MGM Resorts International Form 4

December 19, 2013

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

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

may continue. See Instruction

1(b).

(Last)

1.Title of

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person *

TRACINDA CORP

(First)

(Middle)

150 SOUTH RODEO DRIVE, **SUITE 250**

BEVERLY HILLS, CA 90212

(Street)

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)

OMB APPROVAL

OMB Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Director 10% Owner

Other (specify Officer (give title below)

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

Form filed by One Reporting Person X_ Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

(City) (State) (Zip)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

Code V Amount (D) Price

(A)

or

Securities Beneficially Owned Following Reported Transaction(s)

(Instr. 3 and 4)

5. Amount of

Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

6. Ownership

7. Nature of Indirect Ownership

(Instr. 4)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amou Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Secur Security or Exercise any Code Securities (Month/Day/Year) (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 <u>(1)</u>			100,000	02/01/2010	01/31/2014	Common Stock	10

Reporting Owners

Reporting Owner Name / Address	Relationships					
. J	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 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. 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.

Reporting Owners 2