

MGM Resorts International  
Form SC 13D/A  
October 21, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D/A**

**Under Rule 13d-1 of the Securities Exchange Act of 1934**

**(Amendment No. 34)**

**MGM Resorts International**

(Name of Issuer)

**Common Stock, par value \$.01 per share**

(Title of Class of Securities)

**552953 10 1**

(CUSIP Number)

**Richard E. Sobelle, Esq.**

**Tracinda Corporation**

**150 South Rodeo Drive, Suite 250**

**Beverly Hills, CA 90212**

**(310) 271-0638**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

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October 20, 2010

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 552953 10 1

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Tracinda Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

Nevada

Number of 7. Sole Voting Power

Shares

Beneficially 135,341,044 shares

Owned by 8. Shared Voting Power

Each

Reporting 0 shares  
Person 9. Sole Dispositive Power

Person

With

135,341,044 shares  
10. Shared Dispositive Power

0 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

135,341,044 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

28.1\*

14. Type of Reporting Person (See Instructions)

CO

\* Percentage calculated on the basis of 482,365,521 shares of common stock issued and outstanding as of October 18, 2010, based upon information contained in the Company's Prospectus Supplement, dated October 12, 2010.

CUSIP No. 552953 10 1

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Kirk Kerkorian

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

Number of 7. Sole Voting Power

Shares

Beneficially 135,341,044 shares

Owned by 8. Shared Voting Power

Each

Reporting 0 shares  
9. Sole Dispositive Power

Person

With

135,341,044 shares  
10. Shared Dispositive Power

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0 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

135,341,044 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

28.1%\*

14. Type of Reporting Person (See Instructions)

IN

\* Percentage calculated on the basis of 482,365,521 shares of common stock issued and outstanding as of October 18, 2010, based upon information contained in the Company's Prospectus Supplement, dated October 12, 2010.

This Amendment No. 34 amends and supplements the Statement on Schedule 13D filed by Tracinda Corporation, a Nevada corporation ( Tracinda ), and Mr. Kirk Kerkorian, the sole shareholder of Tracinda, with the Securities and Exchange Commission (the SEC ) on August 20, 1991, as amended on June 8, 1992, October 16, 1992, February 22, 1994, March 11, 1994, November 20, 1995, January 24, 1997, September 25, 1997, August 3, 1998, August 21, 1998, September 1, 1998, June 11, 1999, November 16, 1999, April 18, 2000, February 9, 2001, May 21, 2001, November 2, 2001, May 21, 2007, June 20, 2007, August 7, 2007, August 22, 2007, March 5, 2008, July 8, 2008, September 3, 2008, October 16, 2008, February 19, 2009, May 18, 2009, May 20, 2009, September 9, 2009, October 20, 2009, April 16, 2010, October 13, 2010 and October 18, 2010, and as amended by that certain Schedule TO-T filed by Tracinda and Mr. Kerkorian with the SEC on December 4, 2006, as amended (as so amended, the Schedule 13D ), relating to the common stock, \$.01 par value per share ( Common Stock ), of MGM Resorts International, a Delaware corporation (the Company ). Capitalized terms used herein and not otherwise defined in this Amendment No. 34 shall have the meaning set forth in the Schedule 13D.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Schedule 13D is hereby amended by adding the following information:

On October 20, 2010, Tracinda rescinded its previous instructions to BOA to terminate the Credit Agreement, which was scheduled to take effect on October 22, 2010, and instructed BOA that the commitment under the Credit Agreement is to be \$25,000,000, effective October 22, 2010. All other terms of the Credit Agreement, including the Pledge Agreement remain in effect, and the Pledged Collateral will remain pledged to BOA. A copy of the letter of instructions is attached hereto as an exhibit and incorporated herein by this reference.

**Item 7. Material to be Filed as Exhibits.**

**Exhibit**

**No. Description**

99.1 Letter of Instructions, dated October 20, 2010.

**SIGNATURE**

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

October 20, 2010

TRACINDA CORPORATION

By: /s/ Anthony L. Mandekic  
**Anthony L. Mandekic**  
Secretary/Treasurer

KIRK KERKORIAN

By: /s/ Anthony L. Mandekic  
**Anthony L. Mandekic**  
Attorney-in-Fact \*

\* Power of Attorney previously filed as Exhibit A to the Schedule 13D.