

MGM Resorts International  
Form 4  
August 22, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
**HERMAN ALEXIS**

(Last) (First) (Middle)

3600 LAS VEGAS BLVD. SOUTH

(Street)

LAS VEGAS, NV 89109

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**MGM Resorts International [MGM]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**08/21/2013**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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)
			Code	V	Amount	(A) or (D)	Price
Common Stock \$.01 Par Value ND	08/21/2013		S		11,220	D	\$ 17.32
Common Stock \$.01 Par Value ND	08/21/2013		M		20,000	A	\$ 0
Common Stock \$.01 Par Value ND	08/21/2013		F		9,302	D	\$ 17.46

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Common Stock \$.01 Par Value ND	08/21/2013	M	15,000	A	\$ 0	29,241	D
Common Stock \$.01 Par Value ND	08/21/2013	F	10,799	D	\$ 17.46	18,442	D
Common Stock \$.01 Par Value ND	08/21/2013	M	10,000	A	\$ 0	28,442	D
Common Stock \$.01 Par Value ND	08/21/2013	F	7,372	D	\$ 17.46	21,070	D
Common Stock \$.01 Par Value ND	08/22/2013	S	12,100	D	\$ 17.63	8,970	D
Common Stock \$.01 Par Value ND	08/22/2013	S	5,200	D	\$ 17.64	3,770	D
Common Stock \$.01 Par Value ND	08/22/2013	S	227	D	\$ 17.66	3,543	D

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)

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 or Number

Stock	Appreciation							Common Stock Value ND	
Rights	\$ 8.12	08/21/2013	M	20,000	08/04/2010	08/04/2016	\$ .01 Par	20,000	
Stock	Appreciation	\$ 12.57	08/21/2013	M	15,000	06/15/2011	06/15/2017	Common Stock Value ND	15,000
Rights									
Stock	Appreciation	\$ 12.87	08/21/2013	M	10,000	06/14/2012	06/14/2018	Common Stock Value ND	10,000
Rights									

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERMAN ALEXIS 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X			

## Signatures

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

08/22/2013

\*\*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).

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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