

GROUNDS WILLIAM WARWICK

Form 4

March 16, 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 *
GROUNDS WILLIAM WARWICK

(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)

03/14/2018

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)
Common Stock \$.01 Par Value ND	03/14/2018		P	1,000 A \$ 35.5	3,400 ⁽¹⁾	D	

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

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 information contained in this form are not
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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)

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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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Amount or Number of Shares	

Reporting Owners

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

Signatures

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

03/16/2018

____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) Reflects Mr. Grounds' personal beneficial ownership. Does not include 20,848,738 beneficially owned by Dubai World, a decree entity of Dubai, United Arab Emirates government that is 100% owned by the Government of Dubai ("DW"), and certain of DW's affiliates as described on the Form 4 relating to the Issuer filed with the SEC on September 11, 2017 by William Warwick Grounds, DW, Infinity World Holding Ltd., a Dubai, United Arab Emirates offshore corporation ("Infinity Holding"), Infinity World Cayman Investments Corporation, a Cayman Islands exempted company ("Cayman Investments"), Infinity World (Cayman) L.P., a Cayman Islands exempted limited partnership ("Cayman LP"), Infinity World (Cayman) Holding, a Cayman Islands exempted company ("Cayman Holding") and Infinity World Investments LLC, a Nevada limited liability company ("Infinity World"). Mr. Grounds disclaims beneficial ownership of the shares beneficially owned by DW, Infinity Holding, Cayman Investments, Cayman LP, Cayman Holding and Infinity World.

Remarks:

William W. Grounds is a director of the Issuer who, prior to 2015, had been designated as a nominee for election to serve on the board of directors of the Issuer.

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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