MGM Resorts International
Form SC 13D/A
February 22, 2017

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. 49)

MGM Resorts International

(Name of Issuer)

Common Stock, par value $.01 per share

(Title of Class of Securities)

552953 10 1

(CUSIP Number)

Anthony L. Mandekic

Tracinda Corporation

6725 Via Austi Parkway, Suite 370

Las Vegas, NV 89119

(702) 978-6161

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

February 21, 2017

(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 Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	0 shares
	8. Shared Voting Power	67,173,744 shares
	9. Sole Dispositive Power	0 shares
	10. Shared Dispositive Power	67,173,744 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

67,173,744 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)

11.7%*

14. Type of Reporting Person (See Instructions)

CO

* Percentage calculated on the basis of 573,366,718 shares of common stock issued and outstanding as of November 4, 2016, based upon information contained in the Company s Quarterly Report Form 10-Q for the period ended November 30, 2016.

CUSIP No. 552953 10 1

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

Anthony L. Mandekic

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 Shares Beneficially Owned by Each Reporting Person With	7. Sole Voting Power	53,357 shares
	8. Shared Voting Power	67,173,744 shares
	9. Sole Dispositive Power	53,357 shares
	10. Shared Dispositive Power	67,173,744 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

67,227,101 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)

11.7%*

14. Type of Reporting Person (See Instructions)

IN

* Percentage calculated on the basis of 573,366,718 shares of common stock issued and outstanding as of November 4, 2016, based upon information contained in the Company s Quarterly Report Form 10-Q for the period ended November 30, 2016.

This Amendment No. 49 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, October 18, 2010 (two filings), October 21, 2010, November 12, 2010, January 28, 2011, April 20, 2011, August 18, 2011, February 28, 2012, April 4, 2012, March 14, 2013, September 18, 2013, June 16, 2015, June 14, 2016. August 17, 2016. September 1, 2016, February 13, 2017 and February 17, 2017, 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. 49 shall have the meaning set forth in the Schedule 13D.

Item 4. Purpose of Transaction.
Item 4 of the Schedule 13D is hereby amended to add the following information:

The Covered Call Options which Tracinda sold to UBS pursuant to a Long Form ISDA Master Agreement on June 13, 2016, began to mature on February 7, 2017, at the rate of 2,000,000 shares of Common Stock per trading day, with the last tranche which matured on February 21, 2017. The closing price of the Common Stock was above the strike price of $23.9363 on February 17 and 21. Tracinda received notices from UBS that these tranches of the Covered Call Options would be settled on February 23 and 24, respectively, at each of which times 2,000,000 shares of Common Stock will be transferred by Tracinda to UBS and $47,872,600 will be delivered to Tracinda. No further Covered Call Options are outstanding.

Tracinda continues to believe there is substantial value in the assets of MGM Resorts and that the Company is a good long term investment.

Item 5. Interests in Securities of the Issuer.
Item 5 of the Schedule 13D is hereby amended to add the following information:

(a)-(b) The following table sets forth information with respect to the Company s securities beneficially owned, as of the date hereof, by each person or entity named in Item 2 of the Schedule 13D. Mr. Mandekic has sole voting and investment power with respect to the shares held by the Filing Persons.

Reporting Persons	Number of Share Beneficially Owned with Sole Power to Vote or to Direct the Vote or Sole Power	Number of Share Beneficially Owned with Share Power to Vote or to Direct the Vote or Shared Power to Dispose or	Aggregate Numbe of Shares Beneficially Owned	Percentage of Class Beneficially Owned (1)

	to Dispose or to Direct the Disposition	to Direct the Disposition		
Tracinda Corporation	-0-	67,173,744	67,173,744	11.7%
Anthony L. Mandekic	53,357(2)	67,173,744	67,227,101	11.7%

(1) Percentage calculated on the basis of 573,366,718 shares of common stock issued and outstanding as of November 4, 2016, based upon information contained in the Company s Quarterly Report Form 10-Q for the period ended November 30, 2016.

(2) Includes 40,000 shares subject to stock appreciation rights exercisable within 60 days. Mr. Mandekic has sole voting and investment power with respect to the shares held by him, subject to applicable community property laws.

(c) Except as set forth in this Schedule 13D, within the last 60 days, no reportable transactions were effected by any Reporting Person.

(d) & (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.
Item 6 of the Schedule 13D is hereby amended to add the following information:

The disclosure set forth in Item 4 of this Amendment No. 48 is incorporated herein by this reference.

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.

February 22, 2017

TRACINDA CORPORATION

By: Anthony L. Mandekic
CEO, President and Secretary/Treasurer

By: /s/ Janet S. McCloud
Name: Janet S. McCloud
Title: Attorney-in-Fact*

ANTHONY L. MANDEKIC

By: /s/ Janet S. McCloud
Name: Janet S. McCloud
Title: Attorney-in-Fact*

* Power of Attorney filed on June 14, 2016, as Exhibit 99.3 to Amendment No. 44 to the Schedule 13D.