

HORNBUCKLE WILLIAM  
Form 4  
December 18, 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 \*  
**HORNBUCKLE WILLIAM**

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., S.  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/14/2018

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

LAS VEGAS, NV 89109

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

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock \$.01 Par Value ND					4,683	D	
Common Stock \$.01 Par Value ND					200,884	I	In trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not**

SEC 1474 (9-02)

required to respond unless the form displays a currently valid OMB control number.

**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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	(1)	12/14/2018		A	28.6531	10/05/2016 10/05/2019	Common Stock \$0.01 Par Value ND 28.6
Restricted Stock Units	(1)	12/14/2018		A	44.4172	10/03/2017 10/03/2020	Common Stock \$0.01 Par Value ND 44.4
Restricted Stock Units	(1)	12/14/2018		A	105.0884	11/14/2018 11/14/2021	Common Stock \$0.01 Par Value ND 105.0
Restricted Stock Units	(3)	12/14/2018		A	83.3262	(4) 02/23/2021	Common Stock \$0.01 Par Value ND 83.3
Restricted Stock Units	(5)	12/14/2018		A	187.1927	10/19/2019 10/19/2022	Common Stock \$0.01 Par Value ND 187.1

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
				PRESIDENT

HORNBUCKLE WILLIAM  
3600 LAS VEGAS BLVD., S.  
LAS VEGAS, NV 89109

## Signatures

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

12/18/2018

\_\_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).

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 common stock. Any fractional shares will be paid in cash upon settlement.

- (1) "Plan"). Each RSU represents the right to receive, following vesting, one share of common stock. Any fractional shares will be paid in cash upon settlement.
- (2) 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.
- (3) RSUs granted under the Plan. Each RSU represents the right to receive one share of MGM Resorts common stock. Any fractional shares will be paid in cash upon settlement.
- (4) The RSUs are fully vested. Delivery of shares will be made on the third anniversary of the grant date.

RSU granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. The RSUs are subject to meeting minimum performance criteria set by the Compensation Committee of the Board of Directors of MGM Resorts, during the six-month period ending on June 30, 2019 (the "Measurement Date"). Provided such criteria are met, the RSUs will vest in four equal annual installments commencing on the first anniversary of the grant date. If such criteria are not met, then the RSUs will automatically expire on the Measurement Date without any shares being issued.

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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