

MGM Resorts International
Form SC 13D/A
June 14, 2016

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. 44)

MGM Resorts International

(Name of Issuer)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

552953 10 1

(CUSIP Number)

Anthony L. Mandekic

Tracinda Corporation

6725 Via Austi Parkway, Suite 370

Las Vegas, NV 89119

(702) 978-6161

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

June 13, 2016

(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. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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. 552953 10 1

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Tracinda Corporation

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check 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 0 shares

8. Shared Voting Power

Owned by

Each

91,173,744 shares

Reporting 9. Sole Dispositive Power

Person

With 0 shares

10. Shared Dispositive Power

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91,173,744 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

91,173,744 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

16.1%*

14. Type of Reporting Person (See Instructions)

CO

* Percentage calculated on the basis of 565,153,753 shares of common stock issued and outstanding as of May 3, 2016, based upon information contained in the Company's Quarterly Report Form 10-Q for the period ended March 31, 2016.

CUSIP No. 552953 10 1

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Anthony L. Mandekic

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions)

N/A

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

..

6. Citizenship or Place of Organization

United States

Number of 7. Sole Voting Power

Shares

Beneficially 53,357* shares

8. Shared Voting Power

Owned by

Each

91,173,744 shares

Reporting 9. Sole Dispositive Power

Person

With 53,357* shares

10. Shared Dispositive Power

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91,173,744 shares

11. Aggregate Amount Beneficially Owned by Each Reporting Person

91,227,101 shares

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

..

13. Percent of Class Represented by Amount in Row (11)

16.1%*

14. Type of Reporting Person (See Instructions)

IN

* Percentage calculated on the basis of 565,153,753 shares of common stock issued and outstanding as of May 3, 2016, based upon information contained in the Company's Quarterly Report Form 10-Q for the period ended March 31, 2016.

This Amendment No. 44 amends and supplements the Statement on Schedule 13D filed by Tracinda Corporation, a Nevada corporation (Tracinda), and Mr. Kirk Kerkorian, the sole shareholder of Tracinda, with the Securities and Exchange Commission (the SEC) on August 20, 1991, as amended on June 8, 1992, October 16, 1992, February 22, 1994, March 11, 1994, November 20, 1995, January 24, 1997, September 25, 1997, August 3, 1998, August 21, 1998, September 1, 1998, June 11, 1999, November 16, 1999, April 18, 2000, February 9, 2001, May 21, 2001, November 2, 2001, May 21, 2007, June 20, 2007, August 7, 2007, August 22, 2007, March 5, 2008, July 8, 2008, September 3, 2008, October 16, 2008, February 19, 2009, May 18, 2009, May 20, 2009, September 9, 2009, October 20, 2009, April 16, 2010, October 13, 2010, October 18, 2010 (two filings), October 21, 2010, November 12, 2010, January 28, 2011, April 20, 2011, August 18, 2011, February 28, 2012, April 4, 2012, March 14, 2013, September 18, 2013 and June 16, 2015, and as amended by that certain Schedule TO-T filed by Tracinda and Mr. Kerkorian with the SEC on December 4, 2006, as amended (as so amended, the Schedule 13D), relating to the common stock, \$.01 par value per share (Common Stock), of MGM Resorts International, a Delaware corporation (the Company). Capitalized terms used herein and not otherwise defined in this Amendment No. 44 shall have the meaning set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended to add the following information to the following information:

The business address of Tracinda and Mr. Mandekic is 6725 Via Austi Parkway, Suite 370, Las Vegas, NV 89119.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to add the following information:

On June 13, 2016, Tracinda entered into a Long Form ISDA Master Agreement with UBS AG (UBS) pursuant to which it sold, on June 13, 2016, an aggregate of 20,000,000 European style covered call options with respect to an equivalent number of shares of Common Stock (the Covered Call Options). The Covered Call Options, which were sold for \$2.12 per option and have an exercise price of \$23.9363 per share, are set to mature at a rate of 2,000,000 shares per day, for ten trading days, commencing on February 7, 2017. Tracinda anticipates that if the current market price of the Common Stock exceeds the exercise price (an in-the-money price), the Covered Call Options will be settled by the delivery of underlying Common Stock and will not be settled in cash. Tracinda has separately entered into a lock-up agreement with UBS AG that restricts Tracinda's ability to sell, for a period of 60 trading days following the trade date of the Covered Call Options, any residual shares beyond the number of underlying shares referenced by the Covered Call Options. Tracinda has separately entered into a Pledge Agreement with UBS, pursuant to which Tracinda will deliver to UBS 20,000,000 shares of Common Stock as collateral to secure its obligations under the Covered Call Options. This summary of the Covered Call Options is qualified by reference to the call option documents, forms of which are filed as Exhibits to this Schedule 13D, all of which are incorporated into this filing by reference.

Tracinda continues to believe that there is substantial value in the assets of MGM Resorts and that the company is a good long term investment. Tracinda is evaluating options for an orderly disposition of its position in the Common Stock, as directed in Kirk Kerkorian's will. The closing of the Covered Call Option agreements described above, the authority for which at all times will rest with the Covered Call Option purchasers, may result in a reduction in Tracinda's beneficial ownership of the Common Stock. Tracinda is subject to no fixed timetable for the disposition of its position in the Common stock.

Item 5. Interests in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended to add the following information:

(a)-(b) The following table sets forth information with respect to the Company's securities beneficially owned, as of the date hereof, by each person or entity named in Item 2 of the Schedule 13D. Mr. Kerkorian has sole voting and investment power with respect to the shares held by the Filing Persons.

| Reporting Persons | Number of Share Beneficially Owned with Sole Power to Vote or to Direct the Vote or Sole Power to Dispose or to Direct the Disposition | Number of Share Beneficially Owned with Share Power to Vote or to Direct the Vote or Shared Power to Dispose or to Direct the Disposition | Aggregate Number of Shares Beneficially Owned | Percentage of Class Beneficially Owned (1) |
|----------------------|----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|--------------------------------------------|
| Tracinda Corporation | -0- | -0- | 91,173,744 | 16.1% |
| Anthony L. Mandekic | 53,357 (2) | 91,173,744 | 91,227,101 | 16.1% |

(1) Percentage calculated on the basis of 565,153,753 shares of common stock issued and outstanding as of May 3, 2016, based upon information contained in the Company's Quarterly Report Form 10-Q for the period ended March 31, 2016.

(2) Includes 40,000 shares subject to stock appreciation rights exercisable within 60 days. Mr. Mandekic has sole voting and investment power with respect to the shares held by him, subject to applicable community property laws.

(c) Except as set forth in this Schedule 13D, within the last 60 days, no reportable transactions were effected by any Reporting Person.

(d) & (e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended to add the following information:

The disclosure set forth in Item 4 of this Amendment No. 44 is incorporated herein by this reference.

Item 7. Exhibits.

99.1 Covered Call Confirmation Agreement, dated June 13, 2016, between UBS Securities LLC and UBS AG, London Branch, on the one hand, and Tracinda Corporation, on the other.

99.2

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Account Control Agreement, dated June 13, 2016, among UBS AG, London Branch, UBS Securities LLC and Tracinda Corporation.

99.3 Power of Attorney, dated June 7, 2016.

SIGNATURE

After reasonable inquiry and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

June 14, 2016

TRACINDA CORPORATION

By: Anthony L. Mandekic
CEO, President and Secretary/Treasurer

By: /s/ Janet S. McCloud
Name: Janet S. McCloud
Title: Attorney-in-Fact*

ANTHONY L. MANDEKIC

By: /s/ Janet S. McCloud
Name: Janet S. McCloud
Title: Attorney-in-Fact*

* Power of Attorney filed as Exhibit 99.3 to this Amendment No. 44 to the Schedule 13D.