#### SPIERKEL GREGORY M

Form 4

December 18, 2018

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

**OMB** Number:

3235-0287

0.5

Check this box if no longer

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

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Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SPIERKEL GREGORY M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

MGM Resorts International [MGM]

(Check all applicable)

(Last)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

X Director

10% Owner

3600 LAS VEGAS BLVD. SOUTH

(Street)

(State)

12/14/2018

(Month/Day/Year)

Officer (give title below)

Other (specify

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Filed(Month/Day/Year)

Person

LAS VEGAS, NV 89109

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

(City)

(Month/Day/Year) Execution Date, if

2. Transaction Date 2A. Deemed

(Month/Day/Year)

4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

Code V Amount (D)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect (I)

(Instr. 4)

Beneficial Ownership (Instr. 4)

(A) or

Reported Transaction(s)

(Instr. 3 and 4) Price

5,000

Following

Common

Stock \$.01 Par Value ND

I

By grantor 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)

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D	Date Exercisable and Amount of Expiration Date Underlying Securities (Instr. 3 and 4)		Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	<u>(1)</u>	12/14/2018		С	156.9021	<u>(1)</u>	<u>(1)</u>	Common Stock \$.01 Par Value ND	156.902
Restricted Stock Units	(3)	12/14/2018		A	21.9242	<u>(4)</u>	<u>(5)</u>	Common Stock \$.01 Par Value ND	21.9242

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
SPIERKEL GREGORY M 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X					

# **Signatures**

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

\*\*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).
- Represents Deferred Stock Units ("DSUs") under the MGM Resorts International Deferred Compensation Plan for Non-Employee (1) Directors. Each Deferred Stock Unit is the economic equivalent of one share of common stock. The Deferred Stock Units become payable upon the reporting person's termination of service as a Director. Any fractional shares will be paid in cash upon settlement.
- (2) Dividend equivalent rights accrue with respect to these DSUs when and as dividends are paid on MGM Resorts International's common stock and become payable upon the reporting person's termination of service as a Director.
- (3) Restricted Stock Units ("RSUs") granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock.
- (4) The RSUs will vest upon the earlier of (i) May 3, 2019 or (ii) the date of the Company's next annual meeting of stockholders, in each case subject to the terms of the Plan and applicable award agreement. Any fractional shares will be paid in cash upon settlement.

(5) RSUs do not have an expiration date.

**(6)** 

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Dividend equivalent rights accrue with respect to these RSUs when and as dividends are paid on MGM Resorts International's common stock and vest on the same dates and in the same relative proportions as the RSUs on which they accrue.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.