

HERNANDEZ ROLAND A

Form 4

March 19, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 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 \*  
**HERNANDEZ ROLAND A**

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. SOUTH**  
  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**03/15/2018**

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

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

**LAS VEGAS, NV 89109**

(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)
Common Stock \$.01 Par Value ND				(A) or (D)	16,750	D	
Common Stock \$.01 Par Value ND				(A) or (D)	1,576	I	By Hernandez Family Living Trust
Common Stock \$.01 Par Value ND				(A) or (D)	16,404	I	Roland Hernandez Sep Retirement

Account

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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/15/2018		A		15.7986		(2)	(3)	Common Stock \$.01 Par Value ND	15.7986

## Reporting Owners

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

## Signatures

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

03/19/2018

\_\_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).
- (1) Restricted Stock Units ("RSUs") granted under the MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan. Each RSU represents the right to receive, following vesting, one share of common stock.
- (2) The RSUs will vest upon the earlier of (i) May 31, 2018 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.
- (3) RSUs do not have an expiration date.

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- (4) 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.

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