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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2023
OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission File No. 001-10362

MGM Resorts International
(Exact name of registrant as specified in its charter)

Delaware	**88-0215232**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

3600 Las Vegas Boulevard South, Las Vegas, Nevada 89109
(Address of principal executive offices) (Zip Code)

(702) 693-7120
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock (Par Value $0.01)	MGM	New York Stock Exchange (NYSE)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
Emerging growth company	☐		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class	Outstanding at July 31, 2023
Common Stock, $0.01 par value	350,889,195 shares

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
FORM 10-Q
I N D E X

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)
(Unaudited)

	June 30, 2023	December 31, 2022
ASSETS		
Current assets		
Cash and cash equivalents	$ 3,843,366	$ 5,911,893
Accounts receivable, net	703,971	852,149
Inventories	130,889	126,065
Income tax receivable	129,497	73,016
Prepaid expenses and other	809,272	583,132
Assets held for sale	—	608,437
Total current assets	5,616,995	8,154,692
Property and equipment, net	5,233,400	5,223,928
Other assets		
Investments in and advances to unconsolidated affiliates	156,993	173,039
Goodwill	5,029,189	5,029,312
Other intangible assets, net	1,734,012	1,551,252
Operating lease right-of-use assets, net	24,276,784	24,530,929
Other long-term assets, net	858,456	1,029,054
Total other assets	32,055,434	32,313,586
	$ 42,905,829	$ 45,692,206
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts and construction payable	$ 358,807	$ 369,817
Current portion of long-term debt	35,200	1,286,473
Accrued interest on long-term debt	60,225	83,451
Other accrued liabilities	2,295,172	2,236,323
Liabilities related to assets held for sale	—	539,828
Total current liabilities	2,749,404	4,515,892
Deferred income taxes, net	3,006,583	2,969,443
Long-term debt, net	6,674,044	7,432,817
Operating lease liabilities	25,136,719	25,149,299
Other long-term obligations	493,996	256,282
Commitments and contingencies (Note 9)		
Redeemable noncontrolling interests	9,716	158,350
Stockholders' equity		
Common stock, $0.01 par value: authorized 1,000,000,000 shares, issued and outstanding 352,789,905 and 379,087,524 shares	3,528	3,791
Capital in excess of par value	—	—
Retained earnings	4,382,588	4,794,239
Accumulated other comprehensive income	30,057	33,499
Total MGM Resorts International stockholders' equity	4,416,173	4,831,529
Noncontrolling interests	419,194	378,594
Total stockholders' equity	4,835,367	5,210,123
	$ 42,905,829	$ 45,692,206

The accompanying notes are an integral part of these consolidated financial statements.

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share data)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Revenues				
Casino	$ 1,951,382	$ 1,357,134	$ 3,833,810	$ 2,778,044
Rooms	815,323	774,732	1,663,811	1,331,805
Food and beverage	743,236	677,756	1,465,367	1,170,610
Entertainment, retail and other	420,711	445,342	830,289	816,908
Reimbursed costs	11,555	9,924	22,226	21,830
	3,942,207	3,264,888	7,815,503	6,119,197
Expenses				
Casino	1,025,745	622,166	2,016,635	1,296,531
Rooms	250,300	232,429	490,414	428,542
Food and beverage	537,824	480,121	1,049,416	848,783
Entertainment, retail and other	258,472	265,184	502,000	483,933
Reimbursed costs	11,555	9,924	22,226	21,830
General and administrative	1,144,390	1,028,765	2,279,930	1,805,602
Corporate expense	117,088	119,610	244,647	230,851
Preopening and start-up expenses	149	542	288	976
Property transactions, net	5,614	(19,395)	(390,462)	35,343
Gain on REIT transactions, net	—	(2,277,747)	—	(2,277,747)
Depreciation and amortization	203,503	366,255	407,004	654,893
	3,554,640	827,854	6,622,098	3,529,537
Loss from unconsolidated affiliates	(16,189)	(55,583)	(91,188)	(102,421)
Operating income	371,378	2,381,451	1,102,217	2,487,239
Non-operating income (expense)				
Interest expense, net of amounts capitalized	(111,945)	(136,559)	(242,245)	(332,650)
Non-operating items from unconsolidated affiliates	(441)	(6,120)	(1,625)	(21,253)
Other, net	23,693	(43,308)	70,000	(9,006)
	(88,693)	(185,987)	(173,870)	(362,909)
Income before income taxes	282,685	2,195,464	928,347	2,124,330
Provision for income taxes	(39,141)	(572,839)	(204,920)	(536,498)
Net income	243,544	1,622,625	723,427	1,587,832
Less: Net (income) loss attributable to noncontrolling interests	(42,748)	161,312	(55,824)	178,089
Net Income attributable to MGM Resorts International	$ 200,796	$ 1,783,937	$ 667,603	$ 1,765,921
Earnings per share				
Basic	$ 0.56	$ 4.24	$ 1.82	$ 4.06
Diluted	$ 0.55	$ 4.20	$ 1.80	$ 4.02
Weighted average common shares outstanding				
Basic	361,050	417,393	367,535	430,084
Diluted	365,339	421,303	371,685	434,336

The accompanying notes are an integral part of these consolidated financial statements.

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In thousands)
(Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	**2022**	**2023**	**2022**
Net income	$ 243,544	$ 1,622,625	$ 723,427	$ 1,587,832
Other comprehensive income (loss), net of tax:				
Foreign currency translation	(6,040)	(9,828)	(6,089)	(27,794)
Cash flow hedges	—	1,661	—	37,692
Other	—	—	871	—
Other comprehensive income (loss)	(6,040)	(8,167)	(5,218)	9,898
Comprehensive income	237,504	1,614,458	718,209	1,597,730
Less: Comprehensive (income) loss attributable to noncontrolling interests	(43,459)	163,460	(54,048)	164,781
Comprehensive income attributable to MGM Resorts International	$ 194,045	$ 1,777,918	$ 664,161	$ 1,762,511

The accompanying notes are an integral part of these consolidated financial statements.

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Six Months Ended June 30,	
	2023	**2022**
Cash flows from operating activities		
Net income	$ 723,427	$ 1,587,832
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	407,004	654,893
Amortization of debt discounts, premiums and issuance costs	13,876	18,271
Provision for credit losses	22,303	292
Stock-based compensation	35,121	38,723
Property transactions, net	(390,462)	35,343
Gain on REIT transactions, net	—	(2,277,747)
Noncash lease expense	261,082	168,022
Other investment losses (gains)	(12,383)	7,974
Loss from unconsolidated affiliates	92,813	123,674
Distributions from unconsolidated affiliates	7,539	34,830
Deferred income taxes	35,822	542,642
Change in operating assets and liabilities:		
Accounts receivable	111,740	(48,176)
Inventories	(4,811)	(13,419)
Income taxes receivable and payable, net	(48,452)	35,757
Prepaid expenses and other	(3,404)	30,814
Accounts payable and accrued liabilities	(11,926)	(13,969)
Other	41,470	6,957
Net cash provided by operating activities	1,280,759	932,713
Cash flows from investing activities		
Capital expenditures	(393,297)	(236,844)
Dispositions of property and equipment	5,624	8,980
Investments in unconsolidated affiliates	(73,788)	(167,181)
Proceeds from sale of operating resorts	460,392	—
Proceeds from real estate transactions	—	4,373,820
Acquisitions, net of cash acquired	—	(1,597,739)
Proceeds from repayment of principal on note receivable	152,518	—
Distributions from unconsolidated affiliates	6,019	925
Investments and other	(216,485)	(155,280)
Net cash provided by (used in) investing activities	(59,017)	2,226,681
Cash flows from financing activities		
Net borrowings (repayments) under bank credit facilities - maturities of 90 days or less	(758,441)	837,662
Repayment of long-term debt	(1,250,000)	(1,000,000)
Debt issuance costs	—	(1,367)
Dividends paid to common shareholders	—	(2,111)
Distributions to noncontrolling interest owners	(161,617)	(206,254)
Repurchases of common stock	(1,103,219)	(2,116,055)
Other	(56,259)	(51,306)
Net cash used in financing activities	(3,329,536)	(2,539,431)
Effect of exchange rate on cash, cash equivalents, and restricted cash	(24,393)	(1,617)
Change in cash and cash equivalents classified as assets held for sale	25,938	(37,232)
Cash, cash equivalents, and restricted cash		
Net change for the period	(2,106,249)	581,114
Balance, beginning of period	6,036,388	5,203,059
Balance, end of period	$ 3,930,139	$ 5,784,173
Supplemental cash flow disclosures		
Interest paid, net of amounts capitalized	$ 250,469	$ 329,621
Federal, state and foreign income taxes paid (refunds received), net	216,873	(32,736)
Non-cash investing and financing activities		
MGM Grand Paradise gaming concession intangible asset	$ 226,083	$ —
MGM Grand Paradise gaming concession payment obligation	226,083	—

The accompanying notes are an integral part of these consolidated financial statements.

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Common Stock							
	Shares	Par Value	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income	Total MGM Resorts International Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
Balances, April 1, 2023	367,241	$ 3,672	$ —	$ 4,799,178	$ 36,808	$ 4,839,658	$ 382,445	$ 5,222,103
Net income	—	—	—	200,796	—	200,796	42,577	243,373
Currency translation adjustment	—	—	—	—	(6,751)	(6,751)	711	(6,040)
Stock-based compensation	—	—	10,594	—	—	10,594	636	11,230
Issuance of common stock pursuant to stock-based compensation awards	132	1	(1,224)	—	—	(1,223)	—	(1,223)
Distributions to noncontrolling interest owners	—	—	—	—	—	—	(6,854)	(6,854)
Repurchases of common stock	(14,583)	(145)	(8,807)	(617,386)	—	(626,338)	—	(626,338)
Adjustment of redeemable noncontrolling interest to redemption value	—	—	114	—	—	114	—	114
Other	—	—	(677)	—	—	(677)	(321)	(998)
Balances, June 30, 2023	352,790	$ 3,528	$ —	$ 4,382,588	$ 30,057	$ 4,416,173	$ 419,194	$ 4,835,367
Balances, January 1, 2023	379,088	$ 3,791	$ —	$ 4,794,239	$ 33,499	$ 4,831,529	$ 378,594	$ 5,210,123
Net income	—	—	—	667,603	—	667,603	55,486	723,089
Currency translation adjustment	—	—	—	—	(4,313)	(4,313)	(1,776)	(6,089)
Stock-based compensation	—	—	33,822	—	—	33,822	1,299	35,121
Issuance of common stock pursuant to stock-based compensation awards	205	2	(2,566)	—	—	(2,564)	—	(2,564)
Distributions to noncontrolling interest owners	—	—	—	—	—	—	(14,090)	(14,090)
Issuance of restricted stock units	—	—	1,701	—	—	1,701	—	1,701
Repurchases of common stock	(26,503)	(265)	(33,688)	(1,079,254)	—	(1,113,207)	—	(1,113,207)
Adjustment of redeemable noncontrolling interest to redemption value	—	—	1,411	—	—	1,411	—	1,411
Other	—	—	(680)	—	871	191	(319)	(128)
Balances, June 30, 2023	352,790	$ 3,528	$ —	$ 4,382,588	$ 30,057	$ 4,416,173	$ 419,194	$ 4,835,367

The accompanying notes are an integral part of these consolidated financial statements.

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(In thousands)
(Unaudited)

	Common Stock							
	Shares	Par Value	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Loss	Total MGM Resorts International Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
Balances, April 1, 2022	430,562	$ 4,306	$ 761,559	$ 4,321,482	$ (22,007)	$ 5,065,340	$ 4,814,284	$ 9,879,624
Net income (loss)	—	—	—	1,783,937	—	1,783,937	(163,596)	1,620,341
Currency translation adjustment	—	—	—	—	(6,709)	(6,709)	(3,119)	(9,828)
Cash flow hedges	—	—	—	—	690	690	971	1,661
Stock-based compensation	—	—	12,075	—	—	12,075	3,304	15,379
Issuance of common stock pursuant to stock-based compensation awards	225	2	(5,406)	—	—	(5,404)	—	(5,404)
Cash distributions to noncontrolling interest owners	—	—	—	—	—	—	(2,448)	(2,448)
Dividends declared and paid to common shareholders ($0.0025 per share)	—	—	—	(1,021)	—	(1,021)	—	(1,021)
Repurchases of common stock	(32,369)	(324)	(755,893)	(357,866)	—	(1,114,083)	—	(1,114,083)
Adjustment of redeemable noncontrolling interest to redemption value	—	—	(12,412)	—	—	(12,412)	—	(12,412)
Deconsolidation of MGP	—	—	—	—	11,084	11,084	(3,184,710)	(3,173,626)
Other	—	—	77	—	—	77	(577)	(500)
Balances, June 30, 2022	398,418	$ 3,984	$ —	$ 5,746,532	$ (16,942)	$ 5,733,574	$ 1,464,109	$ 7,197,683
Balances, January 1, 2022	453,804	$ 4,538	$ 1,750,135	$ 4,340,588	$ (24,616)	$ 6,070,645	$ 4,906,121	$ 10,976,766
Net income (loss)	—	—	—	1,765,921	—	1,765,921	(182,642)	1,583,279
Currency translation adjustment	—	—	—	—	(16,893)	(16,893)	(10,901)	(27,794)
Cash flow hedges	—	—	—	—	13,483	13,483	24,209	37,692
Stock-based compensation	—	—	34,456	—	—	34,456	4,267	38,723
Issuance of common stock pursuant to stock-based compensation awards	329	3	(7,718)	—	—	(7,715)	—	(7,715)
Cash distributions to noncontrolling interest owners	—	—	—	—	—	—	(91,289)	(91,289)
Dividends declared and paid to common shareholders ($0.005 per share)	—	—	—	(2,111)	—	(2,111)	—	(2,111)
Issuance of restricted stock units	—	—	1,941	—	—	1,941	186	2,127
Repurchases of common stock	(55,715)	(557)	(1,757,632)	(357,866)	—	(2,116,055)	—	(2,116,055)
Adjustment of redeemable noncontrolling interest to redemption value	—	—	(21,398)	—	—	(21,398)	—	(21,398)
Deconsolidation of MGP	—	—	—	—	11,084	11,084	(3,184,710)	(3,173,626)
Other	—	—	216	—	—	216	(1,132)	(916)
Balances, June 30, 2022	398,418	$ 3,984	$ —	$ 5,746,532	$ (16,942)	$ 5,733,574	$ 1,464,109	$ 7,197,683

The accompanying notes are an integral part of these consolidated financial statements.

MGM RESORTS INTERNATIONAL AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS *(Unaudited)*

NOTE 1 — ORGANIZATION

Organization. MGM Resorts International, a Delaware corporation (together with its consolidated subsidiaries, unless otherwise indicated or unless the context requires otherwise, the "Company") is a global gaming and entertainment company with domestic and international locations featuring hotels and casinos, convention, dining, and retail offerings, and sports betting and online gaming operations.

As of June 30, 2023, the Company's domestic casino resorts include the following integrated casino, hotel and entertainment resorts in Las Vegas, Nevada: Aria (including Vdara), Bellagio, The Cosmopolitan of Las Vegas ("The Cosmopolitan"), MGM Grand Las Vegas (including The Signature), Mandalay Bay, Luxor, New York-New York, Park MGM, and Excalibur. The Company also operates MGM Grand Detroit in Detroit, Michigan, MGM National Harbor in Prince George's County, Maryland, MGM Springfield in Springfield, Massachusetts, Borgata in Atlantic City, New Jersey, Empire City in Yonkers, New York, MGM Northfield Park in Northfield Park, Ohio, and Beau Rivage in Biloxi, Mississippi. Additionally, the Company operates The Park, a dining and entertainment district located between New York-New York and Park MGM. The Company leases the real estate assets of its domestic properties pursuant to triple-net lease agreements, as further discussed in Note 8.

The Company has an approximate 56% controlling interest in MGM China Holdings Limited (together with its subsidiaries, "MGM China"), which owns MGM Grand Paradise, S.A. ("MGM Grand Paradise"). MGM Grand Paradise owns and operates MGM Macau and MGM Cotai, two integrated casino, hotel and entertainment resorts in Macau, as well as the related gaming concession and land concessions.

The Company also owns LeoVegas AB ("LeoVegas"), a consolidated subsidiary that has global online gaming operations headquartered in Sweden and Malta. Additionally, the Company and its venture partner, Entain plc, each have a 50% ownership interest in BetMGM, LLC ("BetMGM"), an unconsolidated affiliate, which provides online sports betting and gaming in certain jurisdictions in North America.

Japan. In April 2023, the Japanese government officially certified the Area Development Plan previously submitted by the city/prefecture of Osaka and the Company's 50% owned unconsolidated venture.

MGM Grand Paradise gaming concession. Gaming in Macau is currently administered by the Macau Government through concessions awarded to six different concessionaires. On December 16, 2022, MGM Grand Paradise was awarded a ten-year concession contract to permit the operation of games of chance or other games in casinos in Macau, which commenced on January 1, 2023. Refer to Note 5 for further discussion of the gaming concession.

Reportable segments. The Company has three reportable segments: Las Vegas Strip Resorts, Regional Operations and MGM China. See Note 12 for additional information about the Company's segments.

Impact of COVID-19 - Update. On January 8, 2023, Macau lifted the majority of its COVID-19 pandemic travel and quarantine restrictions with the exception of overseas visitors travelling from outside of mainland China, Hong Kong and Taiwan being required to present a negative nucleic acid test or rapid antigen test result, and on February 6, 2023 all remaining COVID-19 travel restrictions were removed. As of June 30, 2023, all of the Company's properties were open and not subject to any COVID-19 related operating restrictions.

NOTE 2 — BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation. As permitted by the rules and regulations of the Securities and Exchange Commission ("SEC"), certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles ("U.S. GAAP") have been condensed or omitted. These consolidated financial statements should be read in conjunction with the Company's 2022 annual consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2022.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company's interim financial statements. The results for such periods are not necessarily indicative of the results to be expected for the full year.

Principles of consolidation. The Company evaluates entities for which control is achieved through means other than voting rights to determine if it is the primary beneficiary of a variable interest entity ("VIE"). The Company consolidates its investment in a VIE when it determines that it is its primary beneficiary. The Company may change its original assessment of a VIE upon subsequent events such as the modification of contractual arrangements that affect the characteristics or adequacy of the entity's equity investments at risk and the disposition of all or a portion of an interest held by the primary beneficiary. The Company performs this analysis on an ongoing basis.

The Company has a 5% ownership interest in the venture that owns and leases back the real estate assets of Bellagio (the "Bellagio BREIT Venture"). Bellagio BREIT Venture is a VIE of which the Company is not the primary beneficiary and, accordingly, the Company does not consolidate the venture. The Company's maximum exposure to loss in Bellagio BREIT Venture is equal to the carrying value of its investment of $55 million as of June 30, 2023, assuming no future capital funding requirements, plus the exposure to loss resulting from the Company's guarantee of the debt of Bellagio BREIT Venture, which guarantee is immaterial as of June 30, 2023, as further discussed in Note 9.

For entities determined not to be a VIE, the Company consolidates such entities in which the Company owns 100% of the equity. For entities in which the Company owns less than 100% of the equity interest, the Company consolidates the entity under the voting interest model if it has a controlling financial interest based upon the terms of the respective entities' ownership agreements, such as MGM China. For these entities, the Company records a noncontrolling interest in the consolidated balance sheets and all intercompany balances and transactions are eliminated in consolidation. If the entity does not qualify for consolidation under the voting interest model and the Company has significant influence over the operating and financial decisions of the entity, the Company generally accounts for the entity under the equity method, such as BetMGM, which does not qualify for consolidation as the Company has joint control, given the entity is structured with substantive participating rights whereby both owners participate in the decision making process, which prevents the Company from exerting a controlling financial interest in such entity, as defined in Accounting Standards Codification ("ASC") 810. For entities over which the Company does not have significant influence, the Company accounts for its equity investment under ASC 321.

Fair value measurements. Fair value measurements affect the Company's accounting and impairment assessments of its long-lived assets, investments in unconsolidated affiliates or equity interests, assets acquired, and liabilities assumed in an acquisition, and goodwill and other intangible assets. Fair value measurements also affect the Company's accounting for certain of its financial assets and liabilities. Fair value is defined as 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 and is measured according to a hierarchy that includes: Level 1 inputs, such as quoted prices in an active market; Level 2 inputs, which are quoted prices for identical or comparable instruments or pricing using observable market data; or Level 3 inputs, which are unobservable inputs. The Company used the following inputs in its fair value measurements:

- Level 1 inputs when measuring its equity investments recorded at fair value;
- Level 2 inputs for its long-term debt fair value disclosures; See Note 6; and
- Level 1 and Level 2 inputs for its debt investments.

Equity investments. Fair value is measured based upon trading prices on the applicable securities exchange for equity investments for which the Company has elected the fair value option of ASC 825 and equity investments accounted for under ASC 321 that have a readily determinable fair value. The fair value of these investments was $466 million and $461 million as of June 30, 2023 and December 31, 2022, respectively, and is reflected within "Other long-term assets, net" on the consolidated balance sheets. Gains and losses are recorded in "Other, net" in the statements of operations. For the three and six months ended June 30, 2023, the Company recorded a net gain on its equity investments of $6 million and $5 million, respectively. For the three and six months ended June 30, 2022, the Company recorded a net loss on its equity investments of $23 million and $8 million, respectively.

Debt investments. The Company's investments in debt securities are classified as trading securities and recorded at fair value. Gains and losses are recorded in "Other, net" in the statements of operations. Debt securities are considered cash equivalents if the criteria for such classification is met or otherwise classified as short-term investments within "Prepaid expenses and other" since the investment of cash is available for current operations.

The following tables present information regarding the Company’s debt investments:

	Fair value level	June 30, 2023	December 31, 2022
		(In thousands)	
Cash and cash equivalents:			
Money market funds	Level 1	$ 2,195	$ 12,009
Commercial paper and certificates of deposit	Level 2	—	5,992
Cash and cash equivalents		2,195	18,001
Short-term investments:			
U.S. government securities	Level 1	57,696	56,835
U.S. agency securities	Level 2	29,049	9,530
Commercial paper and certificates of deposit	Level 2	4,561	4,466
Corporate bonds	Level 2	416,420	213,875
Short-term investments		507,726	284,706
Total debt investments		$ 509,921	$ 302,707

Restricted cash. MGM China’s pledged cash of $87 million and $124 million as of June 30, 2023 and December 31, 2022, respectively, securing the bank guarantees discussed in Note 9 is restricted in use and classified within “Other long-term assets, net.” Such amounts plus “Cash and cash equivalents” on the consolidated balance sheets equal “Cash, cash equivalents, and restricted cash” on the consolidated statements of cash flows as of June 30, 2023 and December 31, 2022.

Accounts receivable. As of June 30, 2023 and December 31, 2022, the loss reserve on accounts receivable was $129 million and $113 million, respectively.

Note receivable. In February 2023, the secured note receivable related to the sale of Circus Circus Las Vegas and the adjacent land was repaid, prior to maturity, for $170 million, which approximated its carrying value on the date of repayment. As of December 31, 2022, the carrying value of the note receivable was $167 million and was recorded within “Other long-term assets, net” on the consolidated balance sheets.

Accounts payable. As of June 30, 2023 and December 31, 2022, the Company had accrued $60 million and $80 million, respectively, for purchases of property and equipment within “Accounts and construction payable” on the consolidated balance sheets.

Revenue recognition. *Contract and Contract-Related Liabilities*. There may be a difference between the timing of cash receipts from the customer and the recognition of revenue, resulting in a contract or contract-related liability. The Company generally has three types of liabilities related to contracts with customers: (1) outstanding chip liability, which represents the amounts owed in exchange for gaming chips held by a customer, (2) loyalty program obligations, which represents the deferred allocation of revenue relating to loyalty program incentives earned, and (3) customer advances and other, which is primarily funds deposited by customers before gaming play occurs (“casino front money”) and advance payments on goods and services yet to be provided, such as advance ticket sales and deposits on rooms and convention space or for unpaid wagers. These liabilities are generally expected to be recognized as revenue within one year of being purchased, earned, or deposited and are recorded within “Other accrued liabilities” on the consolidated balance sheets.

The following table summarizes the activity related to contract and contract-related liabilities:

	Outstanding Chip Liability		Loyalty Program		Customer Advances and Other	
	2023	2022	2023	2022	2023	2022
			(In thousands)			
Balance at January 1	$ 185,669	$ 176,219	$ 183,602	$ 144,465	$ 816,376	$ 640,001
Balance at June 30	196,446	165,564	194,570	160,752	806,072	704,404
Increase / (decrease)	$ 10,777	$ (10,655)	$ 10,968	$ 16,287	$ (10,304)	$ 64,403

The January 1, 2023 balances exclude liabilities related to assets held for sale.

Revenue by source. The Company presents the revenue earned disaggregated by the type or nature of the good or service (casino, room, food and beverage, and entertainment, retail and other) and by relevant geographic region within Note 12.

Leases. The Company determines if an arrangement is or contains a lease at inception or modification of the arrangement. An arrangement is or contains a lease if there are identified assets and the right to control the use of an identified asset is conveyed for a period of time in exchange for consideration. Control over the use of the identified asset means the lessee has both the right to obtain substantially all of the economic benefits from the use of the asset and the right to direct the use of the asset.

The Company classifies a lease with terms greater than twelve months as either operating or finance. At commencement, the right-of-use ("ROU") assets and lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term. The initial measurement of ROU assets also includes any prepaid lease payments and are reduced by any previously accrued deferred rent. When available, such as for the Company's triple-net operating leases for which the lessor has provided its implicit rate or provided the assumptions required for the Company to readily determine the rate implicit in the lease, the Company uses the rate implicit in the lease to discount lease payments to present value. However, for most of the Company's leases, such as its ground subleases and equipment leases, the Company cannot readily determine the implicit rate. Accordingly, the Company uses its incremental borrowing rate to discount the lease payments for such leases based on the information available at the commencement date. Lease terms include options to extend or terminate the lease when it is reasonably certain that such option will be exercised. The Company's triple-net operating leases each contain renewal periods at the Company's option, each of which are not considered to be reasonably certain of being exercised. Many of the Company's leases include fixed rental escalation clauses that are factored into the determination of lease payments. For operating leases, lease expense for minimum lease payments is recognized on a straight-line basis over the expected lease term. For finance leases, the ROU asset depreciates on a straight-line basis over the shorter of the lease term or useful life of the ROU asset and the lease liability accretes interest based on the interest method using the discount rate determined at lease commencement. Refer to Note 8 for discussion of leases under which the Company is a lessee.

The Company is a lessor under certain other lease arrangements. Lease revenues earned by the Company from third parties are classified within the line item corresponding to the type or nature of the tenant's good or service. For the three and six months ended June 30, 2023, lease revenues from third-party tenants include $19 million and $37 million recorded within food and beverage revenue, respectively, and $29 million and $59 million recorded within entertainment, retail, and other revenue for the same such periods, respectively. For the three and six months ended June 30, 2022, lease revenues from third-party tenants include $19 million and $33 million recorded within food and beverage revenue, respectively, and $29 million and $55 million recorded within entertainment, retail, and other revenue for the same such periods, respectively. Lease revenues from the rental of hotel rooms are recorded as rooms revenues within the consolidated statements of operations.

Redeemable noncontrolling interest. Certain noncontrolling interest parties have non-voting economic interests in MGM National Harbor which provide for annual preferred distributions by MGM National Harbor to the noncontrolling interest parties based on a percentage of its annual net gaming revenue (as defined in the MGM National Harbor operating agreement). Such distributions are accrued each quarter and are paid 90 days after the end of each fiscal year. The noncontrolling interest parties each have the ability to require MGM National Harbor to purchase all or a portion of their interests for a purchase price based on a contractually agreed upon formula.

The Company has recorded the interests as "Redeemable noncontrolling interests" in the mezzanine section of the accompanying consolidated balance sheets and not stockholders' equity because their redemption is not exclusively in the Company's control. The interests were initially accounted for at fair value. Subsequently, the Company recognizes changes in the redemption value as they occur and adjusts the carrying amount of the redeemable noncontrolling interests to equal the maximum redemption value, provided such amount does not fall below the initial carrying value, at the end of each reporting period. The Company records any changes caused by such an adjustment in capital in excess of par value. Additionally, the carrying amount of the redeemable noncontrolling interests is adjusted for accrued annual preferred distributions, with changes caused by such adjustments recorded within net income (loss) attributable to noncontrolling interests.

During the six months ended June 30, 2023 and 2022, MGM National Harbor purchased $138 million and $21 million of interests from the noncontrolling interest parties, respectively.

Share repurchases. Shares repurchased pursuant to the Company's share repurchase plans are retired upon purchase. The cost of the repurchases in excess of the aggregate par value of the shares reduces capital in excess of par value, to the extent available, with any residual cost applied against retained earnings.

NOTE 3 — ACQUISITIONS AND DIVESTITURES

LeoVegas acquisition. On May 2, 2022, the Company commenced a public offer to the shareholders of LeoVegas to tender 100% of the shares at a price of SEK 61 in cash per share. On September 7, 2022, the Company completed its tender offer and acquired 65% of the outstanding shares of LeoVegas and, at the completion of an extended acceptance period on September 22, 2022, acquired an additional 2% of outstanding shares, for an aggregate cash tender price of $370 million. During the tender offer period, the Company had acquired 31% of outstanding shares in open market purchases that had an acquisition-date fair value of approximately $172 million. As the Company's previous 31% ownership interest was accounted for at fair value, no gain or loss was recorded upon consolidation. The remaining outstanding shares, with a fair value of approximately $11 million based upon the tender price, were settled by the Company in cash in connection with squeeze-out proceedings during the second quarter of 2023. The acquisition provides the Company an opportunity to create a scaled global online gaming business.

The Company recognized 100% of the assets, liabilities, and noncontrolling interests of LeoVegas at fair value at the date of the acquisition. The fair value of the acquired equity interests of LeoVegas was determined by the tender price and equaled $556 million, inclusive of cash settlement of equity awards. Under the acquisition method, the fair value was allocated to the assets acquired, liabilities assumed, and noncontrolling interests. The Company estimated fair value using level 1 inputs, level 2 inputs, and level 3 inputs. The estimated fair values of the identified intangible assets were determined using methodologies under the income approach based on significant inputs that were not observable. The intangible assets include trademarks, which is an indefinite-lived intangible asset, and customer lists and technology, which are finite-lived intangibles that are amortized over each of their estimated useful lives of five years. Goodwill is primarily attributable to the profitability of LeoVegas in excess of identifiable assets and is not deductible for tax purposes. All of the goodwill was assigned to Corporate and other.

The following table sets forth the purchase price allocation (in thousands):

Cash and cash equivalents	$	93,407
Receivables and other current assets		36,872
Technology		109,027
Trademarks		144,374
Customer lists		126,526
Goodwill		288,367
Other long-term assets		19,181
Accounts payable, accrued liabilities, and other current liabilities		(118,302)
Debt		(104,439)
Other long-term liabilities		(36,457)
Noncontrolling interests		(2,861)
	$	555,695

The Cosmopolitan acquisition. On May 17, 2022, the Company acquired 100% of the equity interests in the entities that own the operations of The Cosmopolitan for cash consideration of $1.625 billion plus working capital adjustments for a total purchase price of approximately $1.7 billion. The acquisition expands the Company's customer base and provides a greater depth of choices and experiences for guests in Las Vegas.

The Company recognized 100% of the acquired assets and assumed liabilities at fair value at the date of the acquisition. Under the acquisition method, the fair value was allocated to the assets acquired and liabilities assumed in the transaction. The Company estimated fair value using level 1 inputs, level 2 inputs, and level 3 inputs. The estimated fair values of the identified intangible assets were determined using methodologies under the income approach based on significant inputs that were not observable. The intangible assets include trademarks, which is an indefinite-lived intangible asset, and customer lists, which is amortized over its estimated useful life of seven years. Goodwill, which is deductible for tax purposes, is primarily attributable to the profitability of The Cosmopolitan in excess of identifiable assets as well as expected synergies. All of the goodwill was assigned to the Las Vegas Strip Resorts segment.

The following table sets forth the purchase price allocation (in thousands):

Cash and cash equivalents	$	80,670
Receivables and other current assets		94,354
Property and equipment		120,912
Trademarks		130,000
Customer lists		95,000
Goodwill		1,289,468
Operating lease right-of-use-assets, net		3,404,894
Other long-term assets		23,709
Accounts payable, accrued liabilities, and other current liabilities		(145,136)
Operating lease liabilities		(3,401,815)
Other long-term liabilities		(1,570)
	$	1,690,486

Unaudited pro forma information - The Cosmopolitan acquisition. The following unaudited pro forma consolidated financial information for the Company has been prepared assuming the Company's acquisition of The Cosmopolitan had occurred as of January 1, 2021. The unaudited pro forma financial information below is not necessarily indicative of either future results of operations or results that might have been achieved had the acquisition been consummated as of the indicated date. Pro forma results of operations for the LeoVegas acquisition have not been included because it is not material to the consolidated results of operations.

	Three Months Ended June 30, 2022	Six Months Ended June 30, 2022
	(In thousands)	
Net revenues	$ 3,422,277	$ 6,542,015
Net income attributable to MGM Resorts International	1,781,930	1,780,076

VICI Transaction. Prior to the closing of the VICI Transaction (defined below), MGM Growth Properties LLC ("MGP") was a consolidated subsidiary of the Company. Substantially all of its assets were owned by and substantially all of its operations were conducted through MGM Growth Properties Operating Partnership LP ("MGP OP"). MGP had two classes of common shares: Class A shares and a single Class B share. The Company owned MGP's Class B share, through which it held a controlling interest in MGP as it was entitled to an amount of votes representing a majority of the total voting power of MGP's shares. The Company and MGP each held MGP OP units representing limited partner interests in MGP OP.

Additionally, the Company had leased the real estate assets of The Mirage, Luxor, New York-New York, Park MGM, Excalibur, The Park, Gold Strike Tunica, MGM Grand Detroit, Beau Rivage, Borgata, Empire City, MGM National Harbor, MGM Northfield Park, and MGM Springfield from MGP OP. The Company also leased, and continues to lease, the real estate assets of Mandalay Bay and MGM Grand Las Vegas from subsidiaries of a venture that was 50.1% owned by a subsidiary of MGP OP at the time of the transaction (such venture, the "MGP BREIT Venture").

On April 29, 2022, VICI Properties Inc. ("VICI") acquired MGP in a stock-for-stock transaction (such transaction, the "VICI Transaction"). MGP Class A shareholders received 1.366 shares of newly issued VICI stock in exchange for each MGP Class A share outstanding and the Company received 1.366 units of VICI OP in exchange for each MGP OP unit held by the Company. The fixed exchange ratio represents an agreed upon price of $43 per share of MGP Class A share to the five-day volume weighted average price of VICI stock as of the close of business on July 30, 2021. In connection with the exchange, VICI OP redeemed the majority of the Company's VICI OP units for cash consideration of $4.4 billion, with the Company retaining an approximate 1% ownership interest in VICI OP that had a fair value of approximately $375 million. MGP's Class B share that was held by the Company was cancelled. Accordingly, the Company no longer held a controlling interest in MGP and deconsolidated MGP upon the closing of the transactions.

Further, the Company entered into an amended and restated master lease with VICI as discussed in Note 8. The Mandalay Bay and MGM Grand Las Vegas lease remained unchanged.

In connection with the transactions, the Company recognized a $2.3 billion gain recorded within "Gain on REIT transactions, net." The gain reflects the fair value of consideration received of $4.8 billion plus the carrying amount of noncontrolling interest immediately prior to the transactions of $3.2 billion less the net carrying value of the assets and liabilities and accumulated comprehensive income derecognized of $5.7 billion.

The major classes of assets and liabilities derecognized were as follows:

		(In thousands)
Cash and cash equivalents	$	25,387
Income tax receivable		5,486
Prepaid expenses and other		128
Property and equipment, net		9,250,519
Investments in and advances to unconsolidated affiliates		817,901
Operating lease right-of-use assets, net		236,255
Other long-term assets, net		3,991
Total assets	$	10,339,667
Accounts payable	$	1,136
Accrued interest on long-term debt		68,150
Other accrued liabilities		4,057
Deferred income taxes, net		1,284
Long-term debt, net		4,259,473
Operating lease liabilities		336,689
Total liabilities	$	4,670,789

The Mirage transaction. On December 19, 2022, the Company completed the sale of the operations of The Mirage to an affiliate of Seminole Hard Rock Entertainment, Inc. ("Hard Rock") for cash consideration of $1.075 billion, or $1.1 billion, net of purchase price adjustments and transaction costs. At closing, the master lease between the Company and VICI was amended to remove The Mirage and to reflect a $90 million reduction in annual cash rent.

Gold Strike Tunica. On February 15, 2023, the Company completed the sale of the operations of Gold Strike Tunica to CNE Gaming Holdings, LLC ("CNE"), a subsidiary of Cherokee Nation Business, for cash consideration of $450 million, or $474 million, net of purchase price adjustments and transaction costs. At closing, the master lease between the Company and VICI was amended to remove Gold Strike Tunica and to reflect a $40 million reduction in annual cash rent. The Company recognized a $399 million gain recorded within "Property transactions, net." The gain reflects the net cash consideration less the net carrying value of the assets and liabilities derecognized of $75 million.

The operations of Gold Strike Tunica are not classified as discontinued operations because the Company concluded that the sale is not a strategic shift that has a major effect on the Company's operations or its financial results and it does not represent a major geographic segment or product line.

The major classes of assets and liabilities derecognized are as follows:

		(In thousands)
Cash and cash equivalents	$	26,911
Accounts receivable, net		2,466
Inventories		1,087
Prepaid expenses and other		1,522
Property and equipment, net		21,300
Goodwill		40,523
Other intangible assets, net		5,700
Operating lease right-of-use assets, net		507,231
Other long-term assets, net		1,251
Total assets	$	607,991
Accounts payable	$	1,657
Other accrued liabilities		13,778
Other long-term obligations		1,707
Operating lease liabilities		516,136
Total liabilities	$	533,278

NOTE 4 — INVESTMENTS IN AND ADVANCES TO UNCONSOLIDATED AFFILIATES

Investments in and advances to unconsolidated affiliates consisted of the following:

	June 30, 2023	December 31, 2022
	(In thousands)	
BetMGM (50%)	$ —	$ 31,760
Other	156,993	141,279
	$ 156,993	$ 173,039

The Company's share of losses of BetMGM in excess of its equity method investment balance is $21 million as of June 30, 2023.

The Company recorded its share of loss from unconsolidated affiliates as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Loss from unconsolidated affiliates	$ (16,189)	$ (55,583)	$ (91,188)	$ (102,421)
Non-operating items from unconsolidated affiliates	(441)	(6,120)	(1,625)	(21,253)
	$ (16,630)	$ (61,703)	$ (92,813)	$ (123,674)

The following table summarizes information related to the Company's share of operating loss from unconsolidated affiliates:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
MGP BREIT Venture (through April 29, 2022)	$ —	$ 12,116	$ —	$ 51,051
BetMGM	(22,499)	(71,229)	(104,372)	(163,223)
Other	6,310	3,530	13,184	9,751
	$ (16,189)	$ (55,583)	$ (91,188)	$ (102,421)

In connection with the VICI Transaction in April 2022, the Company deconsolidated MGP and, accordingly, derecognized the assets and liabilities of MGP, which included MGP OP's investment in MGP BREIT Venture.

MGP BREIT Venture distributions. For the three and six months ended June 30, 2022, MGP OP received $8 million and $32 million in distributions from MGP BREIT Venture, respectively.

BetMGM contributions. For the three and six months ended June 30, 2023, the Company contributed $25 million and $50 million to BetMGM, respectively. For the three and six months ended June 30, 2022, the Company contributed $25 million and $150 million to BetMGM, respectively.

NOTE 5 — GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill and other intangible assets consisted of the following:

	June 30, 2023	December 31, 2022
	(In thousands)	
Goodwill	$ 5,029,189	$ 5,029,312
Indefinite-lived intangible assets:		
Trademarks	$ 757,410	$ 754,431
Gaming rights and other	385,165	385,060
Total indefinite-lived intangible assets	1,142,575	1,139,491
Finite-lived intangible assets:		
MGM Grand Paradise gaming subconcession	—	4,519,486
Less: Accumulated amortization	—	(4,519,486)
	—	—
Customer lists	285,818	283,232
Less: Accumulated amortization	(83,243)	(60,055)
	202,575	223,177
Gaming rights	332,428	106,600
Less: Accumulated amortization	(48,150)	(33,316)
	284,278	73,284
Technology and other	131,287	129,061
Less: Accumulated amortization	(26,703)	(13,761)
	104,584	115,300
Total finite-lived intangible assets, net	591,437	411,761
Total other intangible assets, net	$ 1,734,012	$ 1,551,252

MGM Grand Paradise gaming subconcession and concession. Pursuant to the gaming concession contract that MGM Grand Paradise entered into with the Macau government, which commenced January 1, 2023, MGM Grand Paradise is required, among other things, to pay a fixed annual premium and an annual variable premium based on the number of gaming tables and machines for the term of the gaming concession. Additionally, in connection with the expiration of the MGM Grand Paradise gaming subconcession on December 31, 2022, the casino areas of MGM Cotai and MGM Macau reverted, free of charge and without any encumbrances, to the Macau government, which became the legal owner of the reverted gaming assets. Upon the commencement of the gaming concession, the gaming assets were temporarily transferred to MGM Grand Paradise for the duration of the concession term in return for annual payments determined by square meters of the reverted casino areas.

On January 1, 2023, MGM Grand Paradise recorded an intangible asset, included within "Gaming rights" above, of $226 million for the right to conduct gaming and operate the reverted gaming equipment and gaming areas and a corresponding liability for the in-substance consideration to be paid over the concession term for such rights, which is the unconditional obligation of the fixed and variable annual premiums, as well as the payments relating to the use of the reverted gaming assets. The initial value of the intangible asset and liability were measured as the present value of these payments based upon the approved number of gaming tables and slot machines, estimates of the Macau average price index, and square meters of the reverted casino areas, each as of January 1, 2023. The current portion of $7 million and noncurrent portion of $212 million of the remaining liability was recorded within "Other accrued liabilities" and "Other long-term liabilities," respectively, in the consolidated balance sheets as of June 30, 2023. The gaming concession intangible asset is being amortized on a straight-line basis over the ten-year term of the gaming concession contract. The fully amortized gaming subconcession intangible asset was derecognized upon the expiration of the gaming subconcession and corresponding commencement of the gaming concession contract.

NOTE 6 — LONG-TERM DEBT

Long-term debt consisted of the following:

	June 30, 2023	December 31, 2022
	(In thousands)	
MGM China first revolving credit facility	$ 708,224	$ 1,249,744
MGM China second revolving credit facility	—	224,313
6% senior notes, due 2023	—	1,250,000
LeoVegas senior notes, due 2023	35,248	36,580
5.375% MGM China senior notes, due 2024	750,000	750,000
6.75% senior notes, due 2025	750,000	750,000
5.75% senior notes, due 2025	675,000	675,000
5.25% MGM China senior notes, due 2025	500,000	500,000
5.875% MGM China senior notes, due 2026	750,000	750,000
4.625% senior notes, due 2026	400,000	400,000
5.5% senior notes, due 2027	675,000	675,000
4.75% MGM China senior notes, due 2027	750,000	750,000
4.75% senior notes, due 2028	750,000	750,000
7% debentures, due 2036	552	552
	6,744,024	8,761,189
Less: Premiums, discounts, and unamortized debt issuance costs, net	(34,780)	(41,899)
	6,709,244	8,719,290
Less: Current portion	(35,200)	(1,286,473)
	$ 6,674,044	$ 7,432,817

MGM China's senior notes due within one year of the June 30, 2023 balance sheet were classified as long-term as MGM China has both the intent and ability to refinance the current maturities on a long-term basis.

Senior secured credit facility. At June 30, 2023, the Company's senior secured credit facility consisted of a $1.675 billion revolving credit facility, of which no amounts were drawn.

The Company's senior secured credit facility contains customary representations and warranties, events of default and positive and negative covenants. The Company was in compliance with its credit facility covenants at June 30, 2023.

MGM China first revolving credit facility. At June 30, 2023, the MGM China first revolving credit facility consisted of a HK$9.75 billion (approximately $1.2 billion) unsecured revolving credit facility and the weighted average interest rate was 7.83%.

In June 2023, MGM China amended its first revolving credit agreement, which extended the maturity date to May 2026.

The MGM China first revolving credit facility contains customary representations and warranties, events of default, and positive, negative and financial covenants, including that MGM China maintains compliance with a maximum leverage ratio and a minimum interest coverage ratio. In connection with the June 2023 amendment, the financial covenants under the MGM China first revolving credit facility are waived through December 31, 2024 and become effective beginning on March 31, 2025. MGM China was in compliance with its applicable MGM China first revolving credit facility covenants at June 30, 2023.

MGM China second revolving credit facility. At June 30, 2023, the MGM China second revolving credit facility consisted of a HK$3.12 billion (approximately $398 million) unsecured revolving credit facility with an option to increase the amount of the facility up to HK$5.85 billion (approximately $747 million), subject to certain conditions. At June 30, 2023, no amounts were drawn on the MGM China second revolving credit facility.

In June 2023, MGM China amended its second revolving credit agreement, which extended the maturity date to May 2026, increased the amount to which MGM China may upsize the facility, and removed the requirement for the MGM China first revolving credit facility to be fully drawn prior to utilizing the MGM China second revolving credit facility.

The MGM China second revolving credit facility contains customary representations and warranties, events of default, and positive, negative and financial covenants, including that MGM China maintains compliance with a maximum leverage ratio and a minimum interest coverage ratio. In connection with the June 2023 amendment, the financial covenants under the MGM China second revolving credit facility are waived through December 31, 2024 and become effective beginning on March 31, 2025. MGM China was in compliance with its applicable MGM China second revolving credit facility covenants at June 30, 2023.

Senior notes. In March 2023, the Company repaid its $1.25 billion 6% notes due 2023 upon maturity. In March 2022, the Company repaid its $1.0 billion 7.75% notes due 2022 upon maturity.

Fair value of long-term debt. The estimated fair value of the Company's long-term debt was $6.5 billion and $8.4 billion at June 30, 2023 and December 31, 2022, respectively.

NOTE 7 — INCOME TAXES

For interim income tax reporting the Company estimates its annual effective tax rate and applies it to its year-to-date ordinary income. The tax effects of unusual or infrequently occurring items, including changes in judgment about valuation allowances and effects of changes in tax laws or rates, are reported in the interim period in which they occur. The Company's effective income tax rate was 13.8% and 22.1% for the three and six months ended June 30, 2023, respectively, compared to 26.1% and 25.3% for the three and six months ended June 30, 2022, respectively.

The Company recognizes deferred income tax assets, net of applicable reserves, related to net operating losses, tax credit carryforwards and certain temporary differences. The Company recognizes future tax benefits to the extent that realization of such benefit is more likely than not. Otherwise, a valuation allowance is applied.

NOTE 8 — LEASES

The Company leases real estate, land underlying certain of its properties, and various equipment under operating and, to a lesser extent, finance lease arrangements.

Real estate assets and land. The Company leases the real estate assets of its domestic properties pursuant to triple-net lease agreements, which are classified as operating leases. The triple-net structure of the leases requires the Company to pay substantially all costs associated with each property, including real estate taxes, insurance, utilities and routine maintenance (with each lease obligating the Company to spend a specified percentage of net revenues at the properties on capital expenditures), in addition to the annual cash rent. Each of the leases also requires the Company to comply with certain financial covenants, which, if not met, would require the Company to maintain cash security or provide one or more letters of credit in favor of the landlord in an amount equal to 6 months or 1 year of rent, as applicable to the circumstances, under the VICI lease, 1 year of rent under the Mandalay Bay and MGM Grand Las Vegas lease, the Aria and Vdara lease, and The Cosmopolitan lease, and 2 years of rent under the Bellagio lease. The Company was in compliance with its applicable covenants under its leases as of June 30, 2023.

Bellagio lease. The Company leases the real estate assets of Bellagio from Bellagio BREIT Venture. The Bellagio lease commenced November 15, 2019 and has an initial term of 30 years with two 10-year renewal periods, exercisable at the Company's option, with a fixed 2% rent escalator for the first 10 years and, thereafter, an escalator equal to the greater of 2% and the CPI increase during the prior year, subject to a cap of 3% during the 11th through 20th years and 4% thereafter. Annual cash rent payments for the fourth lease year that commenced on December 1, 2022 increased to $260 million as a result of the 2% fixed annual escalator.

Mandalay Bay and MGM Grand Las Vegas lease. The Company leases the real estate assets of Mandalay Bay and MGM Grand Las Vegas from subsidiaries of VICI. The Mandalay Bay and MGM Grand Las Vegas lease commenced February 14, 2020 and has an initial term of 30 years with two 10-year renewal periods, exercisable at the Company's option, with a fixed 2% rent escalator for the first 15 years and, thereafter, an escalator equal to the greater of 2% and the CPI increase during the prior year, subject to a cap of 3%. Annual cash rent payments for the fourth lease year that commenced on March 1, 2023 increased to $310 million as a result of the 2% fixed annual escalator.

Aria and Vdara lease. The Company leases the real estate assets of Aria and Vdara from funds managed by The Blackstone Group, Inc. The Aria and Vdara lease commenced September 28, 2021 and has an initial term of 30 years with three 10-year renewal periods, exercisable at the Company's option, with a fixed 2% rent escalator for the first 15 years, and thereafter, an escalator equal to the greater of 2% and the CPI increase during the prior year, subject to a cap of 3%. Annual cash rent payments for the second lease year that commenced on October 1, 2022 increased to $219 million as a result of the 2% fixed annual escalator.

The VICI lease and ground subleases. The Company leases the real estate assets of Luxor, New York-New York, Park MGM, Excalibur, The Park, MGM Grand Detroit, Beau Rivage, Borgata, Empire City, MGM National Harbor, MGM Northfield Park, and MGM Springfield from VICI. The VICI lease commenced April 29, 2022 and has an initial term of 25 years, with three 10-year renewal periods, exercisable at the Company's option, with a fixed 2% rent escalator for the first 10 years, and thereafter, an escalator equal to the greater of 2% and the CPI increase during the prior year subject to a cap of 3%. Additionally, the VICI lease provides VICI with a right of first offer with respect to any further gaming development by the Company on the undeveloped land adjacent to Empire City, which VICI may exercise should the Company elect to sell the property. Annual cash rent payments for the first lease year that commenced on April 29, 2022 was $860 million. In December 2022, in connection with the sale of the operations of The Mirage, the VICI lease was amended to remove The Mirage and to reflect a $90 million reduction in annual cash rent, thereby reducing the annual cash rent payments to $770 million. In February 2023, in connection with the sale of the operations of Gold Strike Tunica, the VICI lease was amended to remove Gold Strike Tunica and to reflect a $40 million reduction in annual cash rent, thereby reducing the annual cash rent payments to $730 million. The modification resulted in a reassessment of the lease classification and remeasurement of the VICI lease, with the lease continuing to be accounted for as an operating lease and $507 million of net operating lease ROU and $516 million of lease liabilities allocable to Gold Strike Tunica were derecognized (see Note 3). Annual cash rent payments for the second lease year that commenced on May 1, 2023 increased to $745 million as a result of the 2% fixed annual escalator.

The Company is required to pay the rent payments under the ground leases of the Borgata, Beau Rivage, and National Harbor through the term of the VICI lease. The ground subleases of Beau Rivage and National Harbor are classified as operating leases and the ground sublease of Borgata is classified as a finance lease.

The Cosmopolitan lease. The Company leases the real estate assets of The Cosmopolitan from a subsidiary of Blackstone Real Estate Investment Trust, Inc. The Cosmopolitan lease commenced May 17, 2022 and has an initial term of 30 years with three 10-year renewal periods, exercisable at the Company's option, with a fixed 2% rent escalator for the first 15 years, and thereafter, an escalator equal to the greater of 2% and the CPI increase during the prior year, subject to a cap of 3%. Annual cash rent payments for the second lease year that commenced on June 1, 2023 was $204 million.

MGM China land concessions. MGM Grand Paradise has MGM Macau and MGM Cotai land concession contracts with the government of Macau, each with an initial 25-year contract term ending in April 2031 and January 2038, respectively, with a right to renew for further consecutive periods of 10 years, at MGM Grand Paradise's option. The land leases are classified as operating leases.

Other information. Components of lease costs and other information related to the Company's leases are:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Operating lease cost, *primarily classified within "General and administrative"*(1)	$ 575,472	$ 488,987	$ 1,156,460	$ 760,836
Finance lease costs				
Interest expense	$ 3,107	$ 1,811	$ 4,521	$ 2,704
Amortization expense	17,313	19,493	34,839	39,650
Total finance lease costs	$ 20,420	$ 21,304	$ 39,360	$ 42,354

(1) Operating lease cost includes $83 million for each of the three months ended June 30, 2023 and 2022 and $166 million for each of the six months ended June 30, 2023 and 2022 related to the Bellagio lease, which is held with a related party.

	June 30, 2023	December 31, 2022
	(In thousands)	
Operating leases		
Operating lease ROU assets, net(1)	$ 24,276,784	$ 24,530,929
Operating lease liabilities - current, *classified within "Other accrued liabilities"*	$ 63,281	$ 53,981
Operating lease liabilities - long-term(2)	25,136,719	25,149,299
Total operating lease liabilities	$ 25,200,000	$ 25,203,280
Finance leases		
Finance lease ROU assets, net *classified within "Property and equipment, net"*	$ 116,239	$ 150,571
Finance lease liabilities - current, *classified within "Other accrued liabilities"*	$ 41,124	$ 72,420
Finance lease liabilities - long-term, *classified within "Other long-term obligations"*	87,296	88,181
Total finance lease liabilities	$ 128,420	$ 160,601
Weighted average remaining lease term (years)		
Operating leases	26	26
Finance leases	17	14
Weighted average discount rate (%)		
Operating leases	7	7
Finance leases	6	5

(1) As of June 30, 2023 and December 31, 2022, operating lease right-of-use assets, net included $3.5 billion related to the Bellagio lease.
(2) As of June 30, 2023 and December 31, 2022, operating lease liabilities – long-term included $3.8 billion related to the Bellagio lease.

		Six Months Ended June 30,		
		2023		2022
Cash paid for amounts included in the measurement of lease liabilities		*(In thousands)*		
Operating cash outflows from operating leases	$	904,726	$	588,690
Operating cash outflows from finance leases		3,395		2,686
Financing cash outflows from finance leases(1)		34,773		43,628
ROU assets obtained in exchange for new lease liabilities				
Operating leases	$	11,245	$	15,528,718
Finance leases		518		87,840

(1) Included within "Other" within "Cash flows from financing activities" on the consolidated statements of cash flows.

Maturities of lease liabilities were as follows:

		Operating Leases		Finance Leases
Year ending December 31,		*(In thousands)*		
2023 (excluding the six months ended June 30, 2023)	$	899,947	$	42,714
2024		1,829,804		8,881
2025		1,858,056		8,379
2026		1,884,704		7,144
2027		839,670		7,116
Thereafter		51,958,061		135,230
Total future minimum lease payments		59,270,242		209,464
Less: Amount of lease payments representing interest		(34,070,242)		(81,044)
Present value of future minimum lease payments		25,200,000		128,420
Less: Current portion		(63,281)		(41,124)
Long-term portion of lease liabilities	$	25,136,719	$	87,296

NOTE 9 — COMMITMENTS AND CONTINGENCIES

Litigation. The Company is a party to various legal proceedings, most of which relate to routine matters incidental to its business. Management does not believe that the outcome of such proceedings will have a material adverse effect on the Company's financial position, results of operations or cash flows.

Other guarantees. The Company and its subsidiaries are party to various guarantee contracts in the normal course of business, which are generally supported by letters of credit issued by financial institutions. The Company's senior credit facility limits the amount of letters of credit that can be issued to $1.35 billion. At June 30, 2023, $29 million in letters of credit were outstanding under the Company's senior credit facility. The amount of available borrowings under the credit facility is reduced by any outstanding letters of credit.

MGM China bank guarantees. In connection with the issuance of the gaming concession in January 2023, bank guarantees were provided to the government of Macau in the amount of MOP 1 billion (approximately $124 million as of June 30, 2023) to warrant the fulfillment of labor liabilities and of damages or losses that may result if there is noncompliance with the concession. The guarantees expire 180 days after the end of the concession term. As of December 31, 2022, MOP 1 billion (approximately $124 million as of December 31, 2022) of the bank guarantees were secured by pledged cash and, in connection with a release of MOP 300 million of such pledged cash during the six months ended June 30, 2023, MOP 700 million of the bank guarantees (approximately $87 million as of June 30, 2023) were secured by pledged cash as of June 30, 2023.

Shortfall guarantees. The Company provides shortfall guarantees of the $3.01 billion principal amount of indebtedness (and any interest accrued and unpaid thereon) of Bellagio BREIT Venture, the landlord of Bellagio, which matures in 2029 and of the $3.0 billion principal amount of indebtedness (and any interest accrued and unpaid thereon) of the landlords of Mandalay Bay and MGM Grand Las Vegas, which matures in 2032 and has an anticipated repayment date of March 2030. The terms of the shortfall guarantees provide that after the lenders have exhausted certain remedies to collect on the obligations under the indebtedness, the Company would then be responsible for any shortfall between the value of the collateral, which is the real estate assets of the applicable property owned by the landlord, and the debt obligation. The guarantees are accounted for under ASC 460 at fair value; such value is immaterial.

NOTE 10 — EARNINGS PER SHARE

The table below reconciles basic and diluted earnings per share of common stock. Diluted weighted-average common and common equivalent shares include adjustments for potential dilution of share-based awards outstanding under the Company's stock compensation plan.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Numerator:				
Net income attributable to MGM Resorts International	$ 200,796	$ 1,783,937	$ 667,603	$ 1,765,921
Adjustment related to redeemable noncontrolling interests	114	(12,412)	1,410	(21,397)
Net income attributable to common stockholders – basic and diluted	$ 200,910	$ 1,771,525	$ 669,013	$ 1,744,524
Denominator:				
Weighted-average common shares outstanding – basic	361,050	417,393	367,535	430,084
Potential dilution from share-based awards	4,289	3,910	4,150	4,252
Weighted-average common and common equivalent shares – diluted	365,339	421,303	371,685	434,336
Antidilutive share-based awards excluded from the calculation of diluted earnings per share	261	705	268	599

NOTE 11 — STOCKHOLDERS' EQUITY

MGM Resorts International stock repurchases. In March 2022, the Company announced that the Board of Directors authorized a $2.0 billion stock repurchase plan, and, in February 2023, the Company announced that the Board of Directors authorized a $2.0 billion stock repurchase plan. Under these stock repurchase plans, the Company may repurchase shares from time to time in the open market or in privately negotiated agreements. Repurchases of common stock may also be made under a Rule 10b5-1 plan, which would permit common stock to be repurchased when the Company might otherwise be precluded from doing so under insider trading laws. The timing, volume and nature of stock repurchases will be at the sole discretion of management, dependent on market conditions, applicable securities laws, and other factors, and may be suspended or discontinued at any time.

During the three months ended June 30, 2022, the Company repurchased approximately 32 million shares of its common stock for an aggregate amount of $1.1 billion. During the six months ended June 30, 2022, the Company repurchased approximately 56 million shares of its common stock for an aggregate amount of $2.1 billion, which included the February 2022 repurchase of 4.5 million shares for an aggregate amount of $202.5 million from funds managed by Corvex Management LP, a related party. Repurchased shares were retired.

During the three months ended June 30, 2023, the Company repurchased approximately 15 million shares of its common stock for an aggregate amount of $626 million. During the six months ended June 30, 2023, the Company repurchased approximately 27 million shares of its common stock for an aggregate amount of $1.1 billion. In connection with these repurchases, the March 2022 stock repurchase plan was completed. Repurchased shares were retired. The remaining availability under the February 2023 $2.0 billion stock repurchase plan was $1.4 billion as of June 30, 2023.

Subsequent to the quarter ended June 30, 2023, the Company repurchased approximately 2 million shares of its common stock for an aggregate amount of $88 million, excluding excise tax. Repurchased shares were retired.

Accumulated other comprehensive income. Changes in accumulated other comprehensive income attributable to MGM Resorts International are as follows:

	Currency Translation Adjustments	Other	Total
		(In thousands)	
Balances, April 1, 2023	$ 36,873	$ (65)	$ 36,808
Other comprehensive loss, net of tax	(6,040)	—	(6,040)
Other comprehensive income attributable to noncontrolling interest	(711)	—	(711)
Balances, June 30, 2023	$ 30,122	$ (65)	$ 30,057
Balances, January 1, 2023	$ 34,435	$ (936)	$ 33,499
Other comprehensive loss before reclassifications	(6,089)	—	(6,089)
Amounts reclassified from accumulated other comprehensive income to "Other, net"	—	871	871
Other comprehensive income (loss), net of tax	(6,089)	871	(5,218)
Other comprehensive loss attributable to noncontrolling interest	1,776	—	1,776
Balances, June 30, 2023	$ 30,122	$ (65)	$ 30,057

NOTE 12 — SEGMENT INFORMATION

The Company's management views each of its casino properties as an operating segment. Operating segments are aggregated based on their similar economic characteristics, types of customers, types of services and products provided, the regulatory environments in which they operate and their management and reporting structure. The Company has aggregated its operating segments into the following reportable segments: Las Vegas Strip Resorts, Regional Operations and MGM China.

Las Vegas Strip Resorts. Las Vegas Strip Resorts consists of the following casino resorts in Las Vegas, Nevada: Aria (including Vdara), Bellagio, The Cosmopolitan (upon its acquisition in May 2022), MGM Grand Las Vegas (including The Signature), Mandalay Bay (including Delano and Four Seasons), The Mirage (until its disposition in December 2022), Luxor, New York-New York (including The Park), Excalibur, and Park MGM (including NoMad Las Vegas).

Regional Operations. Regional Operations consists of the following casino properties: MGM Grand Detroit in Detroit, Michigan; Beau Rivage in Biloxi, Mississippi; Gold Strike Tunica in Tunica, Mississippi (until its disposition in February 2023); Borgata in Atlantic City, New Jersey; MGM National Harbor in Prince George's County, Maryland; MGM Springfield in Springfield, Massachusetts; Empire City in Yonkers, New York; and MGM Northfield Park in Northfield Park, Ohio.

MGM China. MGM China consists of MGM Macau and MGM Cotai.

The Company's operations related to LeoVegas (upon its acquisition in September 2022), investments in unconsolidated affiliates, and certain other corporate operations and management services have not been identified as separate reportable segments; therefore, these operations are included in "Corporate and other" in the following segment disclosures to reconcile to consolidated results.

Adjusted Property EBITDAR is the Company's reportable segment GAAP measure, which management utilizes as the primary profit measure for its reportable segments and underlying operating segments. Adjusted Property EBITDAR is a measure defined as earnings before interest and other non-operating income (expense), taxes, depreciation and amortization, preopening and start-up expenses, property transactions, net, gain on REIT transactions, net, rent expense related to triple-net operating leases and ground leases, income from unconsolidated affiliates related to investments in real estate ventures, and also excludes corporate expense and stock compensation expense, which are not allocated to each operating segment, and rent expense related to the master lease with MGP that eliminated in consolidation.

The following tables present the Company's segment information:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Net revenue				
Las Vegas Strip Resorts				
Casino	$ 492,212	$ 498,524	$ 992,775	$ 973,822
Rooms	706,715	696,008	1,458,406	1,181,296
Food and beverage	598,771	560,764	1,181,398	945,040
Entertainment, retail and other	348,952	381,880	690,223	699,910
	2,146,650	2,137,176	4,322,802	3,800,068
Regional Operations				
Casino	679,430	734,139	1,396,407	1,437,818
Rooms	76,929	70,912	144,233	127,026
Food and beverage	111,491	106,051	223,370	197,189
Entertainment, retail and other, and reimbursed costs	58,250	48,567	107,933	88,465
	926,100	959,669	1,871,943	1,850,498
MGM China				
Casino	669,658	120,948	1,224,930	352,151
Rooms	31,679	7,812	61,172	23,483
Food and beverage	32,973	10,940	60,598	28,381
Entertainment, retail and other	6,645	3,312	11,847	7,372
	740,955	143,012	1,358,547	411,387
Reportable segment net revenues	3,813,705	3,239,857	7,553,292	6,061,953
Corporate and other	128,502	25,031	262,211	57,244
	$ 3,942,207	$ 3,264,888	$ 7,815,503	$ 6,119,197

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
		(In thousands)		
Adjusted Property EBITDAR				
Las Vegas Strip Resorts	$ 776,529	$ 825,267	$ 1,612,338	$ 1,418,901
Regional Operations	293,767	339,850	606,942	653,129
MGM China	209,389	(52,091)	378,337	(77,747)
Reportable segment Adjusted Property EBITDAR	1,279,685	1,113,026	2,597,617	1,994,283
Other operating income (expense)				
Corporate and other, net	(137,578)	(193,292)	(349,247)	(404,145)
Preopening and start-up expenses	(149)	(542)	(288)	(976)
Property transactions, net	(5,614)	19,395	390,462	(35,343)
Depreciation and amortization	(203,503)	(366,255)	(407,004)	(654,893)
Gain on REIT transactions, net	—	2,277,747	—	2,277,747
Triple-net operating lease and ground lease rent expense	(564,158)	(483,454)	(1,134,713)	(745,906)
Income from unconsolidated affiliates related to real estate ventures	2,695	14,826	5,390	56,472
Operating income	371,378	2,381,451	1,102,217	2,487,239
Non-operating income (expense)				
Interest expense, net of amounts capitalized	(111,945)	(136,559)	(242,245)	(332,650)
Non-operating items from unconsolidated affiliates	(441)	(6,120)	(1,625)	(21,253)
Other, net	23,693	(43,308)	70,000	(9,006)
	(88,693)	(185,987)	(173,870)	(362,909)
Income before income taxes	282,685	2,195,464	928,347	2,124,330
Provision for income taxes	(39,141)	(572,839)	(204,920)	(536,498)
Net income	243,544	1,622,625	723,427	1,587,832
Less: Net (income) loss attributable to noncontrolling interests	(42,748)	161,312	(55,824)	178,089
Net income attributable to MGM Resorts International	$ 200,796	$ 1,783,937	$ 667,603	$ 1,765,921

NOTE 13 — RELATED PARTY TRANSACTIONS

MGP. Prior to the closing of the VICI Transaction, the Company leased the real estate assets of The Mirage, Luxor, New York-New York, Park MGM, Excalibur, The Park, Gold Strike Tunica, MGM Grand Detroit, Beau Rivage, Borgata, Empire City, MGM National Harbor, MGM Northfield Park, and MGM Springfield pursuant to a master lease with MGP.

The annual cash rent payments under the master lease with MGP for the seventh lease year, which commenced on April 1, 2022, increased to $877 million from $873 million, due to the sixth 2% annual base rent escalator that went into effect on April 1, 2022, as the adjusted net revenue to rent ratio on which such escalator was contingent was met, which increased annual cash rent by $16 million, partially offset by the percentage rent reset that went into effect on April 1, 2022, calculated based on the percentage of average actual annual net revenue of the leased properties during the preceding five year period, which decreased annual cash rent by $12 million.

All intercompany transactions, including transactions under the MGP master lease, have been eliminated in the Company's consolidation of MGP. The public ownership of MGP's Class A shares was recognized as noncontrolling interests in the Company's consolidated financial statements.

In April 2022, the Company completed the VICI Transaction, which resulted in the deconsolidation of MGP. Refer to Note 3 for additional information on the VICI Transaction. As part of the transaction, the Company entered into an amended and restated master lease with VICI. Refer to Note 8 for further discussion on the master lease with VICI.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This management's discussion and analysis of financial condition and results of operations contain forward-looking statements that involve risks and uncertainties. Please see "Cautionary Statement Concerning Forward-Looking Statements" for a discussion of the uncertainties, risks and assumptions that may cause our actual results to differ materially from those discussed in the forward-looking statements. This discussion should be read in conjunction with our historical financial statements and related notes thereto and the other disclosures contained elsewhere in this Quarterly Report on Form 10-Q, the audited consolidated financial statements and notes for the fiscal year ended December 31, 2022, which were included in our Form 10-K, filed with the Securities and Exchange Commission ("SEC") on February 24, 2023. The results of operations for the periods reflected herein are not necessarily indicative of results that may be expected for future periods. MGM Resorts International together with its subsidiaries may be referred to as "we," "us" or "our." MGM China Holdings Limited together with its subsidiaries is referred to as "MGM China." MGM Growth Properties LLC together with its subsidiaries is referred to as "MGP."

Overview of strategic business developments

In February 2023, we completed the sale of the operations of Gold Strike Tunica to CNE for cash consideration of $450 million, or $474 million, net of purchase price adjustments and transaction costs. At closing, the master lease with VICI was amended to remove Gold Strike Tunica and reflect a $40 million reduction in annual cash rent. Refer to Note 3 in the accompanying consolidated financial statements for further discussion of this transaction.

In April 2023, the Japanese government officially certified the Area Development Plan ("ADP") previously submitted by the city/prefecture of Osaka, Japan and our 50% owned venture.

In April 2023, LeoVegas entered into an agreement to acquire the majority ownership of digital gaming developer, Push Gaming Holding Limited. The transaction is subject to regulatory and customary approvals and is expected to close in the third quarter of 2023.

Impact of COVID-19 - Update

On January 8, 2023, Macau lifted the majority of its COVID-19 pandemic travel and quarantine restrictions with the exception of overseas visitors travelling from outside of mainland China, Hong Kong and Taiwan being required to present a negative nucleic acid test or rapid antigen test result, and on February 6, 2023 all remaining COVID-19 travel restrictions were removed. As of June 30, 2023, all of our properties were open and not subject to any COVID-19 related operating restrictions.

Key Performance Indicators

Key performance indicators related to gaming and hotel revenue are:

- Gaming revenue indicators: table games drop and slot handle (volume indicators); "win" or "hold" percentage, which is not fully controllable by us. Our normal table games hold percentage at our Las Vegas Strip Resorts is in the range of 25.0% to 35.0% of table games drop for baccarat and 19.0% to 23.0% for non-baccarat; and

- Hotel revenue indicators (for Las Vegas Strip Resorts) – hotel occupancy (a volume indicator); average daily rate ("ADR," a price indicator); and revenue per available room ("RevPAR," a summary measure of hotel results, combining ADR and occupancy rate). Our calculation of ADR, which is the average price of occupied rooms per day, includes the impact of complimentary rooms. Complimentary room rates are determined based on standalone selling price. Because the mix of rooms provided on a complimentary basis, particularly to casino customers, includes a disproportionate suite component, the composite ADR including complimentary rooms is slightly higher than the ADR for cash rooms, reflecting the higher retail value of suites.

Results of Operations

Summary Operating Results

The following table summarizes our consolidated operating results:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Net revenues	$ 3,942,207	$ 3,264,888	$ 7,815,503	$ 6,119,197
Operating income	371,378	2,381,451	1,102,217	2,487,239
Net income	243,544	1,622,625	723,427	1,587,832
Net income attributable to MGM Resorts International	200,796	1,783,937	667,603	1,765,921

Consolidated net revenues increased 21% for the three months ended June 30, 2023 compared to the prior year quarter due primarily to a 418% increase at MGM China as a result of the removal of travel and entry restrictions in Macau, partially offset by a decrease at our Regional Operations of 3% due primarily to the disposition of Gold Strike Tunica. Net revenues at our Las Vegas Strip Resorts were flat.

Consolidated operating income decreased 84% for the three months ended June 30, 2023 compared to the prior year quarter. The decrease was due to a $2.3 billion gain in the prior year quarter related to the VICI Transaction, an increase in rent expense recorded within general and administrative expense for the VICI and The Cosmopolitan leases, which commenced in April 2022 and May 2022, respectively, partially offset by the increase in net revenues, as discussed above, and a decrease in depreciation and amortization expense. Depreciation and amortization expense decreased $163 million compared to the prior year quarter, due primarily to the amortization in the prior year quarter related to the MGM Grand Paradise gaming subconcession, which became fully amortized as of December 31, 2022, and the deconsolidation of MGP in April 2022.

Consolidated net revenues increased 28% for the six months ended June 30, 2023 compared to the prior year period due primarily to a 230% increase at MGM China as a result of the removal of travel and entry restrictions in Macau, a 14% increase at our Las Vegas Strip Resorts as the current year period benefited from the inclusion of a full year of operating results of The Cosmopolitan, which was partially offset by the disposition of The Mirage, and a 1% increase at our Regional Operations as a result of increases in non-gaming revenues, partially offset by the disposition of Gold Strike Tunica.

Consolidated operating income decreased 56% for the six months ended June 30, 2023 compared to the prior year period. The decrease was due to a $2.3 billion gain in the prior year period related to the VICI Transaction and an increase in rent expense recorded within general and administrative expense for the VICI and The Cosmopolitan leases, partially offset by a $399 million gain in the current year period related to the sale of the operations of Gold Strike Tunica recorded in property transactions, net, the increase in net revenues, as discussed above, and a $248 million decrease in depreciation and amortization expense. Depreciation and amortization expense decreased compared to the prior year period due to the deconsolidation of MGP in April 2022 and due to the amortization in the prior year period related to the MGM Grand Paradise gaming subconcession.

Net Revenues by Segment

The following table presents a detail by segment of net revenues:

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2022	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
	(In thousands)			
Las Vegas Strip Resorts				
Casino	$ 492,212	$ 498,524	$ 992,775	$ 973,822
Rooms	706,715	696,008	1,458,406	1,181,296
Food and beverage	598,771	560,764	1,181,398	945,040
Entertainment, retail and other	348,952	381,880	690,223	699,910
	2,146,650	2,137,176	4,322,802	3,800,068
Regional Operations				
Casino	679,430	734,139	1,396,407	1,437,818
Rooms	76,929	70,912	144,233	127,026
Food and beverage	111,491	106,051	223,370	197,189
Entertainment, retail and other, and reimbursed costs	58,250	48,567	107,933	88,465
	926,100	959,669	1,871,943	1,850,498
MGM China				
Casino	669,658	120,948	1,224,930	352,151
Rooms	31,679	7,812	61,172	23,483
Food and beverage	32,973	10,940	60,598	28,381
Entertainment, retail and other	6,645	3,312	11,847	7,372
	740,955	143,012	1,358,547	411,387
Reportable segment net revenues	3,813,705	3,239,857	7,553,292	6,061,953
Corporate and other	128,502	25,031	262,211	57,244
	$ 3,942,207	$ 3,264,888	$ 7,815,503	$ 6,119,197

Las Vegas Strip Resorts

Las Vegas Strip Resorts casino revenue decreased 1% for the three months ended June 30, 2023 compared to the prior year quarter due primarily to an increase in non-gaming incentives and increased 2% for the six months ended June 30, 2023 compared to the prior year period due primarily to an increase in table games drop and slot handle. Both the three and six months ended June 30, 2023 benefited from a full period of operating results of The Cosmopolitan, partially offset by the disposition of The Mirage.

The following table shows key gaming statistics for our Las Vegas Strip Resorts:

	Three Months Ended June 30, 2023	Three Months Ended June 30, 2022	Six Months Ended June 30, 2023	Six Months Ended June 30, 2022
	(Dollars in millions)			
Table games drop	$ 1,498	$ 1,429	$ 3,022	$ 2,631
Table games win	$ 345	$ 330	$ 691	$ 626
Table games win %	23.1 %	23.1 %	22.9 %	23.8 %
Slot handle	$ 5,947	$ 5,344	$ 11,706	$ 9,951
Slot win	$ 551	$ 498	$ 1,094	$ 925
Slot win %	9.3 %	9.3 %	9.4 %	9.3 %

Las Vegas Strip Resorts rooms revenue increased 2% for the three months ended June 30, 2023 compared to the prior year quarter and increased 23% for the six months ended June 30, 2023 compared to the prior year period due to an increase in RevPAR. The six months ended June 30, 2023 also benefited from a full period of operating results of The Cosmopolitan, partially offset by the disposition of The Mirage.

The following table shows key hotel statistics for our Las Vegas Strip Resorts:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
Occupancy	96 %	92 %	94 %	85 %
Average daily rate (ADR)	$ 234	$ 225	$ 246	$ 213
Revenue per available room (RevPAR)	$ 224	$ 208	$ 231	$ 182

Las Vegas Strip Resorts food and beverage revenue increased 7% for the three months ended June 30, 2023 compared to the prior year quarter due primarily to a full quarter of operating results of The Cosmopolitan and an increase in catering and banquet revenue, partially offset by the disposition of The Mirage.

Las Vegas Strip Resorts entertainment, retail and other revenues decreased 9% for the three months ended June 30, 2023 compared to the prior year quarter due primarily to the disposition of The Mirage, partially offset by a full quarter of operating results of The Cosmopolitan.

Las Vegas Strip Resorts food and beverage revenue increased 25% for the six months ended June 30, 2023 compared to the prior year period due primarily to a full quarter of operating results of The Cosmopolitan and an increase in covers and catering and banquet revenue, partially offset by the disposition of The Mirage.

Las Vegas Strip Resorts entertainment, retail and other revenues decreased 1% for the six months ended June 30, 2023 compared to the prior year period due primarily to the disposition of The Mirage, partially offset by a full quarter of operating results of The Cosmopolitan and an increase in revenue from theater shows.

Regional Operations

Regional Operations casino revenue decreased 7% for the three months ended June 30, 2023 compared to the prior year quarter due primarily to the disposition of Gold Strike Tunica.

Regional Operations casino revenue decreased 3% for the six months ended June 30, 2023 compared to the prior year period due to the disposition of Gold Strike Tunica, partially offset by an increase in slot handle.

The following table shows key gaming statistics for our Regional Operations:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(Dollars in millions)			
Table games drop	$ 935	$ 1,090	$ 1,947	$ 2,111
Table games win	$ 205	$ 228	$ 419	$ 444
Table games win %	22.0 %	20.9 %	21.5 %	21.0 %
Slot handle	$ 6,771	$ 7,102	$ 13,770	$ 13,764
Slot win	$ 649	$ 675	$ 1,318	$ 1,313
Slot win %	9.6 %	9.5 %	9.6 %	9.5 %

Regional Operations rooms revenue increased 8% for the three months ended June 30, 2023 compared to the prior year quarter and increased 14% for the six months ended June 30, 2023 compared to the prior year period due to an increase in RevPAR, partially offset by the disposition of Gold Strike Tunica.

Regional Operations food and beverage revenue increased 5% for the three months ended June 30, 2023 compared to the prior year quarter and increased 13% for the six months ended June 30, 2023 compared to the prior year period.

Regional Operations entertainment, retail and other revenue increased 20% for the three months ended June 30, 2023 compared to the prior year quarter and increased 22% for the six months ended June 30, 2023 compared to the prior year period. The changes were driven by an increase in covers as non-gaming amenities had not yet returned to pre-COVID-19 volumes in the comparative prior year periods, partially offset by the disposition of Gold Strike Tunica.

MGM China

The following table shows key gaming statistics for MGM China:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(Dollars in millions)			
Main floor table games drop	$ 2,872	$ 425	$ 5,050	$ 1,522
Main floor table games win	$ 626	$ 105	$ 1,149	$ 345
Main floor table games win %	21.8 %	24.8 %	22.8 %	22.6 %

MGM China casino revenues increased 454% for the three months ended June 30, 2023 compared to the prior year quarter and increased 248% for the six months ended June 30, 2023 compared to the prior year period due to the removal of COVID-19 related travel and entry restrictions in Macau.

Corporate and other

Corporate and other revenue primarily includes revenues from LeoVegas, other corporate operations, and management services. The increase in the three and six months ended June 30, 2023 compared to the comparative prior year periods is primarily due to the acquisition of LeoVegas in September 2022.

Adjusted Property EBITDAR and Adjusted EBITDAR

The following table presents Adjusted Property EBITDAR and Adjusted EBITDAR. Adjusted Property EBITDAR is our reportable segment GAAP measure, which we utilize as the primary profit measure for our reportable segments. See Note 12 in the accompanying consolidated financial statements and "Reportable Segment GAAP measure" below for additional information. Adjusted EBITDAR is a non-GAAP measure, discussed within "Non-GAAP measures" below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Las Vegas Strip Resorts	$ 776,529	$ 825,267	$ 1,612,338	$ 1,418,901
Regional Operations	293,767	339,850	606,942	653,129
MGM China	209,389	(52,091)	378,337	(77,747)
Corporate and other	(137,578)	(193,292)	(349,247)	(404,145)
Adjusted EBITDAR	$ 1,142,107		$ 2,248,370	

Las Vegas Strip Resorts

Las Vegas Strip Resorts Adjusted Property EBITDAR decreased 6% for the three months ended June 30, 2023 compared to the prior year quarter. Las Vegas Strip Resorts Adjusted Property EBITDAR margin decreased to 36.2% for the three months ended June 30, 2023 compared to 38.6% in the prior year quarter due primarily to an increase in payroll related expenses compared to the prior year quarter.

Las Vegas Strip Resorts Adjusted Property EBITDAR increased 14% for the six months ended June 30, 2023 compared to the prior year period. Las Vegas Strip Resorts Adjusted Property EBITDAR margin was 37.3% for the six months ended June 30, 2023, flat compared to the prior year period as the increase in rooms revenues discussed above was offset primarily by an increase in payroll related expenses.

Regional Operations

Regional Operations Adjusted Property EBITDAR decreased 14% for the three months ended June 30, 2023 compared to the prior year quarter. Regional Operations Adjusted Property EBITDAR margin decreased to 31.7% for the three months ended June 30, 2023 compared to 35.4% in the prior year quarter due primarily to the decrease in casino revenues and an increase in payroll related expenses.

Regional Operations Adjusted Property EBITDAR decreased 7% for the six months ended June 30, 2023, compared to the prior year period. Regional Operations Adjusted Property EBITDAR margin decreased to 32.4% for the six months ended June 30, 2023 compared to 35.3% in the prior year period. The margin decreases were due primarily to the decrease in casino revenues and an increase in payroll related expenses.

MGM China

MGM China Adjusted Property EBITDAR was $209 million for the three months ended June 30, 2023 compared to Adjusted Property EBITDAR loss of $52 million the prior year quarter due primarily to the increase in revenues, discussed above.

MGM China Adjusted Property EBITDAR was $378 million for the six months ended June 30, 2023 compared to Adjusted Property EBITDAR loss of $78 million in the prior year period. The increase was due primarily to the increase in revenues, discussed above, and the prior year period included an $18 million charge related to litigation reserves.

Supplemental Information - Same-store Results of Operations

The following table presents the financial results of Las Vegas Strip Resorts and Regional Operations on a same-store basis for the three and six months ended June 30, 2023 and 2022. Same-Store Adjusted Property EBITDAR is a non-GAAP measure, discussed within “Non-GAAP measures” below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Las Vegas Strip Resorts net revenues	$ 2,146,650	$ 2,137,176	$ 4,322,802	$ 3,800,068
Acquisitions [1]	(300,998)	(150,761)	(609,166)	(150,761)
Dispositions [2]	—	(148,754)	—	(276,551)
Las Vegas Strip Resorts same-store net revenues	$ 1,845,652	$ 1,837,661	$ 3,713,636	$ 3,372,756
Las Vegas Strip Resorts Adjusted Property EBITDAR	$ 776,529	$ 825,267	$ 1,612,338	$ 1,418,901
Acquisitions [1]	(114,949)	(59,097)	(244,803)	(59,097)
Dispositions [2]	—	(43,378)	—	(76,270)
Las Vegas Strip Resorts Same-Store Adjusted Property EBITDAR	$ 661,580	$ 722,792	$ 1,367,535	$ 1,283,534

(1) Excludes the net revenues and Adjusted Property EBITDAR of The Cosmopolitan.
(2) Excludes the net revenues and Adjusted Property EBITDAR of The Mirage.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Regional Operations net revenues	$ 926,100	$ 959,669	$ 1,871,943	$ 1,850,498
Dispositions (1)	—	(55,691)	(26,967)	(113,764)
Regional Operations same-store net revenues	$ 926,100	$ 903,978	$ 1,844,976	$ 1,736,734
Regional Operations Adjusted Property EBITDAR	$ 293,767	$ 339,850	$ 606,942	$ 653,129
Dispositions (1)	—	(24,425)	(11,073)	(53,036)
Regional Operations Same-Store Adjusted Property EBITDAR	$ 293,767	$ 315,425	$ 595,869	$ 600,093

(1) Excludes the net revenues and Adjusted Property EBITDAR of Gold Strike Tunica.

Income (loss) from Unconsolidated Affiliates

The following table summarizes information related to our share of operating loss from unconsolidated affiliates:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
MGP BREIT Venture (through April 29, 2022)	$ —	$ 12,116	$ —	$ 51,051
BetMGM	(22,499)	(71,229)	(104,372)	(163,223)
Other	6,310	3,530	13,184	9,751
	$ (16,189)	$ (55,583)	$ (91,188)	$ (102,421)

In April 2022, we completed the VICI Transaction pursuant to which the assets and liabilities of MGP were derecognized, which included MGP OP's investment in MGP BREIT Venture.

Non-operating Results

Interest Expense

Gross interest expense was $113 million and $137 million for the three months ended June 30, 2023 and 2022, respectively, and $243 million and $333 million for the six months ended June 30, 2023 and 2022, respectively. The decrease from the prior year periods is due primarily to a decrease in debt outstanding as a result of the repayment of the $1.0 billion 7.75% senior notes in March 2022, the derecognition of MGP OP's senior notes in connection with the deconsolidation of MGP in April 2022, and the repayment of the $1.25 billion 6% senior notes in March 2023, and the decrease in the debt outstanding under MGM China's first revolving credit facility. See Note 6 to the accompanying consolidated financial statements for discussion on long-term debt and see "Liquidity and Capital Resources" for discussion on issuances and repayments of long-term debt and other sources and uses of cash.

Other, net

Other, net was income of $24 million and expense of $43 million for the three months ended June 30, 2023 and 2022, respectively. The change from the prior year quarter is primarily due to an increase in interest and dividend income of $28 million and a change in the gain/loss on the fair value of equity instruments of $29 million. Other, net was income of $70 million and expense of $9 million for the six months ended June 30, 2023 and 2022, respectively. The change from the prior year period is primarily due to an increase in interest and dividend income of $80 million.

Income Taxes

Our effective income tax rate was 13.8% and 22.1% for the three and six months ended June 30, 2023, respectively, compared to 26.1% and 25.3% for the three and six months ended June 30, 2022, respectively. The effective rate for the three and six months ended June 30, 2023 was favorably impacted by an increase in Macau income that was offset by expiring net operating losses from prior years subject to valuation allowances. The effective rate for the three and six months ended June 30, 2022 was driven primarily by tax expense recorded on the VICI Transaction and was unfavorably impacted by an increase in the valuation allowance for Macau deferred tax assets and by losses in Macau from which we could not benefit, partially offset by the favorable impact of a decrease in state deferred tax liabilities as a result of the VICI Transaction.

Reportable segment GAAP measure

"Adjusted Property EBITDAR" is our reportable segment GAAP measure, which we utilize as the primary profit measure for our reportable segments and underlying operating segments. Adjusted Property EBITDAR is a measure defined as earnings before interest and other non-operating income (expense), taxes, depreciation and amortization, preopening and start-up expenses, gain on REIT transactions, net, property transactions, net, rent expense related to triple-net operating leases and ground leases, income from unconsolidated affiliates related to investments in real estate ventures, and also excludes corporate expense and stock compensation expense, which are not allocated to each operating segment, and rent expense related to the master lease with MGP that eliminated in consolidation. "Adjusted Property EBITDAR margin" is Adjusted Property EBITDAR divided by related segment net revenues.

Non-GAAP measures

"Same-Store Adjusted Property EBITDAR" is Adjusted Property EBITDAR further adjusted to exclude the Adjusted Property EBITDAR of acquired operating segments from the date of acquisition through the end of the reporting period and to exclude the Adjusted Property EBITDAR of disposed operating segments from the beginning of the reporting period through the date of disposition. Accordingly, for Las Vegas Strip Resorts, we have excluded the Adjusted Property EBITDAR of The Cosmopolitan for periods subsequent to its acquisition on May 17, 2022 and of The Mirage for the periods prior to its disposition on December 19, 2022, as applicable. For Regional Operations, we have excluded the Adjusted Property EBITDAR of Gold Strike Tunica for the periods prior to its disposition on February 15, 2023, as applicable.

Same-Store Adjusted Property EBITDAR is a non-GAAP measure and is presented solely as a supplemental disclosure to reported GAAP measures because management believes this measure is useful in providing meaningful period-to-period comparisons of the results of our operations for operating segments that were consolidated for the full period presented to assist users of the financial statements in reviewing operating performance over time. Same-Store Adjusted Property EBITDAR should not be viewed as a measure of overall operating performance, considered in isolation, or as an alternative to our reportable segment GAAP measure or net income, or as an alternative to any other measure determined in accordance with generally accepted accounting principles, because this measure is not presented on a GAAP basis, and is provided for the limited purposes discussed herein. In addition, Same-Store Adjusted Property EBITDAR may not be defined in the same manner by all companies and, as a result, may not be comparable to similarly titled non-GAAP financial measures of other companies, and such differences may be material. A reconciliation of our reportable segment Adjusted Property EBITDAR GAAP measure to Same-Store Adjusted Property EBITDAR is included herein.

"Adjusted EBITDAR" is earnings before interest and other non-operating income (expense), taxes, depreciation and amortization, preopening and start-up expenses, property transactions, net, gain on REIT transactions, net, rent expense related to triple-net operating leases and ground leases, and income from unconsolidated affiliates related to investments in real estate ventures.

Adjusted EBITDAR information is a non-GAAP measure that is a valuation metric, should not be used as an operating metric, and is presented solely as a supplemental disclosure to reported GAAP measures because we believe this measure is widely used by analysts, lenders, financial institutions, and investors as a principal basis for the valuation of gaming companies. We believe that while items excluded from Adjusted EBITDAR may be recurring in nature and should not be disregarded in evaluation of our earnings performance, it is useful to exclude such items when analyzing current results and trends. Also, we believe excluded items may not relate specifically to current trends or be indicative of future results. For example, preopening and start-up expenses will be significantly different in periods when we are developing and constructing a major expansion project and will depend on where the current period lies within the development cycle, as well as the size and scope of the project(s). Property transactions, net includes normal recurring disposals, gains and losses on sales of assets related to specific assets within our resorts, but also includes gains or losses on sales of an entire operating resort or a group of resorts and impairment charges on entire asset groups or investments in unconsolidated affiliates, which may not be comparable period over period. In addition, management excludes rent expense related to triple-net operating leases and ground leases. Management believes excluding rent expense related to triple-net operating leases and ground leases provides useful information to analysts, lenders, financial institutions, and investors when valuing the Company, as well as comparing the Company's results to other gaming companies, without regard to differences in capital structure and leasing arrangements since the operations of other gaming companies may or may not include triple-net operating leases or ground leases. However, as discussed herein, Adjusted EBITDAR should not be viewed as a measure of overall operating performance, an indicator of our performance, considered in isolation, or construed as an alternative to operating income or net income, or as an alternative to cash flows from operating activities, as a measure of liquidity, or as an alternative to any other measure determined in accordance with generally accepted accounting principles because this measure is not presented on a GAAP basis and excludes certain expenses, including the rent expense related to triple-net operating leases and ground leases, and is provided for the limited purposes discussed herein. In addition, other companies in the gaming and hospitality industries that report Adjusted EBITDAR may calculate Adjusted EBITDAR in a different manner and such differences may be material. We have significant uses of cash flows, including capital expenditures, interest payments, taxes, real estate triple-net lease and ground lease payments, and debt principal repayments, which are not reflected in Adjusted EBITDAR. A reconciliation of GAAP net income to Adjusted EBITDAR is included herein.

The following table presents a reconciliation of net income attributable to MGM Resorts International to Adjusted EBITDAR:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(In thousands)			
Net income attributable to MGM Resorts International	$ 200,796	$ 1,783,937	$ 667,603	$ 1,765,921
Plus: Net income (loss) attributable to noncontrolling interests	42,748	(161,312)	55,824	(178,089)
Net income	243,544	1,622,625	723,427	1,587,832
Provision for income taxes	39,141	572,839	204,920	536,498
Income before income taxes	282,685	2,195,464	928,347	2,124,330
Non-operating (income) expense:				
Interest expense, net of amounts capitalized	111,945	136,559	242,245	332,650
Non-operating items from unconsolidated affiliates	441	6,120	1,625	21,253
Other, net	(23,693)	43,308	(70,000)	9,006
	88,693	185,987	173,870	362,909
Operating income	371,378	2,381,451	1,102,217	2,487,239
Preopening and start-up expenses	149	542	288	976
Property transactions, net	5,614	(19,395)	(390,462)	35,343
Depreciation and amortization	203,503	366,255	407,004	654,893
Gain on REIT transactions, net	—	(2,277,747)	—	(2,277,747)
Triple-net operating lease and ground lease rent expense	564,158	483,454	1,134,713	745,906
Income from unconsolidated affiliates related to real estate ventures	(2,695)	(14,826)	(5,390)	(56,472)
Adjusted EBITDAR	$ 1,142,107		$ 2,248,370	

Guarantor Financial Information

As of June 30, 2023, all of our principal debt arrangements are guaranteed by each of our wholly owned material domestic subsidiaries that guarantee our senior credit facility. Our principal debt arrangements are not guaranteed by MGM Grand Detroit, MGM National Harbor, Blue Tarp reDevelopment, LLC (the entity that owns the operations of MGM Springfield), MGM Sports & Interactive Gaming, LLC (the entity that owns our 50% interest in BetMGM), and each of their respective subsidiaries. Our foreign subsidiaries, including LeoVegas, MGM China, and each of their respective subsidiaries, are also not guarantors of our principal debt arrangements. In the event that any subsidiary is no longer a guarantor of our credit facility or any of our future capital markets indebtedness, that subsidiary will be released and relieved of its obligations to guarantee our existing senior notes. The indentures governing the senior notes further provide that in the event of a sale of all or substantially all of the assets of, or capital stock in a subsidiary guarantor then such subsidiary guarantor will be released and relieved of any obligations under its subsidiary guarantee.

The guarantees provided by the subsidiary guarantors rank senior in right of payment to any future subordinated debt of ours or such subsidiary guarantors, junior to any secured indebtedness to the extent of the value of the assets securing such debt and effectively subordinated to any indebtedness and other obligations of our subsidiaries that do not guarantee the senior notes. In addition, the obligations of each subsidiary guarantor under its guarantee is limited so as not to constitute a fraudulent conveyance under applicable law, which may eliminate the subsidiary guarantor's obligations or reduce such obligations to an amount that effectively makes the subsidiary guarantee lack value.

The summarized financial information of us and our guarantor subsidiaries, on a combined basis, is presented below. Assets held for sale and liabilities related to assets held for sale associated with Gold Strike Tunica are included within current assets and other current liabilities, respectively, within the summarized financial information as of December 31, 2022.

Balance Sheet	June 30, 2023	December 31, 2022
	(In thousands)	
Current assets	$ 4,561,993	$ 6,733,048
Intercompany debts due from non-guarantor subsidiaries	144,016	—
Other long-term assets	28,469,704	28,802,794
Other current liabilities	1,966,713	3,892,694
Other long-term liabilities	28,346,816	28,285,295

Income Statement	Six Months Ended June 30, 2023
	(In thousands)
Net revenues	$ 5,317,457
Operating income	898,510
Income before income taxes	897,399
Net income	691,194
Net income attributable to MGM Resorts International	691,194

Liquidity and Capital Resources

Cash Flows

Operating activities. Trends in our operating cash flows tend to follow trends in operating income, excluding non-cash charges, but can be affected by changes in working capital, the timing of significant interest payments, and tax payments or refunds. Cash provided by operating activities was $1.3 billion in the six months ended June 30, 2023 compared to $933 million in the prior year period. The change from the prior year period was due primarily to the increase in Adjusted Property EBITDAR at our Las Vegas Strip Resorts and MGM China discussed within the Results of Operations section above, a decrease in working capital primarily related to collection of receivables, and a decrease in cash paid for interest, partially offset by an increase in triple-net lease rent payments and the change in cash paid (refunded) for taxes, net.

Investing activities. Our investing cash flows can fluctuate significantly from year to year depending on our decisions with respect to strategic capital investments in new or existing resorts, business acquisitions or dispositions, and the timing of maintenance capital expenditures to maintain the quality of our resorts. Capital expenditures related to regular investments in our existing resorts can also vary depending on timing of larger remodel projects related to our public spaces and hotel rooms.

Cash used in investing activities was $59 million in the six months ended June 30, 2023 compared to cash provided by investing activities of $2.2 billion in the prior year period. In the six months ended June 30, 2023, we received $447 million in net cash related to the sale of the operations of Gold Strike Tunica, received $153 million in cash related to the principal portion of the Circus Circus Las Vegas note receivable that was repaid, made payments of $393 million in capital expenditures, as further discussed below, contributed $50 million to BetMGM, and made $216 million in net investments in debt securities. In comparison, in the prior year period we received $4.4 billion in net cash proceeds related to the VICI

Transaction, which were partially offset by net cash paid of $1.6 billion to acquire The Cosmopolitan, payments of $237 million in capital expenditures, as further discussed below, and contributed $150 million to BetMGM.

Capital Expenditures

We made capital expenditures of $393 million in the six months ended June 30, 2023, of which $20 million related to MGM China and is inclusive of capital expenditures relating to the gaming concession investment. Capital expenditures at our Las Vegas Strip Resorts, Regional Operations, and corporate and other entities of $373 million primarily related to expenditures in information technology, room remodels, and convention center remodels.

We made capital expenditures of $237 million in the six months ended June 30, 2022, of which $16 million related to MGM China. Capital expenditures at our Las Vegas Strip Resorts, Regional Operations and corporate entities of $221 million primarily related to expenditures in information technology and room remodels.

Financing activities. Cash used in financing activities was $3.3 billion in the six months ended June 30, 2023 compared to $2.5 billion in the prior year period. In the six months ended June 30, 2023, we had net repayments of debt of $2.0 billion, as further discussed below, distributed $162 million to noncontrolling interest owners, and repurchased $1.1 billion of our common stock. In comparison, in the prior year period, we had net repayments of debt of $162 million, as further discussed below, distributed $206 million to noncontrolling interest owners, and repurchased $2.1 billion of our common stock.

Borrowings and Repayments of Long-term Debt

During the six months ended June 30, 2023, we had net repayments of debt of $2.0 billion, which consisted of the repayment of $1.25 billion of aggregate principal amount of our 6% senior notes due 2023 upon maturity and aggregate net repayments of $758 million on MGM China's revolving credit facilities.

During the six months ended June 30, 2022, we had net repayments of debt of $162 million, which consisted of the repayment of $1.0 billion of aggregate principal amount of our 7.75% senior notes due 2022, net draws of $40 million on MGP OP's revolving credit facility, and net borrowings of $798 million on MGM China's first revolving credit facility to fund an increase in share capital of MGM Grand Paradise pursuant to the capital requirements under the new Macau gaming law and for general corporate purposes.

Dividends, Distributions to Noncontrolling Interest Owners, and Share Repurchases

During the six months ended June 30, 2023, we paid $1.1 billion relating to repurchases of our common stock pursuant to our stock repurchase plans. See Note 11 for further information on the stock repurchases. In connection with those repurchases, the March 2022 $2.0 billion stock repurchase plan was completed. In February 2023, we announced that the Board of Directors authorized a $2.0 billion stock repurchase plan. The remaining availability under the February 2023 $2.0 billion stock repurchase plan was $1.4 billion as of June 30, 2023.

During the six months ended June 30, 2022, we repurchased and retired $2.1 billion of our common stock pursuant to our stock repurchase plans.

During the six months ended June 30, 2022, we paid dividends of $0.0025 per share in March and June 2022, totaling $2 million and MGP OP paid $283 million of distributions to its partnership unit holders, of which we received $117 million and MGP received $166 million, which MGP concurrently paid as a dividend to its Class A shareholders.

Other Factors Affecting Liquidity and Anticipated Uses of Cash

We require a certain amount of cash on hand to operate our businesses. In addition to required cash on hand for operations, we utilize corporate cash management procedures to minimize the amount of cash held on hand or in banks. Funds are swept from the accounts at most of our domestic resorts daily into central bank accounts, and excess funds are invested overnight or are used to repay amounts drawn under our revolving credit facility. In addition, from time to time we may use excess funds to repurchase our outstanding debt and equity securities subject to limitations in our revolving credit facility and Delaware law, as applicable. We have significant outstanding debt, interest payments, rent payments, and contractual obligations in addition to planned capital expenditures and commitments.

On February 8, 2023, we announced that the Board of Directors has determined to suspend the ongoing dividends in light of our current preferred method of returning value to shareholders through our share repurchase plan. To the extent we determine to reinstate the dividend in the future, determinations regarding the declaration and payment of dividends, if any, will be at the discretion of our board of directors and will depend on then-existing conditions, including our results of operations, financial condition, and other factors that our Board of Directors may deem relevant.

As of June 30, 2023, we had cash and cash equivalents of $3.8 billion, of which MGM China held $448 million, and we had $6.7 billion in principal amount of indebtedness, including $708 million outstanding under MGM China's first revolving credit facility. No amounts were drawn on our revolving credit facility or MGM China's second revolving credit facility. In June 2023, MGM China amended each of its first revolving credit facility and its second revolving credit facility, which extended the maturity date of each facility to May 2026, increased the amount to which MGM China may upsize its second revolving credit facility, removed the requirement for the MGM China first revolving credit facility to be fully drawn prior to utilizing the MGM China second revolving credit facility, and extended the financial covenant waivers through December 31, 2024.

As of June 30, 2023, our expected cash interest payments over the next twelve months are approximately $180 million to $190 million, excluding MGM China, and approximately $395 million to $405 million on a consolidated basis, which includes MGM China.

We are required, as of June 30, 2023, to make annual cash rent payments of $1.7 billion over the next twelve months under triple-net lease agreements, which triple-net leases are also subject to annual escalators and also require us to pay substantially all costs associated with the lease, including real estate taxes, ground lease payments, insurance, utilities and routine maintenance, in addition to the annual cash rent. See Note 8 for discussion of our leases and lease obligations.

We have planned capital expenditures expected over the remainder of 2023 of approximately $450 million to $460 million domestically, which is inclusive of the capital expenditures required under the triple-net lease agreements, each of which requires us to spend a specified percentage of net revenues at the respective domestic properties, and an estimate of approximately $50 million to $80 million at MGM China, which is inclusive of the estimated amount of the gaming concession investment for 2023 that relates to capital projects.

We continue to explore potential development or investment opportunities, such as expanding our global online gaming presence and pursuing a commercial gaming facility in New York, which may require cash commitments in the future. Additionally, we expect to have cash commitments of $80 million to $100 million over the remainder of 2023 relating to our Japan venture's planned integrated resort in Osaka for which the amount and timing is subject to change and will be dependent upon funding of the venture from noncontrolling interests and the timing and amount of financing received by the venture.

We also expect to continue to repurchase shares pursuant to our share repurchase plans. Subsequent to the quarter ended June 30, 2023, we repurchased approximately 2 million shares of our common stock for an aggregate amount of $88 million, excluding excise tax. Repurchased shares were retired.

Critical Accounting Policies and Estimates

A complete discussion of our critical accounting policies and estimates is included in our Form 10-K for the fiscal year ended December 31, 2022. There have been no significant changes in our critical accounting policies and estimates since year end.

Market Risk

Our primary market exposures are to fluctuations in interest rates, foreign currency exchange rates, and equity market trading prices.

Interest rate risk. We are subject to interest rate risk associated with our variable rate long-term debt. We attempt to limit our exposure to interest rate risk by managing the mix of our long-term fixed rate borrowings and short-term borrowings under our bank credit facilities. A change in interest rates generally does not have an impact upon our future earnings and cash flow for fixed-rate debt instruments. As fixed-rate debt matures, however, and if additional debt is acquired to fund the debt repayment, future earnings and cash flow may be affected by changes in interest rates. This effect would be realized in the periods subsequent to the periods when the debt matures.

As of June 30, 2023, variable rate borrowings represented approximately 11% of our total borrowings. The following table provides additional information about our gross long-term debt subject to changes in interest rates:

	Debt maturing in							Fair Value
	2023	2024	2025	2026	2027	Thereafter	Total	June 30, 2023
				(In millions)				
Fixed-rate	$ —	$ 750	$ 1,925	$ 1,150	$ 1,425	$ 751	$ 6,001	$ 5,726
Average interest rate	N/A	5.4 %	6.0 %	5.4 %	5.1 %	4.8 %	5.4 %	
Variable rate	$ 35	$ —	$ —	$ 708	$ —	$ —	$ 743	$ 743
Average interest rate	9.2 %	N/A	N/A	7.8 %	N/A	N/A	7.9 %	

Foreign currency risk. Our worldwide operations are conducted in multiple foreign currencies, which primarily are the Hong Kong dollar and Macau pataca, but we report our financial results in U.S. dollars. We manage the foreign currency risk through normal operating activities and, when deemed appropriate, through the use of derivative instruments. We do not enter into derivative instruments for trading or speculative purposes.

MGM China holds U.S. dollar denominated debt, which may cause foreign currency transaction losses. The Macau pataca is pegged to the Hong Kong dollar and the Hong Kong dollar is pegged to the U.S. dollar, however, the current peg rates may not remain at the same level and possible changes to the peg rates may result in severe fluctuations in the exchange rate thereof. While recent fluctuations in exchange rates have not been significant, potential changes in policy by governments or fluctuations in the economies of the United States, China, Macau or Hong Kong could cause variability in these exchange rates. As of June 30, 2023, a 1% adverse change in the exchange rate would result in a foreign currency transaction loss of $28 million.

We hold forward foreign exchange contracts to hedge certain portions of forecasted cash flows denominated in foreign currencies. As of June 30, 2023, the notional amount of the forward contracts was $316 million with a fair value of ($14 million) and a 10% adverse change in the exchange rate would result in a foreign currency transaction loss of approximately $32 million.

Equity price risk. We have investments in equity securities of publicly traded companies that are subject to equity price volatility. As of June 30, 2023, a 10% adverse change in the quoted market prices would result in an impact to earnings of $47 million.

Cautionary Statement Concerning Forward-Looking Statements

This Form 10-Q contains “forward-looking statements” within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “anticipates,” “intends,” “plans,” “seeks,” “believes,” “estimates,” “expects,” “will,” “may” and similar references to future periods. Examples of forward-looking statements include, but are not limited to: statements we make regarding the impact of COVID-19 on our business, expectations regarding the impact of macroeconomic trends on our business, our ability to execute on ongoing and future strategic initiatives, including the development of an integrated resort in Japan, a commercial gaming facility in New York and investments we make in online sports betting and iGaming, the expansion of LeoVegas and the MGM digital brand, positioning BetMGM as a leader in sports betting and iGaming, the closing of the Push Gaming Holding Limited acquisition, amounts we will spend on capital expenditures and investments, our expectations with respect to future share repurchases and cash dividends on our common stock, dividends and distributions we will receive from MGM China, amounts projected to be realized as deferred tax assets, and our ability to achieve our public social impact and sustainability goals. The foregoing is not a complete list of all forward-looking statements we make.

Forward-looking statements are based on our current expectations and assumptions regarding our business, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Our actual results may differ materially from those contemplated by the forward-looking statements. They are neither statements of historical fact nor guarantees or assurances of future performance. Therefore, we caution you against relying on any of these forward-looking statements. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, regional, national or global political, economic, business, competitive, market, and regulatory conditions and the following:

- our substantial indebtedness and significant financial commitments, including the fixed component of our rent payments under our triple-net leases and guarantees we provide of the indebtedness of the landlords of Bellagio, Mandalay Bay, and MGM Grand Las Vegas could adversely affect our development options and financial results and impact our ability to satisfy our obligations;
- current and future economic, capital and credit market conditions could adversely affect our ability to service our substantial indebtedness and significant financial commitments, including the fixed components of our rent payments, and to make planned expenditures;
- restrictions and limitations in the agreements governing our senior credit facility and other senior indebtedness could significantly affect our ability to operate our business, as well as significantly affect our liquidity;
- the fact that we are required to pay a significant portion of our cash flows as rent, which could adversely affect our ability to fund our operations and growth, service our indebtedness and limit our ability to react to competitive and economic changes;
- significant competition we face with respect to destination travel locations generally and with respect to our peers in the industries in which we compete;
- the impact on our business of economic and market conditions in the jurisdictions in which we operate and in the locations in which our customers reside;
- the fact that we suspended our payment of ongoing regular dividends to our stockholders, and may not elect to resume paying dividends in the foreseeable future or at all;
- all of our domestic gaming facilities are leased and could experience risks associated with leased property, including risks relating to lease termination, lease extensions, charges and our relationship with the lessor, which could have a material adverse effect on our business, financial position or results of operations;
- financial, operational, regulatory or other potential challenges that may arise with respect to landlords under our master leases may adversely impair our operations;
- the concentration of a significant number of our major gaming resorts on the Las Vegas Strip;
- the fact that we extend credit to a large portion of our customers and we may not be able to collect such gaming receivables;
- the potential occurrence of impairments to goodwill, indefinite-lived intangible assets or long-lived assets which could negatively affect future profits;
- the susceptibility of leisure and business travel, especially travel by air, to global geopolitical events, such as terrorist attacks, other acts of violence, acts of war or hostility or outbreaks of infectious disease (including the COVID-19 pandemic);
- the fact that co-investing in properties or businesses, including our investment in BetMGM, decreases our ability to manage risk;
- the fact that future construction, development, or expansion projects will be subject to significant development and construction risks;
- the fact that our insurance coverage may not be adequate to cover all possible losses that our properties could suffer, our insurance costs may increase and we may not be able to obtain similar insurance coverage in the future;
- the fact that a failure to protect our trademarks could have a negative impact on the value of our brand names and adversely affect our business;
- the fact that a significant portion of our labor force is covered by collective bargaining agreements;
- the sensitivity of our business to energy prices and a rise in energy prices could harm our operating results;
- the potential failure of future efforts to expand through investments in other businesses and properties or through alliances or acquisitions, or to divest some of our properties and other assets;

- the potential that failure to maintain the integrity of our computer systems and internal customer information could result in damage to our reputation and/or subject us to fines, payment of damages, lawsuits or other restrictions on our use or transfer of data;
- the potential reputational harm as a result of increased scrutiny related to our corporate social responsibility efforts;
- the possibility that we may not achieve our ESG related goals or that our ESG initiatives may not result in their intended or anticipated benefits;
- extreme weather conditions or climate change may cause property damage or interrupt business;
- water scarcity could negatively impact our operations;
- the fact that our businesses are subject to extensive regulation and the cost of compliance or failure to comply with such regulations could adversely affect our business;
- the risks associated with doing business outside of the United States and the impact of any potential violations of the Foreign Corrupt Practices Act or other similar anti-corruption laws;
- increases in gaming taxes and fees in the jurisdictions in which we operate;
- our ability to recognize our foreign tax credit deferred tax asset and the variability of the valuation allowance we may apply against such deferred tax asset;
- changes to fiscal and tax policies;
- risks related to pending claims that have been, or future claims that may be brought against us;
- disruptions in the availability of our computer systems, through cyber-attacks or otherwise, which could impact our ability to service our customers and adversely affect our sales and the results of operations;
- restrictions on our ability to have any interest or involvement in gaming businesses in mainland China, Macau, Hong Kong and Taiwan, other than through MGM China;
- the ability of the Macau government to (i) terminate MGM Grand Paradise's concession under certain circumstances without compensating MGM Grand Paradise, (ii) from the eighth year of MGM Grand Paradise's concession, redeem the concession by providing MGM Grand Paradise at least one year's prior notice and subject to the payment of reasonable and fair damages or indemnity to MGM Grand Paradise, or (iii) refuse to grant MGM Grand Paradise an extension of the concession in 2032; and
- the potential for conflicts of interest to arise because certain of our directors and officers are also directors of MGM China.

Any forward-looking statement made by us in this Form 10-Q speaks only as of the date on which it is made. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law. If we update one or more forward-looking statements, no inference should be made that we will make additional updates with respect to those or other forward-looking statements.

You should also be aware that while we from time to time communicate with securities analysts, we do not disclose to them any material non-public information, internal forecasts or other confidential business information. Therefore, you should not assume that we agree with any statement or report issued by any analyst, irrespective of the content of the statement or report. To the extent that reports issued by securities analysts contain projections, forecasts or opinions, those reports are not our responsibility and are not endorsed by us.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We incorporate by reference the information appearing under "Market Risk" in Part I, Item 2 of this Form 10-Q.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer) have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("the Exchange Act")) were effective as of June 30, 2023 to provide reasonable assurance that information required to be disclosed in the Company's reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC rules and regulations and to provide that such information is accumulated and communicated to management to allow timely decisions regarding required disclosures. This conclusion is based on an evaluation as required by Rules 13a-15(b) and 15d-15(b) under the Exchange Act conducted under the supervision and participation of the principal executive officer and principal financial officer along with company management.

Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2023, there were no changes in our internal control over financial reporting that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

See discussion of legal proceedings in Note 9 – *Commitments and Contingencies* in the accompanying consolidated financial statements.

Item 1A. Risk Factors

A description of certain factors that may affect our future results and risk factors is set forth in our Annual Report on Form 10-K for the year ended December 31, 2022. There have been no material changes to those factors previously disclosed in our 2022 Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information about share repurchases of our common stock during the quarter ended June 30, 2023:

Period	Total Number of Shares Purchased	Average Price Paid per Share (1)	Total Number of Shares Purchased as Part of a Publicly Announced Program	Dollar Value of Shares that May Yet be Purchased Under the Program *(In thousands)*
April 1, 2023 — April 30, 2023	3,739,582	$ 43.90	3,739,582	$ 1,828,361
May 1, 2023 — May 31, 2023	4,930,869	$ 42.31	4,930,869	$ 1,619,755
June 1, 2023 — June 30, 2023	5,912,460	$ 41.80	5,912,460	$ 1,372,592

(1) Average price paid per share is calculated on a settlement basis and is inclusive of commissions and exclusive of excise tax

In February 2023, we announced that the Board of Directors had authorized a $2.0 billion stock repurchase plan. Under the stock repurchase plans, we may repurchase shares from time to time in the open market or in privately negotiated agreements. Repurchases of common stock may also be made under a Rule 10b5-1 plan, which would permit common stock to be purchased when we might otherwise be precluded from doing so under insider trading laws. The timing, volume and nature of stock repurchases will be at the sole discretion of management, dependent on market conditions, applicable securities laws, and other factors, and may be suspended or discontinued at any time. All shares we repurchased during the quarter ended June 30, 2023 were purchased pursuant to our publicly announced stock repurchase plan and have been retired.

Item 5. Other Information

During the three months ended June 30, 2023, none of our directors or officers (as defined in Rule 16a-1(f) of the Exchange Act) adopted, terminated or modified a Rule 10b5-1 trading arrangement or non-Rule 10b5-1 trading arrangement (as such terms are defined in Item 408 of Regulation S-K of the Securities Act of 1933, as amended (the “Securities Act”).

Item 6. Exhibits

10.1	Amendment Letter to the 2019 Revolving Credit Facility, dated June 30, 2023, by and among MGM China Holdings Limited and certain Arrangers and Lenders Party thereto.
10.2	Amendment Letter to the 2020 Revolving Credit Facility, dated June 30, 2023, by and among MGM China Holdings Limited and certain Arrangers and Lenders Party thereto.
22	Subsidiary Guarantors.
31.1	Certification of Chief Executive Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
31.2	Certification of Chief Financial Officer of Periodic Report Pursuant to Rule 13a-14(a) and Rule 15d-14(a).
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350.
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	The cover page from this Quarterly Report on Form 10-Q for the quarter ended June 30, 2023, has been formatted in Inline XBRL.

Certain long-term debt instruments of our consolidated subsidiaries, under which the total amount of securities authorized does not exceed 10 percent of our consolidated assets, are not filed as exhibits to this Quarterly Report on Form 10-Q. We will furnish a copy of these agreements to the SEC upon request.

In accordance with Rule 402 of Regulation S-T, the XBRL information included in Exhibit 101 and Exhibit 104 to this Form 10-Q shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

SIGNATURES

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

		MGM Resorts International
Date: August 2, 2023	By:	/s/ WILLIAM J. HORNBUCKLE
		William J. Hornbuckle
		Chief Executive Officer and President (Principal Executive Officer)
Date: August 2, 2023		/s/ JONATHAN S. HALKYARD
		Jonathan S. Halkyard
		Chief Financial Officer and Treasurer (Principal Financial Officer)

AMENDMENT LETTER

From: **MGM CHINA HOLDINGS LIMITED** as **Company**

To: **BANK OF AMERICA, N.A.**, as **Facility Agent**

Attention: Wynnie Lam

26 June 2023

Dear Sir or Madam

MGM CHINA HOLDINGS LIMITED (the "Company") – HK$9,750,000,000 revolving credit facility agreement dated 12 August 2019 between, among others, the Company and Bank of America, N.A., as facility agent (the "Facility Agent") (the "Original Facility Agreement", and as amended, supplemented and/or restated from time to time, the "Facility Agreement")

1 INTRODUCTION

(a) We refer to:

(i) the Facility Agreement; and

(ii) the amendment request letter dated 24 May 2023 issued by the Company to the Facility Agent (the **Amendment Request Letter**).

(b) Terms defined in the Facility Agreement and the Amendment Request Letter have, unless otherwise defined in this letter, the same meaning when used in this letter.

2 SPECIFIC AMENDMENTS

(a) The Borrower requests that the proposed amendments to the Original Facility Agreement more particularly described in Schedule 1 (*Amendments*) to this letter (the **Specific Amendments**) shall be effected by exchange of this letter with the Facility Agent (for itself and on behalf of the other Finance Parties).

(b) Accordingly, the Specific Amendments will take effect on and from the date (the **Amendment Effective Date**) on which the Facility Agent countersigns this letter (for itself and on behalf of the other Finance Parties) without the parties' entry into any further formal documentation.

3 EFFECT OF THE SPECIFIC AMENDMENTS

(a) The Facility Agreement and all other Finance Documents shall remain in full force and effect save for the Specific Amendments effected pursuant to this letter.

(b) With effect from the Amendment Effective Date:

(i) the Original Facility Agreement shall be read and construed as one document with this letter; and

(ii) all references to the **Finance Documents** in each Finance Document shall be read and construed as including this letter such that all references to the **Facility Agreement** therein shall be read and construed as references to the Original Facility Agreement as amended and supplemented from time to time, including as amended and supplemented by this letter.

4 REPRESENTATIONS

The Company makes the Repeating Representations on the date of this letter and on the Amendment Effective Date by reference to the facts and circumstances then existing and as if all references therein to the Original Facility Agreement and to the Finance Documents included this letter and, on the Amendment Effective Date, the Original Facility Agreement as amended by this letter.

5 MISCELLANEOUS

(a) Each of this letter and the Facility Agreement (as amended by this letter with effect from the Amendment Effective Date) is a Finance Document.

(b) This letter and any non-contractual obligations arising out of or in connection with it are governed by English law. Clause 37 (*Enforcement*) of the Facility Agreement shall apply in respect of any dispute arising out of or in connection with this letter or any non-contractual obligation arising out of or in connection with this letter as if clause 37 (*Enforcement*) of the Facility Agreement were set out in full in this letter except that references to "Finance Document" or "Finance Documents" are to be construed as references to this letter.

(c) This letter may be executed in any number of counterparts which when taken together shall be deemed to constitute one and the same letter.

Yours faithfully,

By: ____________________ ____________________

For
MGM CHINA HOLDINGS LIMITED

On counterpart

We confirm that we have received the Lenders' consent to effect the Specific Amendments in accordance with the terms of this letter and the Specific Amendments will accordingly become effective on and from the Amendment Effective Date.

By: ____________________
For

BANK OF AMERICA, N.A., as **Facility Agent** (for itself and the other Finance Parties)

Amendment Effective Date: 30 June 2023

SCHEDULE 1

AMENDMENTS

With effect from the Amendment Effective Date, the terms of the Original Facility Agreement shall be amended as follows:

1. the definitions of **Concession Contract**, **Final Maturity Date**, **Gaming License** and **Performance Bond** in clause 1.1 (*Definitions*) of the Original Facility Agreement shall be deleted in their entirety and replaced with the following:

   "**Concession Contract** means:

   (a) the Macau Land Concession Contract;

   (b) any Gaming License; and

   (c) the Cotai Land Concession Contract.

   Final Maturity Date means 15 May 2026

   Gaming License means the license, concession or other authorisation from any Governmental Agency which authorises, permits, concedes or allows the Company or any of its Subsidiaries, at the relevant time, to own or manage casino or gaming areas or operate casino games of fortune or chance.

   Performance Bond means any guarantee required under a Gaming License or similar requirements of any Governmental Agency in relation to the conduct of the business of any member of the Group, including in connection with any tender or bid for a Gaming License."

2. the definition of **Sub-concession Contract** in clause 1.1 (*Definitions*) of the Original Facility Agreement shall be deleted in its entirety.

3. paragraph (c) of clause 9.1 (*Selection – Loans*) of the Original Facility Agreement shall be deleted in its entirety and replaced with the following:

   "(c) Each Term for a Loan will be one week, one month, two months, three months, six months, any other period shorter than six months agreed by the Company and the Facility Agent or any other period agreed by the Company and all the Lenders which have (or will have) a share in that Loan."

4. the following new paragraph (e) shall be added to the definition of **Total Debt** in clause 17.1 (*Financial covenant definitions*) of the Original Facility Agreement:

   "**Total Debt** means, at any time, the aggregate principal amount of all Financial Indebtedness of the Group other than:

   …

   (e) any Financial Indebtedness that is subordinated and subject in right of payment to the prior payment in full of all amounts owing under the Finance Documents (including the US$750,000,000 subordinated unsecured revolving credit facility made available by MGM Resorts International to the Company pursuant to a facility agreement dated 10 November 2022 and entered into between the Company as borrower and MGM Resorts

International as lender as described in the announcement of the Company dated 11 November 2022).”

5. clause 17.3 (*Leverage Ratio*) of the Original Facility Agreement shall be deleted in its entirety and replaced with the following:

“17.3 Leverage Ratio

The Company must ensure that, on each Accounting Date set out in the column entitled ‘Accounting Date’ in the table below, the Leverage Ratio does not exceed the ratio set out opposite the relevant Accounting Date in the column entitled ‘Leverage Ratio’ (if any) in the table below:

Accounting Date	Leverage Ratio
Each Accounting Date commencing from and including 31 March 2023 up to and including 31 December 2024	Not applicable
31 March 2025	5.50:1.00
30 June 2025	5.25:1.00
30 September 2025	5.00:1.00
31 December 2025	4.75:1.00
31 March 2026	4.50:1.00”

6. clause 17.4 (*Interest Coverage Ratio*) of the Original Facility Agreement shall be deleted in its entirety and replaced with the following:

“17.4 Interest Coverage Ratio

The Company must ensure that on each Accounting Date set out in the column entitled ‘Accounting Date’ in the table below, the Interest Coverage Ratio is not less than the ratio set out opposite the relevant Accounting Date in the column entitled ‘Interest Coverage Ratio’ in the table below:

Accounting Date	Interest Coverage Ratio
Each Accounting Date commencing from and including 31 March 2023 up to and including 31 December 2024	Not applicable
Each Accounting Date occurring on and after 31 March 2025	2.50:1.00”

Exhibit 10.2

AMENDMENT LETTER

From: **MGM CHINA HOLDINGS LIMITED** as **Company**

To: **INDUSTRIAL AND COMMERCIAL BANK OF CHINA (MACAU) LIMITED**, with offices at 18/F, ICBC Tower, Macau Landmark, 555 Avenida da Amizade, Macau as **Facility Agent**

Attention: Ms Linda Chan

26 June 2023

Dear Sir or Madam

MGM CHINA HOLDINGS LIMITED (the "Company") – HK$3,120,000,000 revolving credit facility agreement dated 26 May 2020 between, among others, the Company and Industrial and Commercial Bank of China (Macau) Limited, as facility agent (the "Facility Agent") (the "Original Facility Agreement", and as amended, supplemented and/or restated from time to time, the "Facility Agreement")

1 INTRODUCTION

(a) We refer to:

(i) the Facility Agreement; and

(ii) the amendment request letter dated 24 May 2023 issued by the Company to the Facility Agent (the **Amendment Request Letter**).

(b) Terms defined in the Facility Agreement and the Amendment Request Letter have, unless otherwise defined in this letter, the same meaning when used in this letter.

2 SPECIFIC AMENDMENTS

(a) The Borrower requests that the proposed amendments to the Original Facility Agreement more particularly described in Schedule 1 (*Amendments*) to this letter (the **Specific Amendments**) shall be effected by exchange of this letter with the Facility Agent (for itself and on behalf of the other Finance Parties).

(b) Accordingly, the Specific Amendments will take effect on and from the date (the **Amendment Effective Date**) on which the Facility Agent (for itself and on behalf of other Finance Parties) countersigns this letter without the parties' entry into any further formal documentation.

3 EFFECT OF THE SPECIFIC AMENDMENTS

(a) The Facility Agreement and all other Finance Documents shall remain in full force and effect save for the Specific Amendments effected pursuant to this letter.

(b) With effect from the Amendment Effective Date:

(i) the Original Facility Agreement shall be read and construed as one document with this letter; and

(ii) all references to the **Finance Documents** in each Finance Document shall be read and construed as including this letter such that all references to the **Facility Agreement** therein shall be read and construed as references to the Original Facility Agreement as amended and supplemented from time to time, including as amended and supplemented by this letter.

4 REPRESENTATIONS

The Company makes the Repeating Representations on the date of this letter and on the Amendment Effective Date by reference to the facts and circumstances then existing and as if all references therein to the Original Facility Agreement and to the Finance Documents included this letter and, on the Amendment Effective Date, the Original Facility Agreement as amended by this letter.

5 MISCELLANEOUS

(a) Each of this letter and the Facility Agreement (as amended by this letter) is a Finance Document.

(b) This letter and any non-contractual obligations arising out of or in connection with it are governed by English law. Clause 37 (*Enforcement*) of the Facility Agreement shall apply in respect of any dispute arising out of or in connection with this letter or any non-contractual obligation arising out of or in connection with this letter as if clause 37 (*Enforcement*) of the Facility Agreement were set out in full in this letter except that references to "Finance Document" or "Finance Documents" are to be construed as references to this letter.

(c) This letter may be executed in any number of counterparts which when taken together shall be deemed to constitute one and the same letter.

Yours faithfully,

Name:	Name:
Authorised Signatory	Authorised Signatory

For

MGM CHINA HOLDINGS LIMITED

On counterpart

We confirm that we have received the Lenders' consent to effect the Specific Amendments in accordance with the terms of this letter and the Specific Amendments will accordingly become effective on and from the Amendment Effective Date.

For

INDUSTRIAL AND COMMERCIAL BANK OF CHINA (MACAU) LIMITED, as **Facility Agent** (for itself and the other Finance Parties)

Amendment Effective Date: 30 JUN 2023

SCHEDULE 1

AMENDMENTS

With effect from the Amendment Effective Date, the terms of the Original Facility Agreement shall be amended as follows:

1. the definitions of **Concession Contract**, **Final Maturity Date**, **Gaming License** and **Performance Bond** in clause 1.1 (*Definitions*) of the Original Facility Agreement shall be deleted in their entirety and replaced with the following:

   "**Concession Contract** means:

   (a) the Macau Land Concession Contract;

   (b) any Gaming License; and

   (c) the Cotai Land Concession Contract.

   Final Maturity Date means 15 May 2026

   Gaming License means the license, concession or other authorisation from any Governmental Agency which authorises, permits, concedes or allows the Company or any of its Subsidiaries, at the relevant time, to own or manage casino or gaming areas or operate casino games of fortune or chance.

   Performance Bond means any guarantee required under a Gaming License or similar requirements of any Governmental Agency in relation to the conduct of the business of any member of the Group, including in connection with any tender or bid for a Gaming License."

2. the definition of **Sub-concession Contract** in clause 1.1 (*Definitions*) of the Original Facility Agreement shall be deleted in its entirety.

3. reference to "HK$1,560,000,000" in paragraphs (a) and (c) of clause 2.2 (*Increase*) of the Original Facility Agreement shall be replaced with "HK$3,510,000,000" such that with effect from the Amendment Effective Date, the Total Commitments can, subject to the operation of clause 2.2 (*Increase*) of the Facility Agreement, be increased from HK$3,120,000,00 to up to HK$5,850,000,000.

4. paragraph (c) of clause 9.1 (*Selection – Loans*) of the Original Facility Agreement shall be deleted in its entirety and replaced with the following:

   "(c) Each Term for a Loan will be one week, one month, two months, three months, six months, any other period shorter than six months agreed by the Company and the Facility Agent or any other period agreed by the Company and all the Lenders which have (or will have) a share in that Loan."

5. the following new paragraph (e) shall be added to the definition of **Total Debt** in clause 17.1 (*Financial covenant definitions*) of the Original Facility Agreement:

   "**Total Debt** means, at any time, the aggregate principal amount of all Financial Indebtedness of the Group other than:

   …

(e) any Financial Indebtedness that is subordinated and subject in right of payment to the prior payment in full of all amounts owing under the Finance Documents (including the US$750,000,000 subordinated unsecured revolving credit facility made available by MGM Resorts International to the Company pursuant to a facility agreement dated 10 November 2022 and entered into between the Company as borrower and MGM Resorts International as lender as described in the announcement of the Company dated 11 November 2022)."

6. clause 17.3 (*Leverage Ratio*) of the Original Facility Agreement shall be deleted in its entirety and replaced with the following:

"17.3 Leverage Ratio

The Company must ensure that, on each Accounting Date set out in the column entitled 'Accounting Date' in the table below, the Leverage Ratio does not exceed the ratio set out opposite the relevant Accounting Date in the column entitled 'Leverage Ratio' (if any) in the table below:

Accounting Date	**Leverage Ratio**
Each Accounting Date commencing from and including 31 March 2023 up to and including 31 December 2024	Not applicable
31 March 2025	5.50:1.00
30 June 2025	5.25:1.00
30 September 2025	5.00:1.00
31 December 2025	4.75:1.00
31 March 2026	4.50:1.00"

7. clause 17.4 (*Interest Coverage Ratio*) of the Original Facility Agreement shall be deleted in its entirety and replaced with the following:

"17.4 Interest Coverage Ratio

The Company must ensure that on each Accounting Date set out in the column entitled 'Accounting Date' in the table below, the Interest Coverage Ratio is not less than the ratio set out opposite the relevant Accounting Date in the column entitled 'Interest Coverage Ratio' in the table below:

Accounting Date	**Interest Coverage Ratio**
Each Accounting Date commencing from and including 31 March 2023 up to and including 31 December 2024	Not applicable
Each Accounting Date occurring on and after 31 March 2025	2.50:1.00"

8. paragraph 4(b) (*Other documents and evidence*) of schedule 2 (*Conditions precedent documents*) to the Original Facility Agreement shall be deleted in its entirety.

Exhibit 22

List of Guarantor Subsidiaries of MGM Resorts International

The subsidiaries of MGM Resorts International (the "Company") listed below have fully and unconditionally guaranteed the Company's (i) 5.750% senior notes due 2025, (ii) 6.75% senior notes due 2025, (iii) 4.625% senior notes due 2026, (iv) 5.500% senior notes due 2027, and (v) 4.75% senior notes due 2028 (collectively, the "MGM Notes"). In addition, Mandalay Resort Group, LLC, a wholly owned subsidiary of the Company, is the issuer of 7.0% Debentures due 2036 (the "Mandalay Notes"), and the Company and the other subsidiaries listed below are guarantors of the Mandalay Notes.

Name of Subsidiary	Issuer/Guarantor Status
550 Leasing Company II, LLC	(1)
AC Holding Corp.	(1)
AC Holding Corp. II	(1)
Arena Land Holdings, LLC	(1)
Aria Resort & Casino Holdings, LLC, dba Aria Resort & Casino	(1)
Aria Resort & Casino, LLC	(1)
Beau Rivage Resorts, LLC, dba Beau Rivage Resort & Casino	(1)
Bellagio, LLC, dba Bellagio Resort & Casino	(1)
Cedar Downs OTB, LLC	(1)
Circus Circus Casinos, Inc.	(1)
Circus Circus Holdings, Inc.	(1)
CityCenter Boutique Hotel Holdings, LLC	(1)
CityCenter Boutique Residential Development, LLC	(1)
CityCenter Facilities Management, LLC	(1)
CityCenter Harmon Development, LLC	(1)
CityCenter Harmon Hotel Holdings, LLC	(1)
CityCenter Holdings, LLC	(1)
CityCenter Land, LLC	(1)
CityCenter Realty Corporation	(1)
CityCenter Retail Holdings, LLC	(1)
CityCenter Retail Holdings Management, LLC	(1)
CityCenter Vdara Development, LLC	(1)
CityCenter Veer Towers Development, LLC	(1)
Destron, Inc.	(1)
Grand Garden Arena Management, LLC	(1)
Grand Laundry, Inc.	(1)
Las Vegas Arena Management, LLC	(1)
LV Concrete Corp.	(1)
MAC, CORP.	(1)
Mandalay Bay, LLC, dba Mandalay Bay Resort & Casino	(1)
Mandalay Employment, LLC	(1)
Mandalay Place, LLC	(1)
Mandalay Resort Group, LLC	(2)
Marina District Development Company, LLC, dba The Borgata Hotel Casino & Spa	(1)
Marina District Development Holding Co., LLC	(1)
Metropolitan Marketing, LLC	(1)
MGM CC, LLC	(1)
MGM CC Holdings, Inc.	(1)
MGM Dev, LLC	(1)

MGM Detroit Holdings, LLC	(1)
MGM Grand Hotel, LLC, dba MGM Grand Hotel & Casino	(1)
MGM Hospitality, LLC	(1)
MGM International, LLC	(1)
MGM Lessee, LLC	(1)
MGM Lessee II, LLC	(1)
MGM Lessee III, LLC	(1)
MGM MA Sub, LLC	(1)
MGM Public Policy, LLC	(1)
MGM Resorts Advertising, Inc.	(1)
MGM Resorts Arena Holdings, LLC	(1)
MGM Resorts Aviation Corp.	(1)
MGM Resorts Corporate Services	(1)
MGM Resorts Design & Development	(1)
MGM Resorts Development, LLC	(1)
MGM Resorts Festival Grounds, LLC	(1)
MGM Resorts Festival Grounds II, LLC	(1)
MGM Resorts Global Development, LLC	(1)
MGM Resorts Interactive, LLC	(1)
MGM Resorts International Marketing, Inc.	(1)
MGM Resorts International Operations, Inc.	(1)
MGM Resorts Land Holdings, LLC	(1)
MGM Resorts Land Holdings II, LLC	(1)
MGM Resorts Manufacturing Corp.	(1)
MGM Resorts Regional Operations, LLC	(1)
MGM Resorts Retail	(1)
MGM Resorts Satellite, LLC	(1)
MGM Resorts Sub 1, LLC	(1)
MGM Resorts Sub B, LLC	(1)
MGM Resorts Venue Management, LLC	(1)
MGM Yonkers, Inc., dba Empire City Casino	(1)
MH, Inc., dba Shadow Creek	(1)
Mirage Laundry Services Corp.	(1)
Mirage Resorts, LLC	(1)
MMNY Land Company, Inc.	(1)
Nevada Property 1 LLC, dba The Cosmopolitan of Las Vegas	(1)
Nevada Restaurant Venture 1 LLC	(1)
Nevada Retail Venture 1 LLC	(1)
New Castle, LLC, dba Excalibur Hotel & Casino	(1)
New York-New York Hotel & Casino, LLC, dba New York-New York Hotel & Casino	(1)
New York-New York Tower, LLC	(1)
Northfield Park Associates LLC, dba MGM Northfield Park	(1)
NP1 Pegasus LLC	(1)
Park District Holdings, LLC	(1)
Park MGM, LLC, dba Park MGM Las Vegas	(1)
Park Theater, LLC	(1)
PRMA, LLC	(1)
PRMA Land Development Company	(1)
Project CC, LLC	(1)
Ramparts, LLC, dba Luxor Hotel & Casino	(1)

Signature Tower I, LLC	(1)
Signature Tower 2, LLC	(1)
Signature Tower 3, LLC	(1)
The Signature Condominiums, LLC	(1)
Tower B, LLC	(1)
Tower C, LLC	(1)
Vdara Condo Hotel, LLC	(1)
Vendido, LLC	(1)
VidiAd	(1)
Vintage Land Holdings, LLC	(1)

(1) Guarantor of the MGM Notes and the Mandalay Notes.
(2) Issuer of the Mandalay Notes and guarantor of the MGM Notes.

Exhibit 31.1

CERTIFICATION

I, William J. Hornbuckle, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MGM Resorts International;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

August 2, 2023

/s/ WILLIAM J. HORNBUCKLE

William J. Hornbuckle
Chief Executive Officer and President

Exhibit 31.2

CERTIFICATION

I, Jonathan S. Halkyard, certify that:

1. I have reviewed this quarterly report on Form 10-Q of MGM Resorts International;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

August 2, 2023

/s/ JONATHAN S. HALKYARD

Jonathan S. Halkyard

Chief Financial Officer and Treasurer

Exhibit 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of MGM Resorts International (the "Company") on Form 10-Q for the period ending June 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, William J. Hornbuckle, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ WILLIAM J. HORNBUCKLE

William J. Hornbuckle
Chief Executive Officer and President
August 2, 2023

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350

In connection with the Quarterly Report of MGM Resorts International (the "Company") on Form 10-Q for the period ending June 30, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Jonathan S. Halkyard, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ JONATHAN S. HALKYARD

Jonathan S. Halkyard
Chief Financial Officer and Treasurer
August 2, 2023

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.