

MGM Resorts International
Form 424B5
June 14, 2018
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**Filed Pursuant to Rule 424(b)(5)
Registration No. 333-223375**

The information in this preliminary prospectus supplement is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion, dated June 14, 2018

PROSPECTUS SUPPLEMENT

(To Prospectus dated March 1, 2018)

\$500,000,000

% Senior Notes due 2025

We are offering \$500,000,000 of % Senior Notes due 2025 (the notes). Interest on the notes will accrue from , 2018 and be payable semi-annually on and of each year, commencing on , 2018. The notes will mature on , 2025.

At any time prior to , 2025 (the date that is three months prior to the maturity date of the notes), we may redeem all or part of the notes at a redemption price equal to 100% of the principal amount of the notes plus an applicable make-whole premium and accrued and unpaid interest, if any. In addition, we may redeem the notes, in whole or in part, on or after , 2025 (the date that is three months prior to the maturity date of the notes) at a redemption price equal to 100% of the principal amount of the notes plus accrued and unpaid interest, if any. The notes are subject to redemption requirements imposed by gaming laws and regulations of the State of Nevada and other gaming authorities.

The notes will be guaranteed, jointly and severally, on a senior basis by our subsidiaries that guarantee our senior credit facility and our existing notes, except for MGM Elgin Sub, Inc. (Elgin Sub), unless and until we obtain the Illinois gaming approval, and except for Marina District Development Company, LLC (MDDC), and Marina District Development Holding Co., LLC (MDDHC), unless and until we obtain New Jersey gaming approval. The notes will not be guaranteed by our foreign subsidiaries and certain domestic subsidiaries, including MGM China Holdings Limited (MGM China), MGM National Harbor, LLC (MGM National Harbor), Blue Tarp reDevelopment, LLC (the subsidiary developing MGM Springfield, Blue Tarp), MGM Grand Detroit, LLC (MGM Detroit), MGM Growth Properties LLC (MGP) and any of their respective subsidiaries.

The notes will be general senior unsecured obligations of MGM Resorts International and each guarantor, respectively, and will rank equally in right of payment with all existing and future senior indebtedness of MGM Resorts International and each guarantor. The notes and the guarantees will be effectively subordinated to our and the guarantors existing and future secured obligations, primarily consisting of our senior credit facility, to the extent of the value of the assets securing such obligations. The notes will also be effectively junior to all indebtedness of our subsidiaries that do not guarantee the notes, including MGM China, MGM National Harbor, Blue Tarp, MGM Detroit and MGP and any of their respective subsidiaries. See Description of Notes Ranking.

The notes will not be listed on any securities exchange. There are currently no public markets for the notes.

Investing in the notes involves risks. See Risk Factors beginning on page S-9 of this prospectus supplement to read about certain risks you should consider before investing in the notes.

	Per Note	Total
Public offering price ⁽¹⁾	%	\$
Underwriting discounts and commissions	%	\$
Proceeds to MGM Resorts International	%	\$

¹ Plus accrued interest, if any, from _____, 2018 if settlement occurs after that date.

Neither the Securities and Exchange Commission (the "Commission") nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is accurate or complete. Any representation to the contrary is a criminal offense.

None of the Nevada Gaming Commission, the Nevada State Gaming Control Board, the New Jersey Casino Control Commission, the New Jersey Division of Gaming Enforcement, the Michigan Gaming Control Board, the Mississippi Gaming Commission, the Illinois Gaming Board, the Maryland Lottery and Gaming Control Commission, the Massachusetts Gaming Commission nor any other gaming authority has passed upon the accuracy or adequacy of this prospectus supplement or the investment merits of the securities offered. Any representation to the contrary is unlawful. The Attorney General of the State of New York has not passed upon or endorsed the merits of this offering. Any representation to the contrary is unlawful.

We expect delivery of the notes to be made to investors on or about _____, 2018 only in book-entry form through the facilities of The Depository Trust Company ("DTC").

Joint Book-Running Managers

Citigroup
BNP PARIBAS

BofA Merrill Lynch
Fifth Third Securities

Barclays
SMBC Nikko

Co-Managers

Citizens Capital Markets
Morgan Stanley

Credit Agricole CIB
Scotiabank
Prospectus Supplement dated _____, 2018

Deutsche Bank Securities
SunTrust Robinson Humphrey

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ABOUT THIS PROSPECTUS SUPPLEMENT

This prospectus supplement is a supplement to the accompanying base prospectus that is also a part of this document. This prospectus supplement and the accompanying base prospectus are part of a shelf registration statement that we filed with the Commission. The shelf registration statement was declared effective by the Commission upon filing on March 1, 2018. By using a shelf registration statement, we may sell any combination of the securities described in the base prospectus from time to time in one or more offerings. In this prospectus supplement, we provide you with specific information about the terms of this offering. You should rely only on the information or representations incorporated by reference or provided in this prospectus supplement and the accompanying base prospectus or in any free writing prospectus filed by us with the Commission. We have not authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. If the description of this offering varies between this prospectus supplement and the accompanying base prospectus, you should rely on the information contained in or incorporated by reference in this prospectus supplement. You may obtain copies of the shelf registration statement, or any document which we have filed as an exhibit to the shelf registration statement or to any other Commission filing, either from the Commission or from the Secretary of MGM Resorts International as described under **Where You Can Find More Information** in the accompanying prospectus. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information in this prospectus supplement and the accompanying base prospectus is accurate as of any date other than the date printed on their respective covers.

CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus supplement includes or incorporates by reference forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended (the Securities Act) and Section 21E of the Securities and Exchange Act of 1934, as amended (the Exchange Act). Forward-looking statements can be identified by words such as anticipates, intends, plans, seeks, believes, estimates, expects, will, may and similar references to future periods. Examples of forward-looking statements include, but are not limited to, statements we make regarding expected market growth in Macau, our ability to generate significant cash flow and execute on ongoing and future projects, amounts we will spend in capital expenditures and investments, the opening of strategic resort developments, the estimated costs and components associated with those developments, our expectations with respect to future cash dividends on our common stock, dividends and distributions we will receive from MGM China, MGM Growth Properties Operating Partnership LP (the Operating Partnership) or CityCenter Holdings, LLC (CityCenter) and amounts projected to be realized as deferred tax assets. The foregoing is not a complete list of all forward-looking statements we make.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Therefore, we caution you against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, regional, national or global political, economic, business, competitive, market, and regulatory conditions and the following:

our substantial indebtedness and significant financial commitments, including the fixed component of our rent payments to MGP, could adversely affect our development options and financial results and impact our

ability to satisfy our obligations;

current and future economic, capital and credit market conditions could adversely affect our ability to service or refinance our indebtedness and to make planned expenditures;

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restrictions and limitations in the agreements governing our senior secured credit facility and other senior indebtedness could significantly affect our ability to operate our business, as well as significantly affect our liquidity;

the fact that we are required to pay a significant portion of our cash flows as fixed and percentage rent under the master lease, which could adversely affect our ability to fund our operations and growth, service our indebtedness and limit our ability to react to competitive and economic changes;

significant competition we face with respect to destination travel locations generally and with respect to our peers in the industries in which we compete;

the fact that our businesses are subject to extensive regulation and the cost of compliance or failure to comply with such regulations could adversely affect our business;

the impact on our business of economic and market conditions in the jurisdictions in which we operate and in the locations in which our customers reside;

our ability to sustain continuous improvement efforts;

our ability to pay ongoing regular dividends is subject to the discretion of our board of directors and certain other limitations;

a significant number of our domestic gaming facilities are leased and could experience risks associated with leased property, including risks relating to lease termination, lease extensions, charges and our relationship with the lessor, which could have a material adverse effect on our business, financial position or results of operations;

financial, operational, regulatory or other potential challenges that may arise with respect to MGP, as our sole lessor for a significant portion of our properties, may adversely impair our operations;

the fact that MGP has adopted a policy under which certain transactions with us, including transactions involving consideration in excess of \$25 million, must be approved in accordance with certain specified procedures;

restrictions on our ability to have any interest or involvement in gaming businesses in China, Macau, Hong Kong and Taiwan, other than through MGM China;

the ability of the Macau government to terminate MGM Grand Paradise's subconcession under certain circumstances without compensating MGM Grand Paradise, exercise its redemption right with respect to the subconcession, or refuse to grant MGM Grand Paradise an extension of the subconcession in 2020;

the dependence of MGM Grand Paradise upon gaming promoters for a significant portion of gaming revenues in Macau;

changes to fiscal and tax policies;

our ability to recognize our foreign tax credit deferred tax asset and the variability of the valuation allowance we may apply against such deferred tax asset;

extreme weather conditions or climate change may cause property damage or interrupt business;

the concentration of a majority of our major gaming resorts on the Las Vegas Strip;

the fact that we extend credit to a large portion of our customers and we may not be able to collect such gaming receivables;

the potential occurrence of impairments to goodwill, indefinite-lived intangible assets or long-lived assets which could negatively affect future profits;

the susceptibility of leisure and business travel, especially travel by air, to global geopolitical events, such as terrorist attacks, other acts of violence or acts of war or hostility;

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the fact that co-investing in properties, including our investment in CityCenter, decreases our ability to manage risk;

the fact that future construction, development, or expansion projects will be subject to significant development and construction risks;

our ability to commence operations at MGM Springfield on the required timeline;

the fact that our insurance coverage may not be adequate to cover all possible losses that our properties could suffer, our insurance costs may increase and we may not be able to obtain similar insurance coverage in the future;

the fact that a failure to protect our trademarks could have a negative impact on the value of our brand names and adversely affect our business;

the risks associated with doing business outside of the United States and the impact of any potential violations of the Foreign Corrupt Practices Act or other similar anti-corruption laws;

risks related to pending claims that have been, or future claims that may be brought against us;

the fact that a significant portion of our labor force is covered by collective bargaining agreements;

the sensitivity of our business to energy prices and a rise in energy prices could harm our operating results;

the potential that failure to maintain the integrity of our computer systems and internal customer information could result in damage to our reputation and/or subject us to fines, payment of damages, lawsuits or other restrictions on our use or transfer of data;

the potential reputational harm as a result of increased scrutiny related to our corporate social responsibility efforts;

the potential failure of future efforts to expand through investments in other businesses and properties or through alliances or acquisitions, or to divest some of our properties and other assets;

increases in gaming taxes and fees in the jurisdictions in which we operate; and

the potential for conflicts of interest to arise because certain of our directors and officers are also directors of MGM China, which is a publicly traded company listed on the Hong Kong Stock Exchange.

The forward-looking statements included or incorporated by reference in this prospectus supplement are made only as of the date of this prospectus supplement or as of the date of the documents incorporated by reference. Other factors or events not identified above could also cause our actual results to differ materially from those projected. Most of those factors and events are difficult to predict accurately and are generally beyond our control. A detailed discussion of these and other risks and uncertainties that could cause actual results and events to differ materially from such forward-looking statements is included in Part I, Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which is incorporated by reference into this prospectus supplement, in the section entitled Risk Factors and as may be included from time to time in our reports filed with the SEC. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law. If we update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

You should also be aware that while we from time to time communicate with securities analysts, we do not disclose to them any material non-public information, internal forecasts or other confidential business information. Therefore, you should not assume that we agree with any statement or report issued by any analyst, irrespective of the content of the statement or report. To the extent that reports issued by securities analysts contain projections, forecasts or opinions, those reports are not our responsibility and are not endorsed by us.

Table of Contents**SUMMARY**

The following summary highlights information contained in or incorporated by reference into this prospectus supplement and the accompanying base prospectus. It does not contain all of the information that you should consider before investing in the notes. You should carefully read this entire prospectus supplement and the accompanying base prospectus, as well as the documents incorporated by reference, for a more complete understanding of this offer and the notes. In this prospectus supplement, except where the context indicates or unless otherwise indicated, we will collectively refer to MGM Resorts International and our direct and indirect subsidiaries as MGM Resorts International, we, our and us.

MGM Resorts International

We are a Delaware corporation that acts largely as a holding company and, through subsidiaries, owns and operates casino resorts. We own and operate the following integrated casino, hotel and entertainment resorts in Las Vegas, Nevada: Bellagio, MGM Grand Las Vegas, The Mirage, Mandalay Bay, Luxor, New York-New York, Park MGM, Excalibur and Circus Las Vegas. Operations at MGM Grand Las Vegas include management of The Signature at MGM Grand Las Vegas, a condominium-hotel consisting of three towers. Along with local investors, we own and operate MGM Grand Detroit in Detroit, Michigan and MGM National Harbor in Prince George's County, Maryland. The Company also owns and operates Borgata located on Renaissance Pointe in the Marina area of Atlantic City, New Jersey and the following resorts in Mississippi: Beau Rivage in Biloxi and Gold Strike in Tunica. We also own and operate The Park, a dining and entertainment district located between New York-New York and Park MGM, Shadow Creek, an exclusive world-class golf course located approximately ten miles north of our Las Vegas Strip resorts, Primm Valley Golf Club at the California/Nevada state line and Fallen Oak golf course in Saucier, Mississippi.

MGM Growth Properties LLC (MGP), a consolidated subsidiary of the Company, is organized as an umbrella partnership REIT (commonly referred to as an UPREIT) structure in which substantially all of its assets are owned by, and substantially all of its businesses are conducted through, MGM Growth Properties Operating Partnership LP (the Operating Partnership), its subsidiary. MGP has two classes of authorized and outstanding voting common shares (collectively, the shares): Class A shares and a single Class B share. We own MGP's Class B share, which does not provide its holder any rights to profits or losses or any rights to receive distributions from operations of MGP or upon liquidation or winding up of MGP. MGP's Class A shareholders are entitled to one vote per share, while we, as the owner of the Class B share, are entitled to an amount of votes representing a majority of the total voting power of MGP's shares so long as we and our controlled affiliates (excluding MGP) aggregate beneficial ownership of the combined economic interests in MGP and the Operating Partnership does not fall below 30%. As such, we control MGP through our majority voting rights and consolidate MGP in our financial results. We and MGP each hold Operating Partnership units representing limited partner interests in the Operating Partnership. The general partner of the Operating Partnership is a wholly-owned subsidiary of MGP. The Operating Partnership units held by us are exchangeable into Class A shares of MGP on a one-to-one basis, or cash at the fair value of a Class A share. The determination of settlement method is at the option of MGP's independent conflicts committee. As of March 31, 2018, we owned 73.4% of the Operating Partnership units, and MGP held the remaining 26.6% of the Operating Partnership units.

Pursuant to a master lease agreement between a subsidiary of ours (the tenant) and a subsidiary of the Operating Partnership (the landlord), the tenant leases the real estate assets of The Mirage, Mandalay Bay, Luxor, New York-New York, Park MGM, Excalibur, The Park, Gold Strike Tunica, MGM Grand Detroit, Beau Rivage, Borgata, and MGM National Harbor from the landlord.

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We have an approximate 56% controlling interest in MGM China, which owns MGM Grand Paradise, S.A. (MGM Grand Paradise). MGM Grand Paradise owns and operates the MGM Macau resort and casino (MGM Macau) and the related gaming subconcession and land concessions as well as MGM Cotai, an integrated casino, hotel and entertainment resort located on the Cotai Strip in Macau that opened on February 13, 2018.

We own 50% of and manage CityCenter, located between Bellagio and Park MGM. The other 50% of CityCenter is owned by Infinity World Development Corp, a wholly owned subsidiary of Dubai World, a Dubai, United Arab Emirates government decree entity. CityCenter consists of Aria, an integrated casino, hotel and entertainment resort; and Vdara, a luxury condominium-hotel. In addition, CityCenter features residential units in the Residences at Veer. During the quarter ended March 31, 2018, a subsidiary of CityCenter entered into an agreement for the sale of the Mandarin Oriental Las Vegas.

Prior to August 1, 2016, we owned 50% of Marina District Development Company, LLC (MDDC), the entity which owns Borgata, located on Renaissance Pointe in the Marina area of Atlantic City, New Jersey, and Boyd Gaming Corporation (Boyd Gaming) owned the other 50% of Borgata and also operated the resort. In May 2016, we entered into a definitive agreement to acquire Boyd Gaming 's interest in Borgata. Further, we entered into a definitive agreement with MGP whereby following the completion of the acquisition of Boyd Gaming 's interest, MGP acquired Borgata 's real property from us and leased back the real property to one of our subsidiaries. We completed the transactions on August 1, 2016.

We own 42.5% of the Las Vegas Arena Company, LLC (Las Vegas Arena Company), the entity which owns the T-Mobile Arena. A subsidiary of Anschutz Entertainment Group, Inc. (AEG) also owns 42.5% and Athena Arena, LLC owns the remaining 15.0%. We manage the T-Mobile Arena, which is located on a parcel of our land between Frank Sinatra Drive and New York-New York, adjacent to the Las Vegas Strip. The T-Mobile Arena is a 20,000 seat venue designed to host world-class events from mixed martial arts, boxing, basketball and bull riding, to high profile awards shows and top-name concerts, and is the home of the Vegas Golden Knights of the National Hockey League. Additionally, the Company leases the MGM Grand Garden Arena, located adjacent to the MGM Grand Las Vegas, to the Las Vegas Arena Company.

We also have a 50% interest in Grand Victoria. Grand Victoria is a riverboat casino in Elgin, Illinois; an affiliate of Hyatt Gaming owns the other 50% of Grand Victoria and also operates the resort. In April 2018, the Company, along with its venture partner, entered into a definitive agreement to sell the Grand Victoria Casino. This transaction is expected to close before or during the second quarter of 2019.

One of our subsidiaries was awarded a casino license to build and operate MGM Springfield in Springfield, Massachusetts. MGM Springfield is in the process of being developed on approximately 14 acres of land in downtown Springfield. Our plans for the resort currently include a casino with approximately 2,500 slots and 120 table games including poker; a 250-room hotel; 110,000 square feet of retail and restaurant space; 46,000 square feet of meeting and event space; and a 3,500 space parking garage, with an expected development and construction cost of approximately \$960 million, excluding capitalized interest and land-related costs. MGM Springfield is expected to open on August 24, 2018.

Recent Events

On May 22, 2018, a labor union representing approximately 25,000 employees across 10 of our properties (including CityCenter) voted to authorize a strike at any time after the expiration of the current agreement on May 31, 2018. On June 2, 2018, we reached a tentative five-year agreement with the labor union, which is subject to a ratification vote by members of the labor union on June 19, 2018. There can be no assurances that the agreement will be formally

ratified. A prolonged dispute with these or any other covered employees, or any other labor unrest, strikes or other business interruptions in connection with labor negotiations or others could have an

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adverse impact on our operations. See Risk Factors Risks Related to our Business A significant portion of our labor force is covered by collective bargaining agreements.

Empire City Acquisition

On May 28, 2018, we announced that we had entered into an agreement to acquire the real property and operations associated with the Empire City Casino s (Empire City) race track and casino in Yonkers, New York for consideration of \$850 million. Further, we and MGP have entered into a definitive agreement whereby MGP will acquire the developed real property associated with Empire City from us for total consideration of approximately \$625 million (consisting of the assumption of approximately \$245 million of debt and the issuance of Operating Partnership units) and lease it back to one of our subsidiaries, after which our subsidiary will operate the property. The transactions are expected to close in the first quarter of 2019, subject to regulatory approvals and other customary closing conditions.

Principal Executive Offices

Our principal executive offices are located at 3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109. The telephone number for our principal executive offices is (702) 693-7120.

We also maintain a website at <https://www.mgmresorts.com/>. The information on our website is not part of this prospectus supplement, other than documents that we file with the Commission that are expressly incorporated by reference herein, and you should not rely on such information in making your decision whether to purchase the notes. See Incorporation of Certain Information by Reference.

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Our summary consolidated financial and other data presented below as of and for the years ended December 31, 2017, 2016 and 2015, other than the balance sheet data as of December 31, 2017, have been derived from our audited consolidated financial statements incorporated by reference herein and accordingly have not been retrospectively adjusted to reflect the adoption of the new revenue recognition accounting standard. The balance sheet data as of December 31, 2017 and the summary consolidated financial data as of and for the three months ended March 31, 2018 and 2017 has been derived from our unaudited consolidated financial statements for those periods, which, in the opinion of management, include all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the results of operations and financial position and reflect the adoption of the new revenue recognition accounting standard consistent with the unaudited consolidated financial statements incorporated by reference herein. The data below should be read together with our audited consolidated financial statements and the accompanying notes thereto and other financial data incorporated by reference in this prospectus supplement and the accompanying prospectus. Our results for the three months ended March 31, 2018 presented below are not necessarily indicative of the results to be expected for the entire year and our historical results presented below are not necessarily indicative of the results to be expected for any future period.

	For the Years Ended			For the Three Months Ended	
	2017	December 31, 2016 (In thousands, except per share data) (audited)	2015	March 31, 2018 (unaudited)	2017
Statement of Operations Data:					
Net revenues	\$ 10,773,904	\$ 9,455,123	\$ 9,190,068	\$ 2,822,237	\$ 2,717,566
Operating income (loss)	1,715,492	2,079,787	(156,232)	359,757	496,511
Net income (loss)	2,096,418	1,236,878	(1,039,649)	266,301	252,574
Net income (loss) attributable to MGM Resorts International	1,960,286	1,101,440	(447,720)	223,444	206,412

	For the Years Ended			For the Three Months Ended	
	2017	December 31, 2016 (In thousands, except per share data and number of shares outstanding) (audited)	2015	March 31, 2018 (unaudited)	2017
Balance Sheet Data (end of period):					
Total assets	\$ 29,160,042	\$ 28,173,301	\$ 25,215,178	\$ 29,298,270	
Total debt, including capital leases.	12,922,712	13,000,792	12,713,416	13,293,294	
Stockholders equity	11,611,124	9,969,312	7,764,427	11,400,371	
MGM Resorts International stockholders equity.	7,577,061	6,220,180	5,119,927	7,370,790	
MGM Resorts International stockholders equity per share	\$ 13.38	\$ 10.83	\$ 9.06	\$ 13.24	

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Number of shares outstanding	566,276	574,124	564,839	556,769
Dividends declared per common share	\$ 0.44		\$	0.12
Other Data:				
Ratio of earnings to fixed charges ⁽¹⁾	1.90x	1.84x	⁽²⁾	1.69x

- (1) Earnings consist of income from continuing operations before income taxes and fixed charges, adjusted to exclude capitalized interest and preference security dividend requirements of consolidated subsidiaries. Fixed charges consist of interest, whether expensed or capitalized, amortization of debt discounts, premiums

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and issuance costs, and preference security dividend requirements of consolidated subsidiaries. Interest expense does not include the interest factor of rental expense as these amounts are not material. Preference security dividend is the amount of pretax earnings that is required to pay the dividends as well as the accretion of the carrying value of redeemable noncontrolling interest, both relating to the non-voting economic interests of MGM National Harbor.

- (2) Earnings were inadequate to cover fixed charges by \$1.260 billion for the year ended December 31, 2015.

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The following is a brief summary of some of the terms of this offering. For a more complete description of the terms of the notes, see [Description of Notes](#) in this prospectus supplement.

Issuer	MGM Resorts International, a Delaware corporation.
Notes Offered	\$500,000,000 aggregate principal amount of % senior notes due 2025.
Maturity	The notes will mature on , 2025.
Interest Payment	and of each year after the date of issuance of the notes, beginning on , 2018.
Guarantees	The notes will be fully and unconditionally guaranteed, jointly and severally, by each of our subsidiaries that is a guarantor under our existing notes and our senior credit facility (each a subsidiary guarantor), other than MGM Elgin Sub, Inc. (Elgin Sub), MDDC (and any other subsidiary guarantors subject to the oversight of the Illinois Gaming Board, the New Jersey Division of Gaming Enforcement or another regulatory authority that must approve the execution or delivery of a subsidiary guarantee), as well as MDDHC (whose issuance of a subsidiary guarantee is conditioned on the New Jersey gaming approval of the MDDC guarantee), in each case, unless and until we obtain the Illinois gaming approvals or the New Jersey gaming approvals (or approvals from such other relevant regulatory authority), as applicable. The notes will not be guaranteed by our foreign subsidiaries and certain domestic subsidiaries, which include, among others, MGM China, MGM National Harbor, Blue Tarp, MGM Detroit, MGP and any of their respective subsidiaries. In the event that any subsidiary guarantor is no longer a guarantor under any series of our existing notes, our senior credit facility or any of our future capital markets indebtedness (the reference indebtedness), that subsidiary guarantor will be released and relieved of its obligations under its guarantee of the notes, provided that any transaction related to such release is carried out pursuant to and in accordance with all other applicable provisions of the applicable indenture. The indenture will provide that any of our existing or future domestic wholly-owned subsidiaries will be required to become a subsidiary guarantor if such subsidiary grants a guarantee in respect of any reference indebtedness. The indenture, which will contain the guarantees, will contain customary provisions limiting the obligations of each subsidiary guarantor under its guarantee as necessary to prevent such guarantee from constituting a fraudulent conveyance under applicable law. See Description of Notes Subsidiary Guarantees .

Ranking

The notes and guarantees will be general senior unsecured obligations of MGM Resorts International and each guarantor,

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respectively, and will rank equally in right of payment with all existing and future senior indebtedness of MGM Resorts International and each guarantor, respectively, and effectively subordinated to MGM Resorts International's and the guarantors existing and future secured obligations, primarily consisting of our senior secured credit facility, to the extent of the value of the assets securing such obligations. The notes will also be effectively junior to all indebtedness of our subsidiaries that do not guarantee the notes, including, among others, MGM China, MGM National Harbor, Blue Tarp, MGM Detroit, MGP and each of their respective subsidiaries. In addition, unless and until the Illinois gaming approvals and the New Jersey gaming approvals, as applicable, are obtained, the notes will be effectively junior to all indebtedness of Elgin Sub, MDDC and MDDHC. See Description of Notes Ranking.

As of March 31, 2018, on an as adjusted basis after giving effect to this offering, we would have had approximately \$13.9 billion principal amount of indebtedness outstanding, including approximately \$889 million under our senior credit facility, and approximately \$581 million of available borrowing capacity under our senior credit facility. All indebtedness under our senior credit facility is secured and would rank effectively senior to the notes to the extent of the value of the collateral securing our senior credit facility. As of March 31, 2018, non-guarantor subsidiaries had approximately \$6.1 billion aggregate principal amount of indebtedness outstanding (excluding intercompany indebtedness).

Optional Redemption

At any time prior to _____, 2025 (the date that is three months prior to the maturity dates of the notes), we may redeem the notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes plus an applicable make-whole premium and accrued and unpaid interest.

In addition, we may redeem the notes, in whole or in part, on or after _____, 2025 (the date that is three months prior to the maturity date of the notes) at a redemption price equal to 100% of the principal amount of the notes plus accrued and unpaid interest.

Special Redemption

The notes are subject to redemption requirements imposed by gaming laws and regulations of the State of Nevada and other gaming authorities.

Covenants

The indenture contains covenants that, among other things, will limit our ability and the ability of our subsidiary guarantors to:

incur liens on assets to secure debt (subject to, under certain circumstances, regulatory approvals);

merge or consolidate with another company or sell all or substantially all assets; and

enter into certain sale and lease-back transactions.

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	<p>These covenants are subject to important exceptions and qualifications as described under Description of Notes Additional Covenants of MGM Resorts International. In particular, the indenture governing the notes will not provide for restrictions on the ability of our subsidiaries to incur additional indebtedness, make restricted payments, pay dividends or make distributions in respect of capital stock, purchase or redeem capital stock, enter into transactions with affiliates or make advances to, or invest in, other entities (including unaffiliated entities).</p>
Form and Denomination	<p>The notes will be issued in fully registered form in denominations of \$2,000 and in integral multiples of \$1,000 in excess thereof.</p>
DTC Eligibility	<p>The notes will be represented by a global certificate deposited with, or on behalf of DTC or its nominee. See Description of Notes Book-Entry; Delivery and Form.</p>
Use of Proceeds	<p>We intend to use the net proceeds from this offering for general corporate purposes, which could include refinancing existing indebtedness, funding a portion of the cost of acquisitions we consummate, paying dividends on our common stock or repurchasing our common stock in accordance with our share repurchase program. Pending such use, we may invest the net proceeds in short-term interest-bearing accounts, securities or similar investments as described under Use of Proceeds in this prospectus supplement.</p>
Risk Factors	<p>See Risk Factors beginning on page S-9 of this prospectus supplement and the other information included or incorporated by reference in this prospectus supplement for a discussion of the factors you should carefully consider before deciding to invest in the notes.</p>
No Listing of the Notes	<p>We have not applied nor do we intend to apply to list the notes on any securities exchange or to have the notes quoted on any automated quotation system.</p>
Governing Law	<p>The notes and the indenture will be governed by New York law.</p>
Trustee, Registrar and Paying Agent	<p>U.S. Bank National Association.</p>

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RISK FACTORS

Before you decide to invest in the notes, you should be aware that investment in the notes carries various risks, including those described below, that could have a material adverse effect on our business, financial position, results of operations and cash flows. We urge you to carefully consider these risk factors, together with all of the other information included and incorporated by reference in this prospectus supplement and the accompanying base prospectus, before you decide to invest in the notes. In addition, we identify other factors that could affect our business in our Form 10-K for the year ended December 31, 2017 and Form 10-Q for the quarter ended March 31, 2018, each incorporated by reference herein.

Risks Relating to Our Substantial Indebtedness

Our substantial indebtedness and significant financial commitments, including the fixed component of our rent payments to MGP, could adversely affect our operations and financial results and impact our ability to satisfy our obligations.

As of March 31, 2018, we had approximately \$13.4 billion principal amount of indebtedness outstanding, including \$889 million of borrowings outstanding and \$581 million of available borrowing capacity under our senior credit facility, and \$2.2 billion and \$2.1 billion of debt outstanding under the MGM China and the Operating Partnership credit facilities, respectively. In addition, the Operating Partnership has \$1.9 billion of senior notes outstanding. Any increase in the interest rates applicable to our existing or future borrowings would increase the cost of our indebtedness and reduce the cash flow available to fund our other liquidity needs. We do not guarantee MGM China's or the Operating Partnership's obligations under their respective debt agreements and, to the extent MGM China or the Operating Partnership were to cease to produce cash flow sufficient to service their indebtedness, our ability to make additional investments into such entities is limited by the covenants in our existing senior secured credit facility. See Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and our Quarterly Report on Form 10-Q for the period ended March 31, 2018, each incorporated by reference herein, for a discussion of our liquidity and financial position. In addition, our substantial indebtedness and significant financial commitments could have important negative consequences on us, including:

increasing our exposure to general adverse economic and industry conditions;

limiting our flexibility to plan for, or react to, changes in our business and industry;

limiting our ability to borrow additional funds for working capital requirements, capital expenditures, debt service requirements, execution of our business strategy or other general operating requirements;

making it more difficult for us to make payments on our indebtedness; or

placing us at a competitive disadvantage compared to less-leveraged competitors.

Moreover, our businesses are capital intensive. For our owned, leased and managed resorts to remain attractive and competitive, we must periodically invest significant capital to keep the properties well-maintained, modernized and refurbished (and, under the master lease we are required to spend an aggregate amount of at least 1% of actual adjusted net revenues from the properties subject to the master lease on capital expenditures at those properties). Such investments require an ongoing supply of cash and, to the extent that we cannot fund expenditures from cash generated by operations, funds must be borrowed or otherwise obtained. Similarly, development projects, including our development project in Massachusetts, and acquisitions could require significant capital commitments, the incurrence of additional debt, guarantees of third-party debt, or the incurrence of contingent liabilities, any or all of which could have an adverse effect on our business, financial condition and results of operations.

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Current and future economic, capital and credit market conditions could adversely affect our ability to service or refinance our indebtedness and to make planned expenditures.

Our ability to make payments on, and to refinance, our indebtedness and to fund planned or committed capital expenditures and investments depends on our ability to generate cash flow in the future, receive distributions from our unconsolidated affiliates or subsidiaries, including CityCenter, MGM China and the Operating Partnership, borrow under our senior secured credit facility or incur new indebtedness. If regional and national economic conditions deteriorate we could experience decreased revenues from our operations attributable to decreases in consumer spending levels and could fail to generate sufficient cash to fund our liquidity needs or fail to satisfy the financial and ot