

HERNANDEZ ROLAND A  
Form 4  
May 03, 2019

**FORM 4**

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

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

## OMB APPROVAL

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HERNANDEZ ROLAND A

(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)

05/01/2019

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<br>Security<br>(Instr. 3)    | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4)   |
|------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------|
|                                          |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                     |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                            | 21,463                                                                                                             | D                                                                    |                                           |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                            | 1,576                                                                                                              | I                                                                    | By<br>Hernandez<br>Family<br>Living Trust |
| Common<br>Stock \$.01<br>Par Value<br>ND |                                         |                                                             |                                      |                                                                            | 16,404                                                                                                             | I                                                                    | Roland<br>Hernandez<br>Sep<br>Retirement  |

Account

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Underlying (Instr. 3 and 4) |                  |                 |                                       |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|------------------------------------------|------------------|-----------------|---------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)                                      | Date Exercisable | Expiration Date | Title                                 |
| Restricted Stock Units                     | (1)                                                    | 05/01/2019                           |                                                    | M                              |                                                                                         | 4,880.4786                                               |                                          | (2)              | (2)             | Common Stock<br>\$.01 Par Value<br>ND |
| Deferred Stock Units                       | (3)                                                    | 05/01/2019                           |                                                    | M                              |                                                                                         | 4,880.4786                                               |                                          | (3)              | (3)             | Common Stock<br>\$.01 Par Value<br>ND |
| Restricted Stock Units                     | (1)                                                    | 05/02/2019                           |                                                    | A                              |                                                                                         | 5,843                                                    |                                          | (4)              | (4)             | Common Stock<br>\$.01 Par Value<br>ND |

## Reporting Owners

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

## Signatures

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

05/03/2019

\*\*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 (the "Plan"). Each RSU represents the right to receive, following vesting, one share of MGM Resorts common stock.

(2) The RSUs vested on May 1, 2019, the date of the Company's annual meeting of stockholders.

Represents Deferred Stock Units ("DSUs") under the MGM Resorts International Deferred Compensation Plan for Non-Employee  
(3) Directors. Each DSU is the economic equivalent of one share of common stock. The DSUs become payable upon the reporting person's termination of service as a Director. Any fractional shares will be paid in cash upon settlement.

(4) The RSUs will vest upon the earlier of (i) May 2, 2020 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. Any fractional shares will be 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.

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