D'ARRIGO DANIEL

Form 4

October 10, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

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may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * D'ARRIGO DANIEL			Symbol		d Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)				Resorts I1 of Earliest T	nternational [MGM]				
` '	VEGAS BLVD	, ,		Day/Year)	Tanbacator.	Director _X_ Officer (give below) EXECUTIVE V	below)	er (specify	
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
LAS VEGA	AS, NV 89109					Form filed by M Person	fore than One Re	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Securities Acq	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security	2. Transaction D (Month/Day/Yea			3. Transacti	4. Securities Acquired or(A) or Disposed of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(msu. 4)
Common Stock \$.01 Par Value ND	10/05/2018		M	59,057 (1)	A	\$0	246,536	D	
Common Stock \$.01 Par Value ND	10/05/2018		F	23,240	D	\$ 26.24	223,296	D	
Common Stock \$.01 Par Value ND	10/05/2018		M	16,202 (2)	A	\$ 0	239,498	D	

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Common Stock \$.01 Par Value ND	10/05/2018	F	6,376	D	\$ 26.24	233,122	D
Common Stock \$.01 Par Value ND	10/05/2018	M	3,839	A	\$ 0	236,961	D
Common Stock \$.01 Par Value ND	10/05/2018	F	1,512	D	\$ 26.24	235,449	D
Common Stock \$.01 Par Value ND	10/06/2018	M	2,601	A	\$ 0	238,050	D
Common Stock \$.01 Par Value ND	10/06/2018	F	1,024	D	\$ 26.24	237,026	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. 5. Number of TransactionDerivative Securities Code Acquired (A) or (Instr. 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Performance Share Units	<u>(3)</u>	10/05/2018		M	(-2)	52,749.5967	10/05/2018	10/05/2018	Common Stock \$.01 Par Value ND
Profit Growth Plan Performance Share Units	<u>(4)</u>	10/05/2018		M		14,472.0727	10/05/2018	10/05/2018	Common Stock \$.01 Par Value ND

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Restricted Stock Units	<u>(5)</u>	10/05/2018	M	3,839	10/05/2016	10/05/2019	Common Stock \$.01 Par Value ND
Restricted Stock Units	<u>(6)</u>	10/06/2018	M	2,601	10/06/2015	10/06/2018	Common Stock \$.01 Par Value ND

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

D'ARRIGO DANIEL 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109

EXECUTIVE VICE PRESIDENT & CFO

Signatures

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

10/10/2018

**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).
- Based on the average closing price of \$28.107 over the 60-calendar-day period ending on the Transaction Date, as adjusted to include (1) accrued dividend equivalents, approximately 1.11958 shares were issued on the Vesting Date per Performance Share Unit ("PSU"). Any fractional shares were paid in cash upon settlement.
- Based on the average closing price of \$28.107 over the 60-calendar-day period ending on the Transaction Date, as adjusted to include (2) accrued dividend equivalents, approximately 1.11958 shares were issued on the Vesting Date per Profit Growth Plan Performance Share Unit ("Profit Growth PSU"). Any fractional shares were paid in cash upon settlement.
 - PSUs granted under the MGM Resorts International ("MGM Resorts") Amended and Restated 2005 Omnibus Incentive Plan (the "Plan"). Each PSU represents the right to receive between 0 and 1.6 shares of MGM Resorts common stock depending upon the performance of the common stock from the grant date to the date that is three years after the grant date (the "Vesting Date"), relative to a target price of \$25.76 (the "Target Price"). The Target Price is equal to 125% of the average closing price of MGM Resorts common stock over the
- (3) 60-calendar-day period ending on the grant date. If the ending average stock price is less than 60% of the Target Price (the "Minimum Price"), then no shares will be issued on the Vesting Date. If the ending average stock price is equal to or greater than 160% of the Target Price (the "Maximum Price"), then 1.6 shares will be issued on the Vesting Date per PSU. If the ending average stock price is between the Minimum Price and the Maximum Price, then a number of shares will be issued on the Vesting Date per PSU equal to the ending average stock price divided by the Target Price. For this purpose, the ending average stock price is the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the Transaction Date.
- (4) Profit Growth PSUs granted under the Plan and the Profit Growth Share Incentive Plan, pursuant to MGM Resorts' Form of Performance Share Units Agreement. Each Profit Growth PSU represents the right to receive between 0 and 1.6 shares of MGM Resorts common stock depending upon the performance of the common stock from the grant date to the date that is three years after the grant date (the "Performance End Date"), relative to a target price of \$25.76 (the "Target Price"). The Target Price is equal to 125% of the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the grant date. If the ending average stock price is less than 60% of the Target Price (the "Minimum Price"), then no shares will be issued on the Performance End Date. If the ending average stock price is equal to or greater than 160% of the Target Price (the "Maximum Price"), then 1.6 shares will be issued on the

Reporting Owners 3

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Performance End Date per Profit Growth PSU. If the ending average stock price is between the Minimum Price and the Maximum Price, then a number of shares will be issued on the Performance End Date per Profit Growth PSU equal to the ending average stock price divided by the Target Price. For this purpose, the ending average stock price is the average closing price of MGM Resorts common stock over the 60-calendar-day period ending on the Performance End Date.

- (5) Restricted Stock Units ("RSUs") granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. Any fractional shares were paid in cash upon settlement.
- (6) RSUs granted under the Plan. Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock. Any fractional shares were paid in cash upon settlement.

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.