

MGM Resorts International  
Form 8-K  
May 04, 2018

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

**FORM 8-K**  
**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**  
**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 2, 2018**

**MGM RESORTS INTERNATIONAL**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-10362**  
**(Commission**  
  
**file number)**

**88-0215232**  
**(I.R.S. employer**  
  
**identification no.)**

**3600 Las Vegas Boulevard South,**  
  
**Las Vegas, Nevada**  
**(Address of principal executive offices)**

**89109**  
**(Zip code)**

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**(702) 693-7120**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 §CRF 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MGM Resorts International (the Company) held its annual meeting of shareholders on May 2, 2018 (the Annual Meeting), at which stockholders voted on the matters set forth below.

Proposal 1: To elect a Board of Directors

Director	For	Against	Abstain
Robert H. Baldwin	451,045,920	21,500,977	306,983
William A. Bible	454,291,677	18,078,997	483,206
Mary Chris Gay	452,058,639	20,307,263	487,978
William W. Grounds	452,607,092	19,912,057	334,731
Alexis M. Herman	446,700,236	25,923,981	229,663
Roland Hernandez	442,045,751	30,566,556	241,573
John Kilroy	440,772,559	31,516,383	564,938
Rose McKinney-James	450,251,701	22,022,260	579,919
James J. Murren	439,987,859	32,484,756	381,265
Gregory M. Spierkel	453,688,673	18,672,149	493,058
Jan G. Swartz	454,927,145	17,684,122	242,613
Daniel J. Taylor	450,442,228	22,171,725	239,927

Broker Non-Votes: 34,964,124 for each of Mr. Baldwin, Mr. Bible, Ms. Gay, Mr. Grounds, Ms. Herman, Mr. Hernandez, Mr. Kilroy, Ms. McKinney-James, Mr. Murren, Mr. Spierkel, Ms. Swartz and Mr. Taylor.

Each of the foregoing directors was elected and received the affirmative vote of a majority of the votes cast at the annual meeting at which a quorum was present.

Proposal 2: To ratify the selection of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm for the year ending December 31, 2018.

For	Against	Abstain
503,039,376	4,381,890	396,738

Broker Non-Votes: 0

The foregoing Proposal 2 was approved.

Proposal 3: To approve, on an advisory basis, the compensation of the Company's named executive officers as disclosed in the proxy statement for the Annual Meeting.

For	Against	Abstain
416,351,786	51,852,138	4,649,956

Broker Non-Votes: 34,964,124

The foregoing Proposal 3 was approved.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MGM Resorts International**

Date: May 4, 2018

By: /s/ Andrew Hagopian III  
Name: Andrew Hagopian III  
Title: Chief Corporate Counsel and Assistant  
Secretary