Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A This return/report is for:
- [ ] a multiemployer plan
- [X] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [ ] a single-employer plan
- [ ] a DFE (specify) ___

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
THE MGM RESORTS 401(K) SAVINGS PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1993

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
MGM RESORTS INTERNATIONAL

840 GRIER DRIVE
LAS VEGAS, NV 89119

2b Employer Identification Number (EIN)
88-0215232

2c Plan Sponsor's telephone number
702-692-1700

2d Business code (see instructions)
713200

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2018	JULIE DONOHUE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	38823
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	36065
a(2) Total number of active participants at the end of the plan year	**6a(2)**	39949
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	2810
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	42759
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f Total. Add lines **6d** and **6e**.	**6f**	42759
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	26777
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	115
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2T 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	2	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE MGM RESORTS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MGM RESORTS INTERNATIONAL

D Employer Identification Number (EIN)
88-0215232

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	041940	42759	01/01/2017	12/31/2017

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	217812984

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE MGM RESORTS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MGM RESORTS INTERNATIONAL

D Employer Identification Number (EIN)
88-0215232

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
22-1211670	68241	GA-63067	42759	01/01/2017	12/31/2017

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	**4**	0
5	Current value of plan's interest under this contract in separate accounts at year end	**5**	0

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	**6b**	
c	Premiums due but unpaid at the end of the year	**6c**	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	**6d**	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☐ guaranteed investment (4) ☒ other ▶ SYNTHETIC GIC

b	Balance at the end of the previous year			**7b**	
c	Additions: (1) Contributions deposited during the year	**7c(1)**			
	(2) Dividends and credits	**7c(2)**			
	(3) Interest credited during the year	**7c(3)**			
	(4) Transferred from separate account	**7c(4)**			
	(5) Other (specify below) ▶	**7c(5)**			
	(6) Total additions			**7c(6)**	
d	Total of balance and additions (add lines **7b** and **7c(6)**).			**7d**	
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	**7e(1)**			
	(2) Administration charge made by carrier	**7e(2)**			
	(3) Transferred to separate account	**7e(3)**			
	(4) Other (specify below) ▶	**7e(4)**			
	(5) Total deductions			**7e(5)**	
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			**7f**	

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Service Provider Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE MGM RESORTS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MGM RESORTS INTERNATIONAL

D Employer Identification Number (EIN)
88-0215232

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

PRUDENTIAL TRUST CO

23-6994310

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL INSURANCE CO

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	1079293	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

UBS FINANCIAL SERVICES INC.

13-2638166

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16	NONE	420048	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	285911	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL TRUST CO

23-6994310

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
51	NONE	278813	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

ROBERTS & HOLLAND

13-1833405

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	93768	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

AUDIT AND TAX SOLUTIONS CPAS, INC

94-3211753

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	35250	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

RAPID COLOR

88-0268912

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
38	NONE	10352	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE MGM RESORTS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
MGM RESORTS INTERNATIONAL

D Employer Identification Number (EIN)
88-0215232

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU CORE CONSERV INT BD FD

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST CO.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-6994310-156	C	283937200

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE VICTORY FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-701	P	29486683

a Name of MTIA, CCT, PSA, or 103-12 IE: SA T. ROWE PRICE GROWTH STOCK STRAT

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-435	P	109723543

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL ESTATE COHEN & STEERS FUND

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-305	P	54582

a Name of MTIA, CCT, PSA, or 103-12 IE: SA INVESCO SMALL CAP GROWTH STRATEG

b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
06-1050034-293	P	78548176

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE MGM RESORTS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MGM RESORTS INTERNATIONAL

D Employer Identification Number (EIN)
88-0215232

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	170	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	17089552	21563021
(2) Participant contributions	1b(2)	930479	924187
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	64546033	69179138
(9) Value of interest in common/collective trusts	1c(9)	276971398	283937200
(10) Value of interest in pooled separate accounts	1c(10)		217812984
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	887027966	875408090
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	1246565598	1468824620
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	1246565598	1468824620

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	24404698	
	(B) Participants	2a(1)(B)	93494782	
	(C) Others (including rollovers)	2a(1)(C)	8533067	
	(2) Noncash contributions	2a(2)	39091	
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		126471638
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	2964978	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		2964978
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	13644793	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		13644793
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5195485
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-728240
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		168774424
c Other income	2c		384416
d Total income. Add all **income** amounts in column (b) and enter total	2d		316707494
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	93375684	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		93375684
f Corrective distributions (see instructions)	2f		29095
g Certain deemed distributions of participant loans (see instructions)	2g		85607
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	958086	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		958086
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		94448472
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		222259022
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: AUDIT AND TAX SOLUTIONS, CPAS, INC. **(2)** EIN: 94-3211753

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. **(2)** [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
THE MGM RESORTS 401(K) SAVINGS PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
MGM RESORTS INTERNATIONAL

D Employer Identification Number (EIN)
88-0215232

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-1211670

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

The MGM Resorts 401(k) Savings Plan

Financial Statements
With Supplemental Schedule

December 31, 2017 and 2016

(With Independent Auditor's Report Thereon)

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

The MGM Resorts 401(k) Savings Plan

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5.	Schedule H, line 4(i) - schedule of assets (held at end of year) as of December 31, 2017.	12

Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable, or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

2239 Moorpark Ave., Suite 100
San Jose, CA 95128
(408) 879-1111
FAX (408) 879-1110
www.401kaudit.com

Independent Auditor's Report

To the Plan Administrator and Participants
The MGM Resorts 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The MGM Resorts 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph below, however, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information referred to in Note 3, which was certified by Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company ("Prudential"), the trustee and custodian of the Plan's assets, except for comparing such information with the related information included in the financial statements. The plan administrator has informed us that Prudential holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Prudential as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by Prudential is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2017 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements.

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

2239 Moorpark Ave., Suite 100
San Jose, CA 95128
(408) 879-1111
FAX (408) 879-1110
www.401kaudit.com

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph above, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Prudential, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Audit and Tax Solutions CPAs Inc.

San Jose, California
September 30, 2018

The MGM Resorts 401(k) Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

	2017	2016
ASSETS:		
Investments (participant directed, at fair value):	$ 1,380,485,737	$ 1,167,186,565
Noninterest-bearing cash		170
Receivables:		
Employer contributions	21,563,021	17,089,552
Participant contributions	924,187	930,479
Notes receivable from participants	69,179,138	64,546,033
	91,666,346	82,566,064
Total assets	1,472,152,083	1,249,752,799
LIABILITIES:		
Excess contributions payable	39,822	18,922
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,472,112,261	$ 1,249,733,877

The accompanying independent auditor's report
and notes are an integral part of these financial statements.

The MGM Resorts 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2017

ADDITIONS:		
Contributions:		
Employers	$	24,404,698
Participants		93,494,782
Rollovers		8,533,067
Noncash contributions		39,091
		126,471,638
Investment income:		
Dividends		13,644,793
Net apppreciation (depreciation) in fair value of investments		173,766,347
		187,411,140
Interest income on notes receivable from participants		2,964,978
TOTAL ADDITIONS		316,847,756
DEDUCTIONS:		
Benefits paid to participants		(93,511,286)
Administrative expenses		(958,086)
TOTAL DEDUCTIONS		(94,469,372)
NET CHANGE		222,378,384
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		1,249,733,877
End of year	$	1,472,112,261

The accompanying independent auditor's report
and notes are an integral part of these financial statements.

1. Description of the Plan

The following description of The MGM Resorts 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) profit sharing plan covering eligible employees of MGM Resorts International and its related entities (collectively the "Plan Sponsor"). Both nonunion employees and employees covered by collective bargaining agreements that allow for participation in the Plan who have met the eligibility requirements defined in the Plan document are eligible to participate in the Plan. The Plan is subject to the provisions of Section 401(a) of the Internal Revenue Code and the Employee Retirement Income Security Act of 1974 (ERISA). The Administrative Committee (i) is responsible for oversight of the Plan and (ii) in conjunction with the Plan's independent investment consultant, is responsible for the Plan's investment options and the monitoring of investment performance.

Contributions to the Plan

Participants may contribute up to 75% of their eligible annual salary to the Plan subject to certain non-discrimination restrictions and an annual limitation of $18,000 for 2017 ($24,000 for those participants who are age 50 or over). Roth contributions are also permitted under the Plan.

The Plan permits the plan sponsor to make matching contributions to participants who have met the eligibility requirements defined in the Plan document. For 2017, the plan sponsor elected to match 50% of deferral contributions up to 6% of eligible compensation but not to exceed $1,500 except for participants, who as of June 30 of the Plan year are at a salary grade of 14 or below.

MGM Grand Detroit makes contributions to the Plan for Bargaining Unit Members of all Detroit Casino Council (DCC) employee participants. These contributions are based on Years of Contribution Service (as defined in the Plan document) and are made following the completion of one Year of Contribution Service, as follows:

Years of Contribution Service	**Cents per Hour**
Less than 1 year	0 cents
1 but less than 3	60 cents
3 but less than 5	70 cents
5 or more	80 cents

MGM Grand Detroit also makes contributions to the Plan for Bargaining Unit Members in the International Union, Security, Police and Fire Professionals of America (IUSPFPA). These contributions are based on Years of Contribution Service (as defined in the Plan document) and are made following the completion of one Year of Contribution Service, as follows:

Years of Contribution Service	**Cents per Hour**
Less than 1 year	0 cents
1 but less than 3	60 cents
3 but less than 5	70 cents
5 or more	80 cents

Plan participants who are Bargaining Unit Members in the DCC and IUSPFPA are not eligible to receive matching contributions under the Plan.

Participant Accounts

All of the Plan's assets are invested, as directed by the participant, as pooled funds. A participant's account balance in the Plan is derived through an allocation of these funds. Each participant's account is credited with the participant's contribution, employer contributions, and an allocation of investment earnings and losses pursuant to the participant's selection of investments and timing of purchase.

Vesting and Forfeitures

Participants are immediately vested in their contributions, rollovers and related earnings thereon at all times. All participants except the above-referenced DCC and IUSPFPA members vest in employer matching contributions at the rate of 20% after one year of service and are 100% vested after five years of credited service. DCC and IUSPFPA participants vest in the above-referenced DCC and IUSPFPA employer contributions as follows: 0% if less than 2 years; 50% if at least 2 years but less than 3 years; and 100% if 3 years or greater. Participants become 100% vested in the event of death, disability, or normal retirement. Forfeitures may be used to pay plan expenses or to reduce employer contributions. At December 31, 2017 and 2016, forfeitures available to pay plan expenses and offset employer contributions were $145,690 and $74,193, respectively. During the year ended December 31, 2017, forfeitures in the amount of $25,058 were used to reduce employer contributions and $349,578 were used to pay plan expenses.

Payment of Benefits

The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, disability, death, financial hardship (as defined in the Plan), or termination of employment. In-service distributions are available for participants who are at least age 59½. Withdrawals of rollover contributions are also available. Participants who qualify for retirement benefits or withdrawals may receive their benefits in the form of a lump sum payment or to rollover to another eligible retirement plan or an individual retirement account (IRA). The benefit to which a participant is entitled is the benefit that can be provided solely from the participant's vested account balance. Participants who separate from service and have vested account balances equal to or less than $5,000 and do not process their own distribution may receive a lump sum cash payment if the entire vested account balance is equal to or less than $1,000. If the value of the vested account balance is greater than $1,000 but equal to or less than $5,000 the account will be converted to an automatic rollover. Participants who separate from service and have vested account balances greater than $5,000 may receive a lump sum cash payment or direct rollover or defer receipt of the entire plan account. Retired participants must begin receiving distributions from the Plan no later than April 1 of the year following the year in which the participant attains age 70½.

Notes Receivable from Participants

The Plan permits participants to receive a loan based upon their vested account balance. Borrowings are limited to the lesser of $50,000 or 50% of the participant's vested account balance. The minimum loan amount is $500 and participants may only have one loan outstanding at one time. Loans bear an interest rate of one percent above prime rate determined on the date of the advance by the plan administrator. Loans generally must be repaid with interest, by payroll deduction, within five years (longer for qualified residential loans). Loans are segregated investments and to the extent a participant borrows, his or her account will not share in the earnings and gains in value attributable to other plan investments. Accordingly, the interest that participants pay on their loans will be directly credited to their accounts. All loans are immediately due upon termination of service, retirement, disability, or death. The loans are secured by the balance in the participant's account and in the event of default, the unpaid loan principal will be offset against the participant's vested account balance.

Plan Amendments

- Effective January 1, 2017, the Plan was amended to remove the dollar limit on matching contributions (currently $1,500) for participants, who as of June 30 of the Plan year are at a salary grade of 14 or below.

- Effective July 1, 2017, the Plan was amended to allow prior service credit for employees of Comcast Spectator, L.P.

- Effective December 31, 2017, the Plan was amended to add a provision for the merger of the Borgata Plan into the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with ERISA. Contributions from participants are recorded when withheld from the participant. Employer contributions are recorded when approved by the plan sponsor. Benefit payments are recorded when paid.

Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition
Investments are reported at fair value as determined by the plan custodian (see Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2017 and 2016.

Excess Contributions Payable
Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding increase to distributions. The Plan distributed the 2017 excess contributions to the applicable participants prior to March 15, 2018.

Expenses
Administrative expenses of the Plan are paid by the Plan, as provided in the Plan document. For the year ended December 31, 2017, the Plan made direct payments totaling $958,086 to the third party recordkeeper and other Plan service providers. Fees related to the administration of notes receivable from the participants are charged directly to the participant's account and are included in administrative expenses.

Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events
The Plan has evaluated subsequent events through September 30, 2018, the date the financial statements were available to be issued.

3. Certification of Assets

Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company ("Prudential") serve as the trustee and custodian of the Plan's assets. In that capacity, Prudential holds the Plan's investment assets and executes investment transactions. The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). As permitted under such election, the plan administrator has obtained certification from Prudential as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that all investment information supplied to the Plan is complete and accurate. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and note receivables from participants held at December 31, 2017 and 2016, and interest, dividends and net appreciation in fair value of investments for the year ended December 31, 2017, was obtained or derived from the certified information.

4. Fair Value Measurements

Assets at Fair Value as of December 31, 2017:

	Level 1	Total
Mutual Funds	$ 875,408,090	$ 875,408,090
Pooled separate accounts	217,812,984	217,812,984
Total assets in the fair value hierarchy	1,093,221,074	1,093,221,074
Common collective trusts measured at net asset value	-	287,264,663
Total investments at fair value	$ 1,093,221,074	$ 1,380,485,737

Assets at Fair Value as of December 31, 2016:

	Level 1	Total
Mutual Funds	$ 887,027,966	$ 887,027,966
Total assets in the fair value hierarchy	887,027,966	887,027,966
Common collective trusts measured at net asset value	-	280,158,599
Total investments at fair value	$ 887,027,966	$ 1,167,186,565

The framework for measuring fair value provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements.) The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1
Inputs to the valuation methodology are unadjusted quoted prices for identical assets and or liabilities in active markets that the Plan has the ability to access.

Level 2
Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 inputs must be observable for substantially the full term of the asset or liability.

Level 3
Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net assets value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts is valued at the net asset value (contract value) as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates full redemption of the collective trust, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidation will be carried out in an orderly business manner.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

5. Tax Status

The Internal Revenue Service has determined and informed the company by a letter dated September 26, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator consults with counsel and believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and therefore, believes that the Plan is qualified, and its related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or Internal Revenue Service. Management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is

subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Plan Termination

Although it has not expressed any intent to do so, the plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, all participants who are affected by such termination shall become 100% vested and net assets available for benefits would be distributed to the participants based on each participant's interest in the Plan.

7. Related Party Transactions

Prudential serves as the trustee and custodian of the Plan's assets. All transactions with Prudential qualify as party-in-interest transactions.

Fees incurred by the Plan for investment management services are included in net appreciation in fair value of the investment.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with these securities and the level of uncertainty related to changes in the value, it is at least reasonably possible that changes in the various risk factors will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements.

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2017 and 2016 to Form 5500:

		2017	2016
Net assets available for benefits per the financial statements	$	1,472,112,261	1,249,733,877
Excess contributions payable		39,822	18,922
Adjustment from contract value to fair value		(3,327,463)	(3,187,201)
Net assets available for benefits per Form 5500	$	1,468,824,620	1,246,565,598

The following is a reconciliation of total expenses per the financial statements at December 31, 2017 to Form 5500:

Total expenses per the financial statements	$	94,469,372
Net excess contributions payable		(20,900)
Total expenses per Form 5500	$	94,448,472

The following is a reconciliation of net appreciation (depreciation) in fair value of investments per the financial statements at December 31, 2017 to Form 5500:

Net appreciation (depreciation) in fair value of investments per financial statements	$	173,766,347
Net adjustment from contract value to fair value		(140,262)
Net investment gain (loss) per Form 5500 (lines 2b(6) to 2c)	$	173,626,085

10. Subsequent Events

Effective January 1, 2018, the Plan was amended to revise the definition of disability.

The MGM Resorts 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

December 31, 2017

Federal Identification Number 88-0215232 Plan 002

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment	(e) Current Value
	Lazard Intl Equity Instl	Mutual Fund	$ 132,716,776
	MFS Corp Bond Fund	Mutual Fund	105,054,420
	Vanguard Institutional Index	Mutual Fund	137,792,466
	MFS Mid Cap Value	Mutual Fund	40,238,646
	American Europacific Gro	Mutual Fund	57,318,449
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	Vanguard Mid Cap Instl	Mutual Fund	19,295,927
	Ev Atlanta Cap Smid Cap	Mutual Fund	62,632,345
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	JP Morgan Govt Bond	Mutual Fund	63,777,566
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	T.Rowe Price Growth Stock Stgy	Pooled Separate Account	109,723,543
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			217,812,984
*	Prudential Stable Value Fund	Common Collective Trust	287,264,663
*	Participant Loans	9,369 loans; 4.25% - 10.50%	69,179,138
			$ 1,449,664,875

* Party in interest.

Column (d) not applicable.

The accompanying independent auditor's report
and notes are an integral part of this schedule.

Attachment to 2017 Form 5500
Multiple Employer Plan Participating Employer Information

Plan Name:	**MGM Resorts 401(k) Savings Plan**	
EIN on Form 5500:	**88-0215232**	
Plan Number: 002		
Name of Participating Employer	**EIN (must be 9 digits)**	**Percent of Total Contributions**
MGM Resorts International	88-0215232	99.96%
MGM Growth Properties	81-1162318	0.04%
	Total Percent: (must equal 100):	**100%**

The MGM Resorts 401(k) Savings Plan

Financial Statements
With Supplemental Schedule

December 31, 2017 and 2016

(With Independent Auditor's Report Thereon)

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

The MGM Resorts 401(k) Savings Plan

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Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable, or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

2239 Moorpark Ave., Suite 100
San Jose, CA 95128
(408) 879-1111
FAX (408) 879-1110
www.401kaudit.com

Independent Auditor's Report

To the Plan Administrator and Participants
The MGM Resorts 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The MGM Resorts 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph below, however, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information referred to in Note 3, which was certified by Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company ("Prudential"), the trustee and custodian of the Plan's assets, except for comparing such information with the related information included in the financial statements. The plan administrator has informed us that Prudential holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Prudential as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by Prudential is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2017 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements.

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Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph above, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Prudential, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Audit and Tax Solutions CPAs Inc.

San Jose, California
September 30, 2018

The MGM Resorts 401(k) Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

	2017	2016
ASSETS:		
Investments (participant directed, at fair value):	$ 1,380,485,737	$ 1,167,186,565
Noninterest-bearing cash		170
Receivables:		
Employer contributions	21,563,021	17,089,552
Participant contributions	924,187	930,479
Notes receivable from participants	69,179,138	64,546,033
	91,666,346	82,566,064
Total assets	1,472,152,083	1,249,752,799
LIABILITIES:		
Excess contributions payable	39,822	18,922
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,472,112,261	$ 1,249,733,877

The accompanying independent auditor's report
and notes are an integral part of these financial statements.

The MGM Resorts 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2017

ADDITIONS:		
Contributions:		
Employers	$	24,404,698
Participants		93,494,782
Rollovers		8,533,067
Noncash contributions		39,091
		126,471,638
Investment income:		
Dividends		13,644,793
Net apppreciation (depreciation) in fair value of investments		173,766,347
		187,411,140
Interest income on notes receivable from participants		2,964,978
TOTAL ADDITIONS		316,847,756
DEDUCTIONS:		
Benefits paid to participants		(93,511,286)
Administrative expenses		(958,086)
TOTAL DEDUCTIONS		(94,469,372)
NET CHANGE		222,378,384
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		1,249,733,877
End of year	$	1,472,112,261

The accompanying independent auditor's report
and notes are an integral part of these financial statements.

1. Description of the Plan

The following description of The MGM Resorts 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) profit sharing plan covering eligible employees of MGM Resorts International and its related entities (collectively the "Plan Sponsor"). Both nonunion employees and employees covered by collective bargaining agreements that allow for participation in the Plan who have met the eligibility requirements defined in the Plan document are eligible to participate in the Plan. The Plan is subject to the provisions of Section 401(a) of the Internal Revenue Code and the Employee Retirement Income Security Act of 1974 (ERISA). The Administrative Committee (i) is responsible for oversight of the Plan and (ii) in conjunction with the Plan's independent investment consultant, is responsible for the Plan's investment options and the monitoring of investment performance.

Contributions to the Plan

Participants may contribute up to 75% of their eligible annual salary to the Plan subject to certain non-discrimination restrictions and an annual limitation of $18,000 for 2017 ($24,000 for those participants who are age 50 or over). Roth contributions are also permitted under the Plan.

The Plan permits the plan sponsor to make matching contributions to participants who have met the eligibility requirements defined in the Plan document. For 2017, the plan sponsor elected to match 50% of deferral contributions up to 6% of eligible compensation but not to exceed $1,500 except for participants, who as of June 30 of the Plan year are at a salary grade of 14 or below.

MGM Grand Detroit makes contributions to the Plan for Bargaining Unit Members of all Detroit Casino Council (DCC) employee participants. These contributions are based on Years of Contribution Service (as defined in the Plan document) and are made following the completion of one Year of Contribution Service, as follows:

Years of Contribution Service	**Cents per Hour**
Less than 1 year	0 cents
1 but less than 3	60 cents
3 but less than 5	70 cents
5 or more	80 cents

MGM Grand Detroit also makes contributions to the Plan for Bargaining Unit Members in the International Union, Security, Police and Fire Professionals of America (IUSPFPA). These contributions are based on Years of Contribution Service (as defined in the Plan document) and are made following the completion of one Year of Contribution Service, as follows:

Years of Contribution Service	**Cents per Hour**
Less than 1 year	0 cents
1 but less than 3	60 cents
3 but less than 5	70 cents
5 or more	80 cents

Plan participants who are Bargaining Unit Members in the DCC and IUSPFPA are not eligible to receive matching contributions under the Plan.

Participant Accounts

All of the Plan's assets are invested, as directed by the participant, as pooled funds. A participant's account balance in the Plan is derived through an allocation of these funds. Each participant's account is credited with the participant's contribution, employer contributions, and an allocation of investment earnings and losses pursuant to the participant's selection of investments and timing of purchase.

Vesting and Forfeitures

Participants are immediately vested in their contributions, rollovers and related earnings thereon at all times. All participants except the above-referenced DCC and IUSPFPA members vest in employer matching contributions at the rate of 20% after one year of service and are 100% vested after five years of credited service. DCC and IUSPFPA participants vest in the above-referenced DCC and IUSPFPA employer contributions as follows: 0% if less than 2 years; 50% if at least 2 years but less than 3 years; and 100% if 3 years or greater. Participants become 100% vested in the event of death, disability, or normal retirement. Forfeitures may be used to pay plan expenses or to reduce employer contributions. At December 31, 2017 and 2016, forfeitures available to pay plan expenses and offset employer contributions were $145,690 and $74,193, respectively. During the year ended December 31, 2017, forfeitures in the amount of $25,058 were used to reduce employer contributions and $349,578 were used to pay plan expenses.

Payment of Benefits

The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, disability, death, financial hardship (as defined in the Plan), or termination of employment. In-service distributions are available for participants who are at least age 59½. Withdrawals of rollover contributions are also available. Participants who qualify for retirement benefits or withdrawals may receive their benefits in the form of a lump sum payment or to rollover to another eligible retirement plan or an individual retirement account (IRA). The benefit to which a participant is entitled is the benefit that can be provided solely from the participant's vested account balance. Participants who separate from service and have vested account balances equal to or less than $5,000 and do not process their own distribution may receive a lump sum cash payment if the entire vested account balance is equal to or less than $1,000. If the value of the vested account balance is greater than $1,000 but equal to or less than $5,000 the account will be converted to an automatic rollover. Participants who separate from service and have vested account balances greater than $5,000 may receive a lump sum cash payment or direct rollover or defer receipt of the entire plan account. Retired participants must begin receiving distributions from the Plan no later than April 1 of the year following the year in which the participant attains age 70½.

Notes Receivable from Participants

The Plan permits participants to receive a loan based upon their vested account balance. Borrowings are limited to the lesser of $50,000 or 50% of the participant's vested account balance. The minimum loan amount is $500 and participants may only have one loan outstanding at one time. Loans bear an interest rate of one percent above prime rate determined on the date of the advance by the plan administrator. Loans generally must be repaid with interest, by payroll deduction, within five years (longer for qualified residential loans). Loans are segregated investments and to the extent a participant borrows, his or her account will not share in the earnings and gains in value attributable to other plan investments. Accordingly, the interest that participants pay on their loans will be directly credited to their accounts. All loans are immediately due upon termination of service, retirement, disability, or death. The loans are secured by the balance in the participant's account and in the event of default, the unpaid loan principal will be offset against the participant's vested account balance.

Plan Amendments

- Effective January 1, 2017, the Plan was amended to remove the dollar limit on matching contributions (currently $1,500) for participants, who as of June 30 of the Plan year are at a salary grade of 14 or below.

- Effective July 1, 2017, the Plan was amended to allow prior service credit for employees of Comcast Spectator, L.P.

- Effective December 31, 2017, the Plan was amended to add a provision for the merger of the Borgata Plan into the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with ERISA. Contributions from participants are recorded when withheld from the participant. Employer contributions are recorded when approved by the plan sponsor. Benefit payments are recorded when paid.

Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition
Investments are reported at fair value as determined by the plan custodian (see Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2017 and 2016.

Excess Contributions Payable
Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding increase to distributions. The Plan distributed the 2017 excess contributions to the applicable participants prior to March 15, 2018.

Expenses
Administrative expenses of the Plan are paid by the Plan, as provided in the Plan document. For the year ended December 31, 2017, the Plan made direct payments totaling $958,086 to the third party recordkeeper and other Plan service providers. Fees related to the administration of notes receivable from the participants are charged directly to the participant's account and are included in administrative expenses.

Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events
The Plan has evaluated subsequent events through September 30, 2018, the date the financial statements were available to be issued.

3. Certification of Assets

Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company ("Prudential") serve as the trustee and custodian of the Plan's assets. In that capacity, Prudential holds the Plan's investment assets and executes investment transactions. The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). As permitted under such election, the plan administrator has obtained certification from Prudential as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that all investment information supplied to the Plan is complete and accurate. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and note receivables from participants held at December 31, 2017 and 2016, and interest, dividends and net appreciation in fair value of investments for the year ended December 31, 2017, was obtained or derived from the certified information.

4. Fair Value Measurements

Assets at Fair Value as of December 31, 2017:

	Level 1	Total
Mutual Funds	$ 875,408,090	$ 875,408,090
Pooled separate accounts	217,812,984	217,812,984
Total assets in the fair value hierarchy	1,093,221,074	1,093,221,074
Common collective trusts measured at net asset value	-	287,264,663
Total investments at fair value	$ 1,093,221,074	$ 1,380,485,737

Assets at Fair Value as of December 31, 2016:

	Level 1	Total
Mutual Funds	$ 887,027,966	$ 887,027,966
Total assets in the fair value hierarchy	887,027,966	887,027,966
Common collective trusts measured at net asset value	-	280,158,599
Total investments at fair value	$ 887,027,966	$ 1,167,186,565

The framework for measuring fair value provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements.) The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1
Inputs to the valuation methodology are unadjusted quoted prices for identical assets and or liabilities in active markets that the Plan has the ability to access.

Level 2
Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 inputs must be observable for substantially the full term of the asset or liability.

Level 3
Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net assets value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

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subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

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10. Subsequent Events

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The MGM Resorts 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

December 31, 2017

Federal Identification Number 88-0215232 Plan 002

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* Party in interest.

Column (d) not applicable.

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and notes are an integral part of this schedule.

The MGM Resorts 401(k) Savings Plan

Financial Statements
With Supplemental Schedule

December 31, 2017 and 2016

(With Independent Auditor's Report Thereon)

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

The MGM Resorts 401(k) Savings Plan

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Schedules other than those listed above have been omitted because the information is otherwise disclosed, not applicable, or is not required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended.

Audit and Tax Solutions CPAs, Inc.

Certified Public Accountants

2239 Moorpark Ave., Suite 100
San Jose, CA 95128
(408) 879-1111
FAX (408) 879-1110
www.401kaudit.com

Independent Auditor's Report

To the Plan Administrator and Participants
The MGM Resorts 401(k) Savings Plan:

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The MGM Resorts 401(k) Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended December 31, 2017 and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph below, however, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information referred to in Note 3, which was certified by Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company ("Prudential"), the trustee and custodian of the Plan's assets, except for comparing such information with the related information included in the financial statements. The plan administrator has informed us that Prudential holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from Prudential as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that the information provided to the plan administrator by Prudential is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2017 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements.

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Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph above, we do not express an opinion on this supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by Prudential, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Audit and Tax Solutions CPAs Inc.

San Jose, California
September 30, 2018

The MGM Resorts 401(k) Savings Plan

Statements of Net Assets Available for Benefits

December 31, 2017 and 2016

	2017	2016
ASSETS:		
Investments (participant directed, at fair value):	$ 1,380,485,737	$ 1,167,186,565
Noninterest-bearing cash		170
Receivables:		
Employer contributions	21,563,021	17,089,552
Participant contributions	924,187	930,479
Notes receivable from participants	69,179,138	64,546,033
	91,666,346	82,566,064
Total assets	1,472,152,083	1,249,752,799
LIABILITIES:		
Excess contributions payable	39,822	18,922
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,472,112,261	$ 1,249,733,877

The accompanying independent auditor's report
and notes are an integral part of these financial statements.

The MGM Resorts 401(k) Savings Plan

Statement of Changes in Net Assets Available for Benefits

For the year ended December 31, 2017

ADDITIONS:		
Contributions:		
Employers	$	24,404,698
Participants		93,494,782
Rollovers		8,533,067
Noncash contributions		39,091
		126,471,638
Investment income:		
Dividends		13,644,793
Net apppreciation (depreciation) in fair value of investments		173,766,347
		187,411,140
Interest income on notes receivable from participants		2,964,978
TOTAL ADDITIONS		316,847,756
DEDUCTIONS:		
Benefits paid to participants		(93,511,286)
Administrative expenses		(958,086)
TOTAL DEDUCTIONS		(94,469,372)
NET CHANGE		222,378,384
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year		1,249,733,877
End of year	$	1,472,112,261

The accompanying independent auditor's report
and notes are an integral part of these financial statements.

1. Description of the Plan

The following description of The MGM Resorts 401(k) Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution 401(k) profit sharing plan covering eligible employees of MGM Resorts International and its related entities (collectively the "Plan Sponsor"). Both nonunion employees and employees covered by collective bargaining agreements that allow for participation in the Plan who have met the eligibility requirements defined in the Plan document are eligible to participate in the Plan. The Plan is subject to the provisions of Section 401(a) of the Internal Revenue Code and the Employee Retirement Income Security Act of 1974 (ERISA). The Administrative Committee (i) is responsible for oversight of the Plan and (ii) in conjunction with the Plan's independent investment consultant, is responsible for the Plan's investment options and the monitoring of investment performance.

Contributions to the Plan

Participants may contribute up to 75% of their eligible annual salary to the Plan subject to certain non-discrimination restrictions and an annual limitation of $18,000 for 2017 ($24,000 for those participants who are age 50 or over). Roth contributions are also permitted under the Plan.

The Plan permits the plan sponsor to make matching contributions to participants who have met the eligibility requirements defined in the Plan document. For 2017, the plan sponsor elected to match 50% of deferral contributions up to 6% of eligible compensation but not to exceed $1,500 except for participants, who as of June 30 of the Plan year are at a salary grade of 14 or below.

MGM Grand Detroit makes contributions to the Plan for Bargaining Unit Members of all Detroit Casino Council (DCC) employee participants. These contributions are based on Years of Contribution Service (as defined in the Plan document) and are made following the completion of one Year of Contribution Service, as follows:

Years of Contribution Service	**Cents per Hour**
Less than 1 year	0 cents
1 but less than 3	60 cents
3 but less than 5	70 cents
5 or more	80 cents

MGM Grand Detroit also makes contributions to the Plan for Bargaining Unit Members in the International Union, Security, Police and Fire Professionals of America (IUSPFPA). These contributions are based on Years of Contribution Service (as defined in the Plan document) and are made following the completion of one Year of Contribution Service, as follows:

Years of Contribution Service	**Cents per Hour**
Less than 1 year	0 cents
1 but less than 3	60 cents
3 but less than 5	70 cents
5 or more	80 cents

Plan participants who are Bargaining Unit Members in the DCC and IUSPFPA are not eligible to receive matching contributions under the Plan.

Participant Accounts

All of the Plan's assets are invested, as directed by the participant, as pooled funds. A participant's account balance in the Plan is derived through an allocation of these funds. Each participant's account is credited with the participant's contribution, employer contributions, and an allocation of investment earnings and losses pursuant to the participant's selection of investments and timing of purchase.

Vesting and Forfeitures

Participants are immediately vested in their contributions, rollovers and related earnings thereon at all times. All participants except the above-referenced DCC and IUSPFPA members vest in employer matching contributions at the rate of 20% after one year of service and are 100% vested after five years of credited service. DCC and IUSPFPA participants vest in the above-referenced DCC and IUSPFPA employer contributions as follows: 0% if less than 2 years; 50% if at least 2 years but less than 3 years; and 100% if 3 years or greater. Participants become 100% vested in the event of death, disability, or normal retirement. Forfeitures may be used to pay plan expenses or to reduce employer contributions. At December 31, 2017 and 2016, forfeitures available to pay plan expenses and offset employer contributions were $145,690 and $74,193, respectively. During the year ended December 31, 2017, forfeitures in the amount of $25,058 were used to reduce employer contributions and $349,578 were used to pay plan expenses.

Payment of Benefits

The Plan provides for the payment of benefits to the participant (or, if applicable, the beneficiary) at retirement, disability, death, financial hardship (as defined in the Plan), or termination of employment. In-service distributions are available for participants who are at least age 59½. Withdrawals of rollover contributions are also available. Participants who qualify for retirement benefits or withdrawals may receive their benefits in the form of a lump sum payment or to rollover to another eligible retirement plan or an individual retirement account (IRA). The benefit to which a participant is entitled is the benefit that can be provided solely from the participant's vested account balance. Participants who separate from service and have vested account balances equal to or less than $5,000 and do not process their own distribution may receive a lump sum cash payment if the entire vested account balance is equal to or less than $1,000. If the value of the vested account balance is greater than $1,000 but equal to or less than $5,000 the account will be converted to an automatic rollover. Participants who separate from service and have vested account balances greater than $5,000 may receive a lump sum cash payment or direct rollover or defer receipt of the entire plan account. Retired participants must begin receiving distributions from the Plan no later than April 1 of the year following the year in which the participant attains age 70½.

Notes Receivable from Participants

The Plan permits participants to receive a loan based upon their vested account balance. Borrowings are limited to the lesser of $50,000 or 50% of the participant's vested account balance. The minimum loan amount is $500 and participants may only have one loan outstanding at one time. Loans bear an interest rate of one percent above prime rate determined on the date of the advance by the plan administrator. Loans generally must be repaid with interest, by payroll deduction, within five years (longer for qualified residential loans). Loans are segregated investments and to the extent a participant borrows, his or her account will not share in the earnings and gains in value attributable to other plan investments. Accordingly, the interest that participants pay on their loans will be directly credited to their accounts. All loans are immediately due upon termination of service, retirement, disability, or death. The loans are secured by the balance in the participant's account and in the event of default, the unpaid loan principal will be offset against the participant's vested account balance.

Plan Amendments

- Effective January 1, 2017, the Plan was amended to remove the dollar limit on matching contributions (currently $1,500) for participants, who as of June 30 of the Plan year are at a salary grade of 14 or below.

- Effective July 1, 2017, the Plan was amended to allow prior service credit for employees of Comcast Spectator, L.P.

- Effective December 31, 2017, the Plan was amended to add a provision for the merger of the Borgata Plan into the Plan.

2. Summary of Significant Accounting Policies

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting and in accordance with ERISA. Contributions from participants are recorded when withheld from the participant. Employer contributions are recorded when approved by the plan sponsor. Benefit payments are recorded when paid.

Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Investment Valuation and Income Recognition
Investments are reported at fair value as determined by the plan custodian (see Note 3). Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants
Notes receivable from participants are measured at their unpaid balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2017 and 2016.

Excess Contributions Payable
Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding increase to distributions. The Plan distributed the 2017 excess contributions to the applicable participants prior to March 15, 2018.

Expenses
Administrative expenses of the Plan are paid by the Plan, as provided in the Plan document. For the year ended December 31, 2017, the Plan made direct payments totaling $958,086 to the third party recordkeeper and other Plan service providers. Fees related to the administration of notes receivable from the participants are charged directly to the participant's account and are included in administrative expenses.

Investment related expenses are included in net appreciation of fair value of investments.

Subsequent Events
The Plan has evaluated subsequent events through September 30, 2018, the date the financial statements were available to be issued.

3. Certification of Assets

Prudential Bank & Trust, F.S.B. and Prudential Retirement Insurance and Annuity Company ("Prudential") serve as the trustee and custodian of the Plan's assets. In that capacity, Prudential holds the Plan's investment assets and executes investment transactions. The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA). As permitted under such election, the plan administrator has obtained certification from Prudential as of December 31, 2017 and 2016, and for the year ended December 31, 2017, that all investment information supplied to the Plan is complete and accurate. Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and note receivables from participants held at December 31, 2017 and 2016, and interest, dividends and net appreciation in fair value of investments for the year ended December 31, 2017, was obtained or derived from the certified information.

4. Fair Value Measurements

Assets at Fair Value as of December 31, 2017:

	Level 1	Total
Mutual Funds	$ 875,408,090	$ 875,408,090
Pooled separate accounts	217,812,984	217,812,984
Total assets in the fair value hierarchy	1,093,221,074	1,093,221,074
Common collective trusts measured at net asset value	-	287,264,663
Total investments at fair value	$ 1,093,221,074	$ 1,380,485,737

Assets at Fair Value as of December 31, 2016:

	Level 1	Total
Mutual Funds	$ 887,027,966	$ 887,027,966
Total assets in the fair value hierarchy	887,027,966	887,027,966
Common collective trusts measured at net asset value	-	280,158,599
Total investments at fair value	$ 887,027,966	$ 1,167,186,565

The framework for measuring fair value provides a fair value hierarchy that prioritizes inputs to valuation techniques used to measure fair value. This hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements.) The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1
Inputs to the valuation methodology are unadjusted quoted prices for identical assets and or liabilities in active markets that the Plan has the ability to access.

Level 2
Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 inputs must be observable for substantially the full term of the asset or liability.

Level 3
Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques maximize the use of relevant observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net assets value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Stable Value Fund: A stable value fund that is composed primarily of fully benefit-responsive investment contracts is valued at the net asset value (contract value) as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the fund will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates full redemption of the collective trust, the issuer reserves the right to require 12 months' notification in order to ensure that securities liquidation will be carried out in an orderly business manner.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

5. Tax Status

The Internal Revenue Service has determined and informed the company by a letter dated September 26, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan administrator consults with counsel and believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code and therefore, believes that the Plan is qualified, and its related trust is tax-exempt.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Department of Labor or Internal Revenue Service. Management evaluated the Plan's tax positions and does not believe the Plan has any uncertain tax positions that require disclosure or adjustment to the financial statements. The Plan is

subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. Plan Termination

Although it has not expressed any intent to do so, the plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Upon termination of the Plan, all participants who are affected by such termination shall become 100% vested and net assets available for benefits would be distributed to the participants based on each participant's interest in the Plan.

7. Related Party Transactions

Prudential serves as the trustee and custodian of the Plan's assets. All transactions with Prudential qualify as party-in-interest transactions.

Fees incurred by the Plan for investment management services are included in net appreciation in fair value of the investment.

8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with these securities and the level of uncertainty related to changes in the value, it is at least reasonably possible that changes in the various risk factors will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the accompanying financial statements.

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2017 and 2016 to Form 5500:

		2017	2016
Net assets available for benefits per the financial statements	$	1,472,112,261	1,249,733,877
Excess contributions payable		39,822	18,922
Adjustment from contract value to fair value		(3,327,463)	(3,187,201)
Net assets available for benefits per Form 5500	$	1,468,824,620	1,246,565,598

The following is a reconciliation of total expenses per the financial statements at December 31, 2017 to Form 5500:

Total expenses per the financial statements	$	94,469,372
Net excess contributions payable		(20,900)
Total expenses per Form 5500	$	94,448,472

The following is a reconciliation of net appreciation (depreciation) in fair value of investments per the financial statements at December 31, 2017 to Form 5500:

Net appreciation (depreciation) in fair value of investments per financial statements	$	173,766,347
Net adjustment from contract value to fair value		(140,262)
Net investment gain (loss) per Form 5500 (lines 2b(6) to 2c)	$	173,626,085

10. Subsequent Events

Effective January 1, 2018, the Plan was amended to revise the definition of disability.

The MGM Resorts 401(k) Savings Plan

Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)

December 31, 2017

Federal Identification Number 88-0215232 Plan 002

(a)	(b) Identity of issue, borrower lessor or similar party	(c) Description of investment	(e) Current Value
	Lazard Intl Equity Instl	Mutual Fund	$ 132,716,776
	MFS Corp Bond Fund	Mutual Fund	105,054,420
	Vanguard Institutional Index	Mutual Fund	137,792,466
	MFS Mid Cap Value	Mutual Fund	40,238,646
	American Europacific Gro	Mutual Fund	57,318,449
	Vanguard Small Cap Instl	Mutual Fund	18,075,303
	Vanguard Mid Cap Instl	Mutual Fund	19,295,927
	Ev Atlanta Cap Smid Cap	Mutual Fund	62,632,345
	MFS Mass Inv Gro Stk	Mutual Fund	124,058,983
	JP Morgan Equity Income	Mutual Fund	114,447,209
	JP Morgan Govt Bond	Mutual Fund	63,777,566
			875,408,090
	SCV/Victory Fund	Pooled Separate Account	29,486,683
	T.Rowe Price Growth Stock Stgy	Pooled Separate Account	109,723,543
	Real Estate/Cohen Steers	Pooled Separate Account	54,582
	Invesco SCG Stgy	Pooled Separate Account	78,548,176
			217,812,984
*	Prudential Stable Value Fund	Common Collective Trust	287,264,663
*	Participant Loans	9,369 loans; 4.25% - 10.50%	69,179,138
			$ 1,449,664,875

* Party in interest.

Column (d) not applicable.

The accompanying independent auditor's report
and notes are an integral part of this schedule.