

MGM Resorts International
 Form 4
 December 19, 2013

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 *
TRACINDA CORP

(Last) (First) (Middle)

150 SOUTH RODEO DRIVE,
 SUITE 250

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

MGM Resorts International [MGM]

3. Date of Earliest Transaction
 (Month/Day/Year)

12/19/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Amount | | |
| | | | | Code | V | | |
| | | | | | Price | | |

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

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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)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
| | | | | | | | |

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
|--|------------------------------------|------------------|------------------|---|------|---|-----|-----|---------------------|--------------------|-----------------|------------------|
| Employee Stock Appreciation Rights ⁽¹⁾ | \$ 5 | 12/19/2013 | J ⁽¹⁾ | 100,000 | | | | | 02/01/2010 | 01/31/2014 | Common Stock | 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| TRACINDA CORP 150 SOUTH RODEO DRIVE, SUITE 250 BEVERLY HILLS, CA 90212 | | X | | |
| KERKORIAN KIRK 150 SOUTH RODEO DRIVE, SUITE 250 BEVERLY HILLS, CA 90212 | | X | | |

Signatures

| | |
|--|------------|
| Anthony L Mandekic, Secretary/Treasurer, on behalf of Tracinda Corporation | 12/19/2013 |
| __Signature of Reporting Person | Date |
| Anthony L Mandekic, Attorney in Fact for Kirk Kerkorian | 12/19/2013 |
| __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).
Cash settlement of stock appreciation rights granted by Tracinda Corporation, which is wholly owned by Kirk Kerkorian, based upon the
(1) difference between the weighted average price per share of the Common Stock, as reported on the NYSE on December 19, 2013 and the exercise price.

Remarks:

Power of Attorney, dated February 13, 2008, previously filed as Exhibit 3 to a Schedule 13D filed by the Reporting Person on
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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