

MGM Resorts International
Form SC 13D/A
January 20, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

Under Rule 13d-1 of the Securities Exchange Act of 1934

(Amendment No. 11)

MGM Resorts International

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

552953101

(CUSIP Number)

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Los Angeles, California 90071

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 12, 2010

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 552953101

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Infinity World Investments LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Nevada

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 14,548,738 shares
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING -0- shares
PERSON 9 SOLE DISPOSITIVE POWER

PERSON

WITH

14,548,738 shares
10 SHARED DISPOSITIVE POWER

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-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,548,738 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%¹

14 TYPE OF REPORTING PERSON

CO

¹ This calculation is based upon the total number of 488,500,521 outstanding shares of common stock, par value \$.01 per share, as reported in MGM Resorts International's Prospectus Supplement, dated October 12, 2010.

CUSIP No. 552953101

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 Infinity World Cayman Investments Corporation
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 AF
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 ..
CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 14,548,738 shares
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING -0- shares
PERSON 9 SOLE DISPOSITIVE POWER

WITH

14,548,738 shares
10 SHARED DISPOSITIVE POWER

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

14,548,738 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3.0%²

14 TYPE OF REPORTING PERSON

CO

² This calculation is based upon the total number of 488,500,521 outstanding shares of common stock, par value \$.01 per share, as reported in MGM Resorts International's Prospectus Supplement, dated October 12, 2010.

CUSIP No. 552953101

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Infinity World (Cayman) L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 26,048,738 shares

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING -0- shares
9 SOLE DISPOSITIVE POWER

PERSON

WITH

26,048,738 shares
10 SHARED DISPOSITIVE POWER

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,048,738 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%³

14 TYPE OF REPORTING PERSON

PN

³ This calculation is based upon the total number of 488,500,521 outstanding shares of common stock, par value \$.01 per share, as reported in MGM Resorts International's Prospectus Supplement, dated October 12, 2010.

CUSIP No. 552953101

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Infinity World (Cayman) Holding
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 26,048,738 shares
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING -0- shares
PERSON 9 SOLE DISPOSITIVE POWER

WITH

26,048,738 shares
10 SHARED DISPOSITIVE POWER

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,048,738 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%⁴

14 TYPE OF REPORTING PERSON

CO

⁴ This calculation is based upon the total number of 488,500,521 outstanding shares of common stock, par value \$.01 per share, as reported in MGM Resorts International's Prospectus Supplement, dated October 12, 2010.

CUSIP No. 552953101

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Infinity World Holding Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Dubai, United Arab Emirates

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY

26,048,738 shares

OWNED BY

8 SHARED VOTING POWER

EACH

REPORTING

-0- shares

9 SOLE DISPOSITIVE POWER

PERSON

WITH

26,048,738 shares

10 SHARED DISPOSITIVE POWER

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,048,738 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%⁵

14 TYPE OF REPORTING PERSON

CO

⁵ This calculation is based upon the total number of 488,500,521 outstanding shares of common stock, par value \$.01 per share, as reported in MGM Resorts International's Prospectus Supplement, dated October 12, 2010.

CUSIP No. 552953101

1 NAME OF REPORTING PERSON

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Dubai World
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

..
6 CITIZENSHIP OR PLACE OF ORGANIZATION

Dubai, United Arab Emirates
NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY 26,048,738 shares
OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING -0- shares
PERSON 9 SOLE DISPOSITIVE POWER

WITH

26,048,738 shares
10 SHARED DISPOSITIVE POWER

-0- shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

26,048,738 shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES SHARES

..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%⁶

14 TYPE OF REPORTING PERSON

OO

⁶ This calculation is based upon the total number of 488,500,521 outstanding shares of common stock, par value \$.01 per share, as reported in MGM Resorts International's Prospectus Supplement, dated October 12, 2010.

This Schedule 13D/A constitutes Amendment No. 11 to that certain Schedule 13D filed on December 28, 2007, as previously amended by Amendment No. 1 filed on January 16, 2008, Amendment No. 2 filed on February 27, 2008, Amendment No. 3 filed on April 29, 2008, Amendment No. 4 filed on June 25, 2008, Amendment No. 5 filed on August 7, 2008, Amendment No. 6 filed on November 7, 2008, Amendment No. 7 filed on December 15, 2008, Amendment No. 8 filed on March 2, 2009, Amendment No. 9 filed on November 6, 2009 and Amendment No. 10 filed on December 8, 2010 by Infinity World Investments LLC, a Nevada limited liability company (Infinity World), Infinity World Cayman Investments Corporation, a Cayman Islands exempted company (Cayman Investments), Infinity World (Cayman) L.P., a Cayman Islands exempted limited partnership (Cayman LP), Infinity World (Cayman) Holding, a Cayman Islands exempted company (Cayman Holding), Infinity World Holding Ltd., a Dubai, United Arab Emirates offshore corporation (Infinity Holding), and Dubai World, a Dubai, United Arab Emirates government decree entity (Dubai World) and together with Infinity World, Cayman Investments, Cayman LP, Cayman Holding and Infinity Holding, each, an Infinity Entity and collectively, the Infinity Entities) (collectively, with all subsequent amendments, the Schedule 13D). Except as specifically set forth herein, the Schedule 13D remains unmodified.

Item 2. Identity and Background

Item 2 is hereby amended to add the following paragraphs:

Effective as of December 12, 2010, the Board of Directors of Dubai World has been replaced by the following individuals (collectively, the DW Board Members):

Sheikh Ahmed bin Saeed Al Maktoum is the Chairman of Dubai World. Mr. Maktoum is also a member of the Board of Directors of Dubai World. Mr. Maktoum is a resident and citizen of United Arab Emirates.

Mohammed Ibrahim Al Shaibani is a member of the Board of Directors of Dubai World. Mr. Shaibani is also the Director General of H.H. The Ruler s Court, Dubai, whose address is Ruler s Court in Bur Dubai, United Arab Emirates. Mr. Shaibani is a resident and citizen of United Arab Emirates.

Ahmed Humaid Al Tayer is a member of the Board of Directors of Dubai World. Mr. Tayer is also the Governor of Dubai International Financial Centre, whose address is DIFC, The Gate, 14th Floor, Dubai, United Arab Emirates. Mr. Tayer is a resident and citizen of United Arab Emirates.

Abdulrahman Al Saleh is a member of the Board of Directors of Dubai World. Mr. Saleh is the Director General of the Department of Finance in Dubai, whose address is Ruler s Court in Bur Dubai, United Arab Emirates. Mr. Saleh is a resident and citizen of United Arab Emirates.

Hamad Mubarak Buamim is a member of the Board of Directors of Dubai World. Mr. Buamim is also the Director General of the Dubai Chamber of Commerce & Industry, whose address is Baniyas Road, Deira, PO Box 115522, Dubai, United Arab Emirates. Mr. Buamim is a resident and citizen of United Arab Emirates.

Saadi Abdulrahin Hassan Al Rais is a member of the Board of Directors of Dubai World. Mr. Rais is also a Partner and Managing Director at Rais Hassan Saadi Group, whose address is Rais Hassan Saadi Building, Mankhool Road, Dubai, United Arab Emirates. Mr. Rais is a resident and citizen of United Arab Emirates.

Soon Young Chang is a member of the Board of Directors of Dubai World. Dr. Chang is also the Chairman of MIDAS International Asset Management Company, whose address is Hana Securities Building, Yoido Dong, Seoul, Korea. Dr. Chang is a resident and citizen of Korea.

During the past five years, none of the DW Board Members have been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), nor (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 20, 2011

DUBAI WORLD,

a Dubai, United Arab Emirates government decree entity

/s/ GEORGE DALTON

Name: George Dalton, Esq.

Title: Group General Counsel

INFINITY WORLD HOLDING LTD.,

a Dubai, United Arab Emirates offshore corporation

/s/ CHRIS O DONNELL

Name: Chris O Donnell

Title: President and Chief Executive Officer

INFINITY WORLD CAYMAN

INVESTMENTS CORPORATION,

a Cayman Islands exempted company

/s/ CHRIS O DONNELL

Name: Chris O Donnell

Title: President and Chief Executive Officer

INFINITY WORLD (CAYMAN) L.P.,

a Cayman Islands exempted limited partnership

By: Infinity World (Cayman) Holding

Its: General Partner

/s/ CHRIS O DONNELL

Name: Chris O Donnell

Title: President and Chief Executive Officer

INFINITY WORLD (CAYMAN) HOLDING,

a Cayman Islands exempted company

/s/ CHRIS O DONNELL

Name: Chris O Donnell

Title: President and Chief Executive Officer

INFINITY WORLD INVESTMENTS LLC,

a Nevada limited liability company

/s/ CHRIS O DONNELL

Name: Chris O Donnell

Title: President and Chief Executive Officer

INDEX TO EXHIBITS

| No. | Description |
|------------|--|
| 1** | Confirmation dated as of December 13, 2007 by and between Credit Suisse International and Infinity World Investments LLC, filed as Exhibit 1 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference. |
| 2** | Confirmation dated as of December 13, 2007 by and between Deutsche Bank AG, London Branch and Infinity World Investments LLC, filed as Exhibit 2 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference. |
| 3** | Confirmation dated as of December 13, 2007 by and between The Royal Bank of Scotland plc and Infinity World Investments LLC, filed as Exhibit 3 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference. |
| 4 | Limited Liability Company Agreement dated as of August 21, 2007 by and between Mirage Resorts, Incorporated and Dubai World, filed as Exhibit (d)(3) to the Schedule TO-T jointly filed by Dubai World, Infinity World (Cayman) L.P. and Infinity World Investments LLC with the Securities and Exchange Commission on August 24, 2007 and incorporated herein by reference. |
| 5 | Amendment No. 1 to Limited Liability Company Agreement dated as of November 15, 2007 by and between Project CC, LLC and Infinity World Development Corp, filed as Exhibit (d)(3) to the Form 8-K filed by MGM MIRAGE with the Securities and Exchange Commission on November 21, 2007 and incorporated herein by reference. |
| 6 | Assignment and Assumption Agreement dated as of November 15, 2007, by and between Dubai World, as assignor, and Infinity World Development Corp, as assignee, filed as Exhibit 6 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference. |
| 7 | Company Stock Purchase and Support Agreement dated as of August, 21, 2007 by and between MGM MIRAGE and Infinity World Investments LLC, filed as Exhibit (d)(1) to the Schedule TO-T jointly filed by Dubai World, Infinity World (Cayman) L.P. and Infinity World Investments LLC with the Securities and Exchange Commission on August 24, 2007 and incorporated herein by reference. |
| 8 | Stock Purchase Agreement dated as of December 18, 2007, by and between The Lincy Foundation and Infinity World (Cayman) L.P., filed as Exhibit 8 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference. |
| 9 | Stockholder Support Agreement dated as of August 21, 2007, by and between Tracinda Corporation and Infinity World Investments LLC, filed as Exhibit (d)(2) to the Schedule TO-T jointly filed by Dubai World, Infinity World (Cayman) L.P. and Infinity World Investments LLC with the Securities and Exchange Commission on August 24, 2007 and incorporated herein by reference. |
| 10** | Pledge Agreement dated as of December 13, 2007 by and among Infinity World Investments LLC, Credit Suisse International, Deutsche Bank AG, London Branch and The Royal Bank of Scotland plc, as Initial Banks, and Deutsche Bank Trust Company Americas, as Collateral Agent, filed as Exhibit 10 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference. |

- 11** Liquidity Agreement dated as of December 13, 2007 by and among Dubai World, Infinity World Investments LLC, Credit Suisse International, Deutsche Bank AG, London Branch and The Royal Bank of Scotland plc, as Initial Banks, and Deutsche Bank Trust Company Americas, as Collateral Agent, filed as Exhibit 11 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference.
- 12** Letter Agreement dated as of December 13, 2007 by and among Dubai World, Credit Suisse International, Deutsche Bank AG, London Branch, Deutsche Bank Securities Inc., as agent, and The Royal Bank of Scotland plc, filed as Exhibit 12 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference.
- 13 Joint Filing Agreement dated as of December 28, 2007 by and among Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd., filed as Exhibit 13 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding and Infinity World Holding Ltd. with the Securities and Exchange Commission on December 28, 2007 and incorporated herein by reference.
- 14 Press Release, dated January 9, 2008, filed with the Schedule TO-C jointly filed by MGM MIRAGE, Dubai World and Infinity World (Cayman) L.P. with the Securities and Exchange Commission on January 16, 2008 and incorporated herein by reference.
- 15 Press Release, dated January 16, 2008, filed with the Schedule TO-C jointly filed by MGM MIRAGE, Dubai World and Infinity World (Cayman) L.P. with the Securities and Exchange Commission on January 16, 2008 and incorporated herein by reference.
- 16 Amendment No. 2 to Limited Liability Company Agreement dated as of December 31, 2007 by and between Project CC, LLC and Infinity World Development Corp, filed as Exhibit 10.1 to the Form 8-K filed by MGM MIRAGE with the Securities and Exchange Commission on December 31, 2007 and incorporated herein by reference.
- 17 Amended and Restated Joint Filing Agreement dated as of February 26, 2008 by and among Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding, Infinity World Holding Ltd, Infinity World Investments LLC and Infinity World Cayman Investments Corporation, filed as Exhibit 17 to the Schedule 13D jointly filed by Dubai World, Infinity World (Cayman) L.P., Infinity World (Cayman) Holding, Infinity World Holding Ltd., Infinity World Cayman Investments Corporation and Infinity World Investments LLC with the Securities and Exchange Commission on February 27, 2008 and incorporated herein by reference.
- 18 Offer to Purchase, dated August 27, 2007, filed as Exhibit (a)(1)(A) to the Schedule TO-T jointly filed by Dubai World, Infinity World (Cayman) L.P. and Infinity World Investments LLC with the Securities and Exchange Commission on August 24, 2007 and incorporated herein by reference.
- 19 Letter of Transmittal, filed as Exhibit (a)(1)(B) to the Schedule TO-T jointly filed by Dubai World, Infinity World (Cayman) L.P. and Infinity World Investments LLC with the Securities and Exchange Commission on August 24, 2007 and incorporated herein by reference.
- 20 Notice of Guaranteed Delivery, filed as Exhibit (a)(1)(C) to the Schedule TO-T jointly filed by Dubai World, Infinity World (Cayman)