

MGM Resorts International  
Form 8-K  
June 10, 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.)**

**3600 Las Vegas Boulevard South,**

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

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

**(702) 693-7120**

**(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))

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.**

(e) On June 5, 2014, MGM Resorts International, a Delaware corporation (the Company), held its annual meeting of stockholders (the Annual Meeting). At the Annual Meeting, our stockholders approved amendments to the Company's Amended and Restated 2005 Omnibus Incentive Plan (the Plan), which had previously been approved by our Board of Directors, subject to the approval of our stockholders.

The Plan was amended and restated to:

extend the term of the Plan to April 22, 2024;

increase the number of shares of our common stock available for grant under the Plan by 10 million shares (to a total authorization of 45 million shares);

establish an annual limit of \$600,000 on nonemployee director awards; and

make other administrative changes.

The material features of the Plan are described in our definitive proxy statement on Schedule 14A for the Annual Meeting filed on April 25, 2014 (the Proxy Statement). The description of the Plan included in the Proxy Statement is incorporated herein by reference. The above description of the Plan is qualified in its entirety by reference to the full text of the Plan, a copy of which is attached hereto as Exhibit 10.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
10.1	MGM Resorts International Amended and Restated 2005 Omnibus Incentive Plan.
99.1	The section entitled Proposal No. 4 Approval of the Amendments to the Amended and Restated 2005 Omnibus Incentive Plan of the definitive proxy statement on Schedule 14A of MGM Resorts International filed on April 25, 2014 is incorporated herein by reference.

**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 10, 2014

**MGM Resorts International**

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

**INDEX TO EXHIBITS**

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