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GROUNDS WILLIAM WARWICK

Form 4

September 11, 2017

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

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or Form 5

obligations may continue.

See Instruction 1(b).

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

(Last)

(City)

1. Name and Address of Reporting Person * **GROUNDS WILLIAM WARWICK**

2. Issuer Name and Ticker or Trading Symbol

MGM Resorts International [MGM]

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

(Zip)

(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director Officer (give title

10% Owner X_ Other (specify

3600 LAS VEGAS BLVD. SOUTH,

09/07/2017

below) below)

See Remarks

(Check all applicable)

(Street)

(State)

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

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(I)

(Instr. 4)

Person

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

LAS VEGAS, NV 89109

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

7. Nature of Ownership Indirect Form: Beneficial Ownership Direct (D) or Indirect (Instr. 4)

(A) or Code V Amount (D)

Transaction(s) Price

(Instr. 3 and 4)

Common 09/07/2017 Stock

5,200,000 D (2)

\$ 20,848,738 D (2) 34.01

See $I^{(2)}$ Footnotes (1)(2)

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)

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9. Nu Deriv Secur

Bene Own

Follo Repo Trans (Instr

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Ex	ercisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	ctionNumb	er Expiration	Date	Amou	int of	Derivative
Security	or Exercise		any	Code	of	(Month/Da	y/Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	B) Deriva	ative		Securi	ities	(Instr. 5)
	Derivative				Secur	ities		(Instr.	3 and 4)	
	Security				Acqui	red				
	,				(A) or	•				
					Dispo	sed				
					of (D))				
					(Instr.	3,				
					4, and	.5)				
									Amount	
						Date	Expiration		or	
							Exercisable Date	Title	Number	
						Lacreisadi	Duit		of	
				Code	V (A)	(D)			Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships						
reporting owner name, marcis	Director	10% Owner	Officer	Other			
GROUNDS WILLIAM WARWICK 3600 LAS VEGAS BLVD. SOUTH LAS VEGAS, NV 89109	X			See Remarks			
Dubai World EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks			
Infinity World Holding Ltd. EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks			
Infinity World Cayman Investments Corp EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks			
Infinity World (Cayman) L.P. EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks			
Infinity World (Cayman) Holding EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks			
Infinity World Investments LLC EMIRATES TOWERS, LEVEL 47, SHEIKH ZAYED ROAD DUBAI, C0	X			See Remarks			

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Signatures

William Warwick Grounds, By: /s/ William Warwick Grounds					
**Signature of Reporting Person	Date				
Dubai World, By: /s/ Hamad Buamim, Managing Director					
**Signature of Reporting Person	Date				
Infinity World Holding Ltd., By: /s/ Hamad Buamim, Director					
**Signature of Reporting Person	Date				
Infinity World Cayman Investments Corporation, By: /s/ Hamad Buamim, Director					
**Signature of Reporting Person	Date				
Infinity World (Cayman) L.P., By: Infinity World (Cayman) Holding, its General Partner, By: /s/ Hamad Buamim, Director					
**Signature of Reporting Person	Date				
Infinity World (Cayman) Holding, By: /s/ Hamad Buamim, Director					
**Signature of Reporting Person	Date				
Infinity World Investments LLC, By: /s/ Hamad Buamim, Director					
**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).
 - Infinity World Investments LLC, a Nevada limited liability company ("Infinity World"), is a direct wholly-owned subsidiary of Infinity World Cayman Investments Corporation, a Cayman Islands exempted company ("Cayman Investments"). Cayman Investments is a direct wholly-owned subsidiary of Infinity World (Cayman) L.P., a Cayman Islands exempted limited partnership ("Cayman LP"), for
- (1) which Infinity World (Cayman) Holding, a Cayman Islands exempted company ("Cayman Holding"), is general partner. Cayman Holding is a direct wholly-owned subsidiary of Infinity World Holding Ltd., a Dubai, United Arab Emirates offshore corporation ("Infinity Holding") and a wholly-owned subsidiary of Dubai World. Dubai World is a decree entity of Dubai, United Arab Emirates government and 100% owned by the Government of Dubai ("DW").
 - Following the transaction reported herein, Infinity World is a direct beneficial owner of 9,348,738 shares. Cayman LP is a direct beneficial owner of 11,500,000 shares. Cayman LP and Cayman Investments are each indirect beneficial owners of the 9,348,738 shares directly beneficially owned by Infinity World. DW, Infinity Holding and Cayman Holding are each indirect beneficial owners of
- the aggregate 20,848,738 shares directly beneficially owned by Infinity World and Cayman LP. Each of Infinity World, Cayman Investments, Cayman LP, Cayman Holding, Infinity Holding and DW (collectively, the "Dubai Entities") disclaim beneficial ownership of these shares except to the extent of that person's pecuniary interest therein. Mr. Grounds personally beneficially owns 2,300 shares of the Issuer's Common Stock and disclaims beneficial ownership of the shares beneficially owned by the Dubai Entities.

Remarks:

William W. Grounds is a director of the Issuer who was designated as a nominee for election to serve on the Issuer's board of 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.

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