

BALDWIN ROBERT
Form 4
October 10, 2018

FORM 4

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

OMB APPROVAL

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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 *
BALDWIN ROBERT

(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)

10/05/2018

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)

CHIEF CUSTOMER DEV OFFICER

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)
			Code	V	Amount or Price		
Common Stock \$.01 Par Value ND	10/05/2018		M		77,770 (1)	A	\$ 0 80,145 D
Common Stock \$.01 Par Value ND	10/05/2018		F		30,603	D	\$ 26.24 49,542 D
Common Stock \$.01 Par Value ND	10/05/2018		M		32,404 (2)	A	\$ 0 81,946 D

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Common Stock \$.01 Par Value ND	10/05/2018	F	12,752	D	\$ 26.24	69,194	D	
Common Stock \$.01 Par Value ND	10/05/2018	M	5,055	A	\$ 0	74,249	D	
Common Stock \$.01 Par Value ND	10/05/2018	F	1,990	D	\$ 26.24	72,259	D	
Common Stock \$.01 Par Value ND	10/06/2018	M	3,179	A	\$ 0	75,438	D	
Common Stock \$.01 Par Value ND	10/06/2018	F	1,252	D	\$ 26.24	74,186	D	
Common Stock \$.01 Par Value ND						313,300	I	Robert H. Baldwin Trust

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

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(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 Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Performance Share Units	(3)	10/05/2018		M	69,463.6914	10/05/2018	10/05/2018	Common Stock \$.01 Par Value ND

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- Profit Growth PSUs granted under the MGM Resorts International ("MGM Resorts") Amended and Restated 2005 Omnibus Incentive Plan (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 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.
- (4)
- (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.