**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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1. **Name and Address of Reporting Person**
   - IAC Inc.
   - 555 WEST 18TH STREET
   - NEW YORK NY 10011

2. **Issuer Name and Ticker or Trading Symbol**
   - MGM Resorts International [ MGM ]

3. **Date of Earliest Transaction**
   - 08/17/2022

4. **Individual or Joint/Group Filing**
   - Form filed by One Reporting Person

5. **Relationship of Reporting Person(s) to Issuer**
   - Director
   - X 10% Owner
   - Officer (give title below)

6. **Transaction Details**

   **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Amount</th>
<th>Transaction Code (Instr. 8)</th>
<th>Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.01</td>
<td>08/17/2022</td>
<td>141,700</td>
<td>A</td>
<td>$35.27(1)</td>
</tr>
<tr>
<td>Common Stock, par value $0.01</td>
<td>08/18/2022</td>
<td>141,700</td>
<td>A</td>
<td>$35.28(2)</td>
</tr>
</tbody>
</table>

   **Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

   (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired or Disposed Of (Instr. 3, 4 and 5)</th>
<th>Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Code V (A) (D) Date Exercisable</td>
<td>Expiration Date</td>
<td>Amount or Number of Shares</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $34.98 to $35.54, inclusive.
2. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from $34.78 to $35.67, inclusive.

// Joanne Hawkins, Sr. Vice President, Deputy General Counsel and Assistant Secretary
08/19/2022

**Signature of Reporting Person**

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.