

MGM Resorts International  
Form 8-K  
June 06, 2014

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of**

**The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 5, 2014**

**MGM RESORTS INTERNATIONAL**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**

**of incorporation)**

**001-10362**  
**(Commission**

**file number)**

**88-0215232**  
**(I.R.S. employer**

**identification no.)**

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**3600 Las Vegas Boulevard South,**

**Las Vegas, Nevada**  
**(Address of principal executive offices)**

**(702) 693-7120**

**89109**  
**(Zip code)**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name or former address, if changed since last report.)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of stockholders on June 5, 2014, at which stockholders voted on the matters set forth below.

**Proposal 1: To Elect a Board of Directors**

<b>Director</b>	<b>Votes For</b>	<b>Votes Withheld</b>
Robert H. Baldwin	352,903,568	1,424,366
William A. Bible	335,119,260	19,208,674
Mary Chris Gay	353,504,238	823,696
William W. Grounds	353,034,228	1,293,706
Alexis M. Herman	346,223,297	8,104,637
Roland Hernandez	318,679,535	35,648,399
Anthony Mandekic	353,096,640	1,231,294
Rose McKinney-James	352,897,560	1,430,374
James J. Murren	348,548,755	5,779,179
Gregory M. Spierkel	352,896,534	1,431,400
Daniel J. Taylor	351,020,747	3,307,187

Broker Non-Votes: 50,073,912

Each of the foregoing directors was elected and received the affirmative vote of a plurality of the votes cast at the annual meeting at which a quorum was present.

**Proposal 2: To Ratify the Selection of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm for the Year Ending December 31, 2014.**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
402,182,044	1,811,545	408,257

Broker Non-Votes: 0

The foregoing Proposal 2 was approved.

**Proposal 3: To Approve, on an Advisory Basis, the Compensation of the Company's Named Executive Officers as Disclosed in the Proxy Statement for the Annual Meeting.**

<b>For</b>	<b>Against</b>	<b>Abstain</b>
348,936,558	4,327,863	1,063,513

Broker Non-Votes: 50,073,912

The foregoing Proposal 3 was approved.

**Proposal 4: To Approve Amendments to the Amended and Restated 2005 Omnibus Incentive Plan.**

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<b>For</b>	<b>Against</b>	<b>Abstain</b>
350,036,207	3,823,729	467,998

Broker Non-Votes: 50,073,912

The foregoing Proposal 4 was approved.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 6, 2014

**MGM Resorts International**

By: /s/ Andrew Hagopian III  
Name: Andrew Hagopian III  
Title: Vice President, Deputy General Counsel &  
Assistant Corporate Secretary