted limited partnership ("Cayman LP"), for which Infinity World (Cayman) Holding, a Cayman Islands exempted company ("Cayman Holding"), is general partner. Cayman Holding is a direct wholly-owned subsidiary of Infinity World Holding Ltd., a Dubai, United Arab Emirates offshore corporation ("Infinity Holding") and a wholly-owned subsidiary of Dubai World. Dubai World is a decree entity of Dubai, United Arab Emirates government and 100% owned by the Government of Dubai ("DW").

(2) Following the transaction reported herein, Infinity World is a direct beneficial owner of 9,348,738 shares. Cayman LP is a direct beneficial owner of 11,500,000 shares. Cayman LP and Cayman Investments are each indirect beneficial owners of the 9,348,738 shares directly beneficially owned by Infinity World. DW, Infinity Holding and Cayman Holding are each indirect beneficial owners of the aggregate 20,848,738 shares directly beneficially owned by Infinity World and Cayman LP. Each of Infinity World, Cayman Investments, Cayman LP, Cayman Holding, Infinity Holding and DW (collectively, the "Dubai Entities") disclaim beneficial ownership of these shares except to the extent of that person's pecuniary interest therein. Mr. Grounds personally beneficially owns 2,300 shares of the Issuer's Common Stock and disclaims beneficial ownership of the shares beneficially owned by the Dubai Entities.

Remarks:

William W. Grounds is a director of the Issuer who was designated as a nominee for election to serve on the Issuer's board of

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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