

JAMES PHYLLIS  
Form 4  
October 10, 2018

**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 \*  
JAMES PHYLLIS

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)

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

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

3600 LAS VEGAS BLVD. SOUTH

10/05/2018

CHIEF DIV & CORP RESP OFFICER

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock \$.01 Par Value ND	10/05/2018		M		19,685 (1)	A	\$ 0 29,395 D
Common Stock \$.01 Par Value ND	10/05/2018		F		4,794	D	\$ 26.24 24,601 D
Common Stock \$.01 Par Value ND	10/05/2018		M		3,645 (2)	A	\$ 0 28,246 D

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Common Stock \$.01 Par Value ND	10/05/2018	F	888	D	\$ 26.24	27,358	D
Common Stock \$.01 Par Value ND	10/05/2018	M	1,279	A	\$ 0	28,637	D
Common Stock \$.01 Par Value ND	10/05/2018	F	312	D	\$ 26.24	28,325	D
Common Stock \$.01 Par Value ND	10/06/2018	M	867	A	\$ 0	29,192	D
Common Stock \$.01 Par Value ND	10/06/2018	F	213	D	\$ 26.24	28,979	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Share Units	(3)	10/05/2018		M	17,583.1989	10/05/2018	10/05/2018	Common Stock \$.01 Par Value ND
Profit Growth Plan Performance Share Units	(4)	10/05/2018		M	3,255.8059	10/05/2018	10/05/2018	Common Stock \$.01 Par Value ND



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Performance End Date per Profit Growth PSU. If the ending average stock price is between the Minimum Price and the Maximum Price, then a number of shares will be issued on the Performance End Date per Profit Growth PSU equal to the ending average stock price divided by the Target Price. For this purpose, the ending average stock price is the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the Performance End Date.

- (5) Restricted Stock Units ("RSUs") granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. Any fractional shares were paid in cash upon settlement.
- (6) RSUs granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. Any fractional shares were paid in cash upon settlement.

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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