

GROUNDS WILLIAM WARWICK
Form 3/A
September 11, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â GROUNDS WILLIAM WARWICK | | (Month/Day/Year) 02/08/2013 | MGM Resorts International [MGM] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | |
| 3600 LAS VEGAS BLVD. SOUTH,Â | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner | |
| LAS VEGAS,Â NVÂ 89109 | | | <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other | |
| (City) | (State) | (Zip) | (give title below) (specify below) | |
| | | | See Remarks | |
| | | | 5. If Amendment, Date Original Filed(Month/Day/Year) 04/17/2013 | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 11,500,000 <u>(2)</u> | I <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |
| Common Stock | 14,548,738 <u>(2)</u> | I <u>(2)</u> | See Footnotes <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
| | | Title | | | |

Reporting Owners

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

Signatures

| | |
|---|------------|
| William Warwick Grounds, By: /s/ William Warwick Grounds | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Dubai World, By: /s/ Hamad Buamim, Managing Director | 09/11/2017 |
| **Signature of Reporting Person | Date |
| Infinity World Holding Ltd., By: /s/ Hamad Buamim, Director | 09/11/2017 |

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| | |
|--|------------|
| __Signature of Reporting Person | Date |
| Infinity World Cayman Investments Corporation, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| __Signature of Reporting Person | Date |
| Infinity World (Cayman) L.P., By: Infinity World (Cayman) Holding, its General Partner, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| __Signature of Reporting Person | Date |
| Infinity World (Cayman) Holding, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| __Signature of Reporting Person | Date |
| Infinity World Investments LLC, By: /s/ Hamad Buamim, Director | 09/11/2017 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) 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 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").

(2) Infinity World is a direct beneficial owner of 14,548,738 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 14,548,738 shares directly beneficially owned by Infinity World. DW, Infinity Holding and Cayman Holding are each indirect beneficial owners of the aggregate 26,048,738 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 securities except to the extent of that person's pecuniary interest therein. Mr. Grounds does not beneficially own shares of the Issuer's Common Stock and disclaims beneficial ownership of the shares beneficially owned by the Dubai Entities.

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Remarks:

William W. Grounds is a director of the Issuer who was designated as a nominee for election to

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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