

BetMGM: Primary Binder (Part 4)

**BetMGM: Primary Binder (Part 4), Applicant Information
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4.1

4.1 EXECUTIVE SUMMARY

FanDuel, together with DraftKings, BetMGM, and Bally's (collectively, the Consortium), is pleased to submit this application in response to the New York State Gaming Commission's Request for Applications for Mobile Sports Wagering Platform Providers. The Consortium consists of four platform providers, each of which will also serve as operators offering sports wagering in New York under their own brands: Betfair Interactive US LLC d/b/a FanDuel Sportsbook (FanDuel); Crown NY Gaming Inc., a wholly-owned subsidiary of DraftKings Inc. (DraftKings); BetMGM LLC, a joint venture of MGM Resorts International Inc. and Entain Holdings (BetMGM); and Bally's Corporation (Bally's).

Our proposal offers New York everything necessary to have the nation's—indeed, the world's—preeminent sports betting market. The Consortium's four operators are the most recognizable names and top performers in U.S. sports betting, having captured more than 78% of the U.S. mobile sports betting market. Each of the four operators is also its own platform provider, operating proprietary world-class technology platforms. Collectively, the Consortium members maintain millions of customer relationships that they can immediately roll out in New York. The Consortium companies are operated by teams with decades of experience from across the world, and are backstopped by strong balance sheets. They have proven their ability to compete with illegal operators and drive legal product adoption in markets across the U.S., and they will accelerate the New York market's growth far faster than any other operator or group of operators can achieve.

The combination of four platform providers/operators in this proposal is an all-in-one package for New York that eliminates the need to select any other proposals. Our proposal provides a detailed strategy, backed by measurable and quantifiable results from other states, for generating hundreds of millions in new revenue for the State of New York – and filling the state's coffers exponentially faster than other proposals. Equally important, our Consortium has unrivaled financial wherewithal that will allow it to make the necessary investment in New York to build out a sustainable long-term market and ensure the maximum possible revenue for the state in perpetuity. This proposal puts the state in the best possible position to generate nearly \$600m in gross gaming revenue in Year One, and more than \$1.3 billion by the end of Year Three. The state will also realize \$100 million in license fees in Year One.

All four companies participating in the Consortium have demonstrated histories of maximizing state revenue and serving state gaming and sports betting markets. The Consortium operators have demonstrated their strength in both the longest established markets and in the most recent markets to launch. They have roughly 82% of market share in New Jersey, including hundreds of thousands of New Yorkers who place bets across the border, and 71% of market share in Pennsylvania. In the two most

recent states to launch, they have 89% market share in Virginia and 76% in Michigan. The companies in this proposal know how to build new sports betting markets, bring offshore players to legal channels, invest the resources needed to establish new markets, and maximize state revenue. No other combination of operators can match this track record.

This Consortium alone offers the only realistic opportunity for the State to maximize revenues in light of the State's guidance on tax rates. Part 6.8 includes the comprehensive report of Frontier Economics, which concludes that with a 50% tax rate, these four Applicants represent the best combination for maximizing state revenue. No other group of operators has the requisite scale and unique advantages to grow the market at this tax rate. A higher tax rate or accepting additional operators will inhibit the market by creating economically unfeasible conditions.

This proposal includes significant economic benefits for New York's Tribal community. The Consortium has entered into a revenue sharing agreement with the Seneca Nation of Indians, under which the Seneca will receive █████ of the Consortium's gross gaming revenue less state and local taxes. The Seneca operate three casinos in the state, employing thousands of New Yorkers and supporting their nearly 8,000 Tribal members. This agreement reflects the Tribe's historical investment in brick-and-mortar gaming operations in the state and the value of the Consortium's important partnership with the Tribe going forward.

The Consortium brings significant operational and technical expertise to build the New York sports betting market:

Recognized and Respected Brands. The companies in the Consortium have high brand recognition in gaming, and sports betting in particular, driven by long-term investment in marketing, brand building, and product development. The Consortium's brands enjoy unparalleled existing brand awareness for sports betting. FanDuel and DraftKings are each known specifically for mobile sports betting among nearly █████ of adults. No other operator is remotely close to this level of recognition. Among casino-led brands, BetMGM and Bally's have extremely high general brand awareness nationally at █████ and █████, respectively. These brands, and the trust associated with them, developed long before the PASPA's repeal and cannot be replicated by newer entrants to the market.

Marketing and Customer Acquisition Capabilities Tailored to New York. The four operators have extensive databases of the customers who are the most likely to bet on sports in New York, including █████ New Yorkers in existing databases, █████ daily fantasy sports users, and █████ New Yorkers who place bets

on their platforms in other states. The Consortium operators also have consistently outpaced the competition by a wide margin in their level of investment in marketing and customer promotions to grow markets and gain share. Finally, the Consortium operators are uniquely positioned – given their strong market position across the country – to invest in New York as part of a national marketing strategy. This unmatched combination of marketing advantages ensures the Consortium possesses the tools to deliver New York a robust market at launch.

Product and Technology Superiority. The Consortium operators have invested tremendous time and resources in building out their proprietary technological infrastructure, with proven ability to handle the highest volume betting activity. The platforms are designed to – and have in fact delivered – superior consumer experiences in both reliability and the most compelling bet types across virtually every major sporting activity in the world. The operators control their tech stacks, distinguishing them from many others in the industry and giving them unmatched control over their offerings and ability to innovate quickly.

Responsible Gaming and Consumer Protection Primacy. The operators have each invested in responsible gaming infrastructure that includes responsible gaming plans and policies, teams tasked solely with implementing responsible gaming programs, and state-of-the-art know-your-customer and age verification technologies. This investment includes various partnerships with industry leaders in the responsible gaming space, including GameSense and the American Gaming Association.

Commitment to New York's Values of Diversity & Inclusion. The Consortium is committed to promoting diversity and inclusion, with each company implementing significant diversity and inclusion programs. FanDuel's leadership team is [REDACTED] female, including its interim CEO; Bally's is majority owned by Standard General, a New York investment firm led by a Korean-American; more than [REDACTED] of DraftKings' U.S. workforce is diverse; and underrepresented individuals are [REDACTED] of BetMGM's workforce.

* * *

FanDuel, founded and headquartered in New York City, is a New York tech success story. It is the nation's leading mobile sportsbook operator, with substantially higher sports wagering market share [REDACTED] in the United States than any other company. Its market performance is the result of its superior sports betting products, a nimble in-house platform with proven stability, and unparalleled brand recognition and favorability among consumers. FanDuel's market-leading position makes FanDuel the clear choice for building the New York market; FanDuel [REDACTED] in the New Jersey and Pennsylvania markets, capturing [REDACTED] mobile sports betting market in each of those states

(█████ and █████, respectively). FanDuel will start in New York with over ██████ New Yorkers in our databases primed for cross-sell to sports betting, including ██████ New Yorkers who have generated ██████ in lifetime handle with FanDuel in other states.

DraftKings is the nation's go-to platform for "skin in the game" sports fans, having invested hundreds of millions in marketing and development of its leading technology platform. Since launching the first daily fantasy sports mobile app in 2014, DraftKings has expanded to offer mobile sports betting in 12 states; 10 retail sportsbooks in 7 states, including New York and New Jersey; and iGaming in 4 states, including nearby New Jersey. In every state where it operates, DraftKings has demonstrated its ability to effectively market its products to acquire and retain users, achieving first, second, or third most market share in every state where it offers mobile products. These marketing efforts will convert users to mobile sports betting in New York rapidly while accelerating the market's maturity: An ██████ New Yorkers are already registered users on the company's DFS platform, and nearly ██████ New Yorkers are already betting on DraftKings' sportsbooks in New Jersey and Pennsylvania.

BetMGM holds over ██████ of the U.S. sports betting and iGaming market and is among the top 3 operators in virtually all of the 13 U.S. jurisdictions where it offers sports wagering. This success is driven by the strength of its in-house technology platform, which has supported some of the world's leading gaming brands, the trust associated with its brand which has been built over decades by MGM; and the effectiveness of its marketing strategy which is underpinned by its access to the more than ██████ M life Rewards members, ██████ of whom reside in New York; and ██████ New Yorkers who are registered on the BetMGM platform in other states. The company will also rapidly acquire customers in New York thanks to its omni-channel integration with MGM's Empire City Casino.

Bally's is uniquely positioned to capture and serve the New York sports betting market. The company's recent acquisition of Bet.Works and the launch of Bally Bet provides a turnkey mobile sports book that is ready to launch in New York. A household name with ██████ brand awareness and ██████ favorability level, the Bally's marketing strategy reaches approximately ██████ of all U.S. households and can access ██████ impressions through its integrated branding partnership with Sinclair Broadcast Group; branding of the Bally Sports networks and associated networks (YES Network, Marquee) and channels (Tennis Channel); and partnerships with dozens of professional sports teams. Bally's also has significant exposure to the NY market with ██████, its recent acquisition of Monkey Knife Fight (the third largest DFS operator), and the soon-to-be completed acquisition of Gamesys Group and its penetration of the New Jersey iGaming and retail casino market.

4.2

4.2 NAME OF APPLICANT

The Applicant's full name as it appears on the Applicant's certificate of incorporation, charter, or other official formation document (as amended), as well as any D/B/A or trade names.

BetMGM, LLC dba Roar Digital, fka Roar Digital, LLC, fka MGM GVC Interactive, LLC, fka Gameday Interactive, LLC, is a Delaware limited liability company formed on July 25, 2018.

Gameday Interactive, LLC	7/25/2018 to 7/30/2018
MGM GVC Interactive, LLC	7/30/2018 to 11/21/2018
Roar Digital, LLC	11/21/2018 to 8/03/2020
BetMGM, LLC (d/b/a Roar Digital)	8/03/2020 to Present

4.3

4.3 CONTACT PERSON

The name, title, email address and telephone number of the individual to be contacted for the Applicant in reference to the Application.

Witek Wacinski, Vice President Strategy and Development

BetMGM, LLC

Harborside Plaza 3

210 Hudson Street, Suite 602

Jersey City, NJ 07311



Witek.Wacinski@BetMGM.com

4.4

4.4 LOCATION OF APPLICANT'S PRINCIPAL PLACE OF BUSINESS

The street address, city, state, zip code and telephone number for the Applicant's principal place of business, as well as the URL for any website maintained by or for the Applicant.

BetMGM, LLC

Harborside Plaza 3

210 Hudson Street, Suite 602

Jersey City, NJ 07311

www.betmgm.com



4.5

4.5 TYPE OF BUSINESS FORMATION

The type of business entity under which the Applicant is formed (e.g., corporation, limited liability company, partnership), the state (or other jurisdiction) of formation and the Federal Tax Identification Number (also known as the Federal Employer Identification Number). Attach evidence of the entity's current ability to conduct business (e.g., certificate of good standing, certificate of status) from the state (or other jurisdiction) of formation as of a date not earlier than 10 days prior to the submission of the Application.

Applicant is a Delaware limited liability company formed on July 25, 2018; FEIN: [REDACTED]

Please see attached responsive documents.

Exhibit 4.5a

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BETMGM, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTH DAY OF AUGUST, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BETMGM, LLC" WAS FORMED ON THE TWENTY-FIFTH DAY OF JULY, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.




Jeffrey W. Bullock, Secretary of State

6989177 8300

SR# 20212882471

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203835739

Date: 08-04-21

Exhibit 4.5b

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BETMGM, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-FIFTH DAY OF JULY, A.D. 2018, AT 10:20 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GAMEDAY INTERACTIVE, LLC" TO "MGM GVC INTERACTIVE, LLC", FILED THE THIRTIETH DAY OF JULY, A.D. 2018, AT 1:28 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MGM GVC INTERACTIVE, LLC" TO "ROAR DIGITAL, LLC", FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2018, AT 4:50 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ROAR DIGITAL, LLC" TO "BETMGM, LLC", FILED THE THIRD DAY OF AUGUST, A.D. 2020, AT 10:22 O`CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

6989177 8100H
SR# 20212842319

Authentication: 203799197
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

Page 2

The First State

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "BETMGM, LLC".*




Jeffrey W. Bullock, Secretary of State

6989177 8100H
SR# 20212842319

Authentication: 203799197
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:20 AM 07/25/2018
FILED 10:20 AM 07/25/2018
SR 20185829646 - File Number 6989177

CERTIFICATE OF FORMATION
OF
GAMEDAY INTERACTIVE, LLC

This Certificate of Formation of Gameday Interactive, LLC, dated as of July 25, 2018, is being duly executed and filed by Eric W. Yang, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST. The name of the limited liability company formed hereby is Gameday Interactive, LLC (the "Company").

SECOND. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

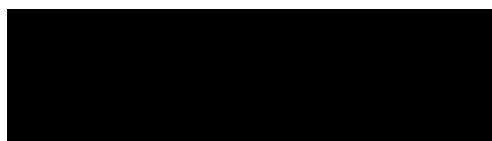
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Eric W. Yang
Eric W. Yang,
Authorized Person

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Gameday Interactive, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:
 - a. "FIRST. The name of the limited liability company formed hereby is MGM GVC Interactive, LLC (the "Company")."
3. This Certificate of Amendment shall be effective July 30, 2018.

[Remainder of page intentionally left blank]





State of Delaware
Secretary of State
Division of Corporations
Delivered 04:50 PM 11/21/2018
FILED 04:50 PM 11/21/2018
SR 20187769998 - File Number 6989177

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: MGM GVC Interactive, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the limited liability company formed hereby is Roar Digital, LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 21st day of November, A.D. 2018.

By: /s/ Scott Butera
Authorized Person(s)

Name: Scott Butera
Print or Type

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Roar Digital, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the limited liability company formed hereby is BetMGM, LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 3rd day of August, A.D. 2020.

By: 
Authorized Person(s)

Name: Adam Greenblatt, CEO
Print or Type

State Of Delaware

Name Reservation Status

Reservation Name	Entity Name	Entity Type	Cost	Status	Expiration Date
3349320	BetMGM LLC	LimitedLiabilityCompa ny	\$75.00	Reserved	11/27/2020

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy for BETMGM, LLC, File Number 210730001175 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the Department of State, at the City of Albany, on July 30, 2021.



Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State



APPLICATION FOR AUTHORITY OF

BetMGM, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the foreign limited liability company is:

BetMGM, LLC

The fictitious name under which the foreign limited liability company will do business in New York is:

(Complete only if the foreign limited liability company's true name is not acceptable for authorization pursuant to §204 of the Limited Liability Company Law. The fictitious name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

SECOND: The jurisdiction of organization of the foreign limited liability company is:

Delaware

The date of its organization is: July 25, 2018

THIRD: The county within New York State in which the office of the foreign limited liability company is to be located or if the foreign limited liability company shall maintain more than one office in this state, the county within New York State in which the principal office of the foreign limited liability company is to be located is: New York

(Complete with the name of a New York State county. Please note that the limited liability company is not required to have an actual physical office in New York State.)

FOURTH: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served.

The address within or without this state to which the Secretary of State shall mail a copy of any process served against him or her is:

c/o C T Corporation System

28 Liberty Street, New York, NY 10005

FIFTH: (Check and complete the statement that applies)

The foreign limited liability company is required to maintain an office in the jurisdiction of its formation.

The address of its office is:

c/o Corporation Service Company

251 LITTLE FALLS DRIVE, WILMINGTON, DE 19808

The foreign limited liability company is not required to maintain an office in the jurisdiction of its formation.

The address of the principal office of the foreign limited liability company is:

SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of the filing of this application.

SEVENTH: The Articles of Organization of the foreign limited liability company were filed with the following officer in the jurisdiction of its formation:

Officer (e.g. "Secretary of State"): Delaware Secretary of State

The address of the officer is: Division of Corporations John G. Townsend Bldg.

401 Federal Street, – Suite 4 Dover, DE 19901

/s/ Adam Greenblatt
(Signature)

Adam Greenblatt
(Type or print name)

Capacity of signer (Check appropriate box):

- Member
- Manager
- Authorized Person

Filed with the NYS Department of State on 07/30/2021
Filing Number: 210730001175 DOS ID: 6232157

APPLICATION FOR AUTHORITY
OF

BetMGM, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

Filer's Name and Mailing Address:

Meredith Whatley

Name:

Brownstein Hyatt Farber Schreck, LLP

Company, if Applicable:

410 17th Street, Suite 2200

Mailing Address:

Denver, CO 80202

City, State and Zip Code:

NOTES:

1. This form was prepared by the New York State Department of State for filing an application for authority for a foreign limited liability company to conduct business in New York State. It does not contain all optional provisions under the law. You are not required to use this form. You may draft your own form or use forms available at legal supply stores.
 2. Attach a Certificate of Existence, Certificate of Good Standing or Certificate of Status from the official who files and maintains limited liability company records in the jurisdiction of the foreign limited liability company's formation.
 3. The name of the foreign limited liability company and its date of formation provided on this document must exactly match the name of the foreign limited liability company and, if applicable, the date of formation stated in the Certificate of Existence, Certificate of Good Standing or Certificate of Status.
 4. The Department of State recommends that legal documents be prepared under the guidance of an attorney.
 5. The application for authority must be submitted with a **\$250** filing fee made payable to the Department of State.
-

(For office use only.)

DRAWDOWN
CST REF: 13809519LP

<p>Filed with the NYS Department of State on 07/30/2021 Filing Number: 210730001175 DOS ID: 6232157</p>

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:20 AM 07/25/2018
FILED 10:20 AM 07/25/2018
SR 20185829646 - File Number 6989177

CERTIFICATE OF FORMATION
OF
GAMEDAY INTERACTIVE, LLC

This Certificate of Formation of Gameday Interactive, LLC, dated as of July 25, 2018, is being duly executed and filed by Eric W. Yang, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST. The name of the limited liability company formed hereby is Gameday Interactive, LLC (the "Company").

SECOND. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

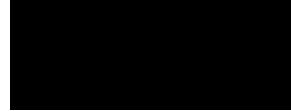
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

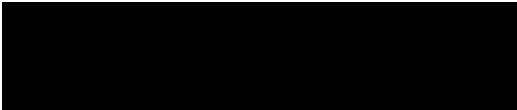
/s/ Eric W. Yang
Eric W. Yang,
Authorized Person

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: Gameday Interactive, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:
 - a. "FIRST. The name of the limited liability company formed hereby is MGM GVC Interactive, LLC (the "Company")."
3. This Certificate of Amendment shall be effective July 30, 2018.

[Remainder of page intentionally left blank]





State of Delaware
Secretary of State
Division of Corporations
Delivered 04:50 PM 11/21/2018
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SR 20187769998 - File Number 6989177

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: MGM GVC Interactive, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the limited liability company formed hereby is Roar Digital, LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 21st day of November, A.D. 2018.

By: /s/ Scott Butera
Authorized Person(s)

Name: Scott Butera
Print or Type

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Roar Digital, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the limited liability company formed hereby is BetMGM, LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 3rd day of August, A.D. 2020.

By: 
Authorized Person(s)

Name: Adam Greenblatt, CEO
Print or Type

State Of Delaware

Name Reservation Status

Reservation Name	Entity Name	Entity Type	Cost	Status	Expiration Date
3349320	BetMGM LLC	LimitedLiabilityCompa ny	\$75.00	Reserved	11/27/2020

**STATE OF NEW YORK
DEPARTMENT OF STATE**

I hereby certify that the annexed copy for BETMGM, LLC, File Number 210730001175 has been compared with the original document in the custody of the Secretary of State and that the same is true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on July 30, 2021.



Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State



APPLICATION FOR AUTHORITY OF

BetMGM, LLC

(Insert name of Foreign Limited Liability Company)

Under Section 802 of the Limited Liability Company Law

FIRST: The name of the foreign limited liability company is:

BetMGM, LLC

The fictitious name under which the foreign limited liability company will do business in New York is:

(Complete only if the foreign limited liability company's true name is not acceptable for authorization pursuant to §204 of the Limited Liability Company Law. The fictitious name must contain the words "Limited Liability Company" or the abbreviation "LLC" or "L.L.C.")

SECOND: The jurisdiction of organization of the foreign limited liability company is:

Delaware

The date of its organization is: July 25, 2018

THIRD: The county within New York State in which the office of the foreign limited liability company is to be located or if the foreign limited liability company shall maintain more than one office in this state, the county within New York State in which the principal office of the foreign limited liability company is to be located is: New York

(Complete with the name of a New York State county. Please note that the limited liability company is not required to have an actual physical office in New York State.)

FOURTH: The Secretary of State is designated as agent of the foreign limited liability company upon whom process against it may be served.

The address within or without this state to which the Secretary of State shall mail a copy of any process served against him or her is:

c/o C T Corporation System

28 Liberty Street, New York, NY 10005

FIFTH: (Check and complete the statement that applies)

The foreign limited liability company is required to maintain an office in the jurisdiction of its formation.

The address of its office is:

c/o Corporation Service Company

251 LITTLE FALLS DRIVE, WILMINGTON, DE 19808

The foreign limited liability company is not required to maintain an office in the jurisdiction of its formation.

The address of the principal office of the foreign limited liability company is:

SIXTH: The foreign limited liability company is in existence in its jurisdiction of formation at the time of the filing of this application.

SEVENTH: The Articles of Organization of the foreign limited liability company were filed with the following officer in the jurisdiction of its formation:

Officer (e.g. "Secretary of State"): Delaware Secretary of State

The address of the officer is: Division of Corporations John G. Townsend Bldg.

401 Federal Street, – Suite 4 Dover, DE 19901

/s/ Adam Greenblatt
(Signature)

Adam Greenblatt
(Type or print name)

Capacity of signer (Check appropriate box):

- Member
- Manager
- Authorized Person

Filed with the NYS Department of State on 07/30/2021
Filing Number: 210730001175 DOS ID: 6232157

4.6

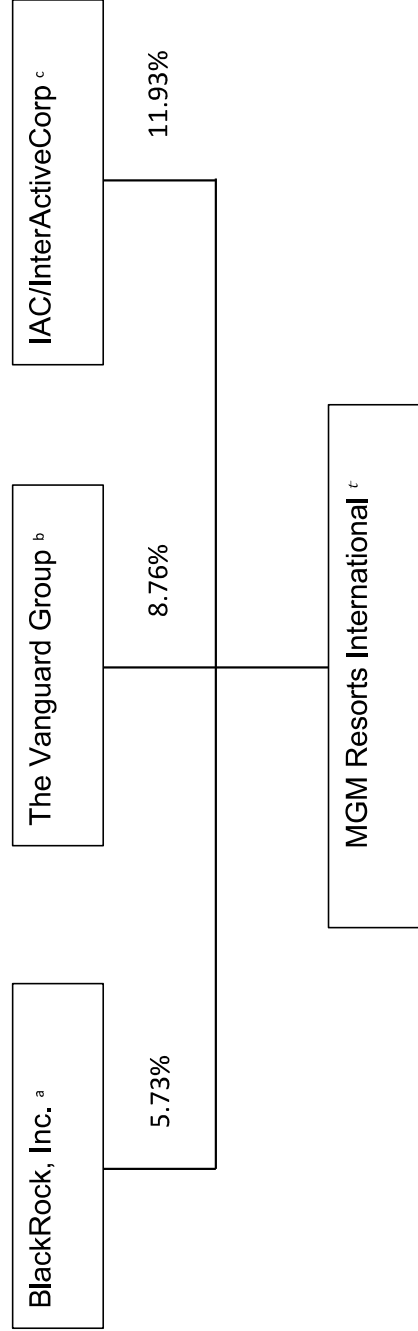
4.6 TABLE OF OWNERSHIP

A full and complete ownership chart for the Applicant and its affiliates including percentage ownership interests in the Applicant by its respective direct and indirect owners, illustrating the ultimate beneficial owners. For a publicly held company, disclosure of owners may be limited to owners owning five percent or more of the publicly held company.

See attached exhibits.

Exhibit 4.6a

EXHIBIT A
MGM Resorts International Ownership Chart
February 2021



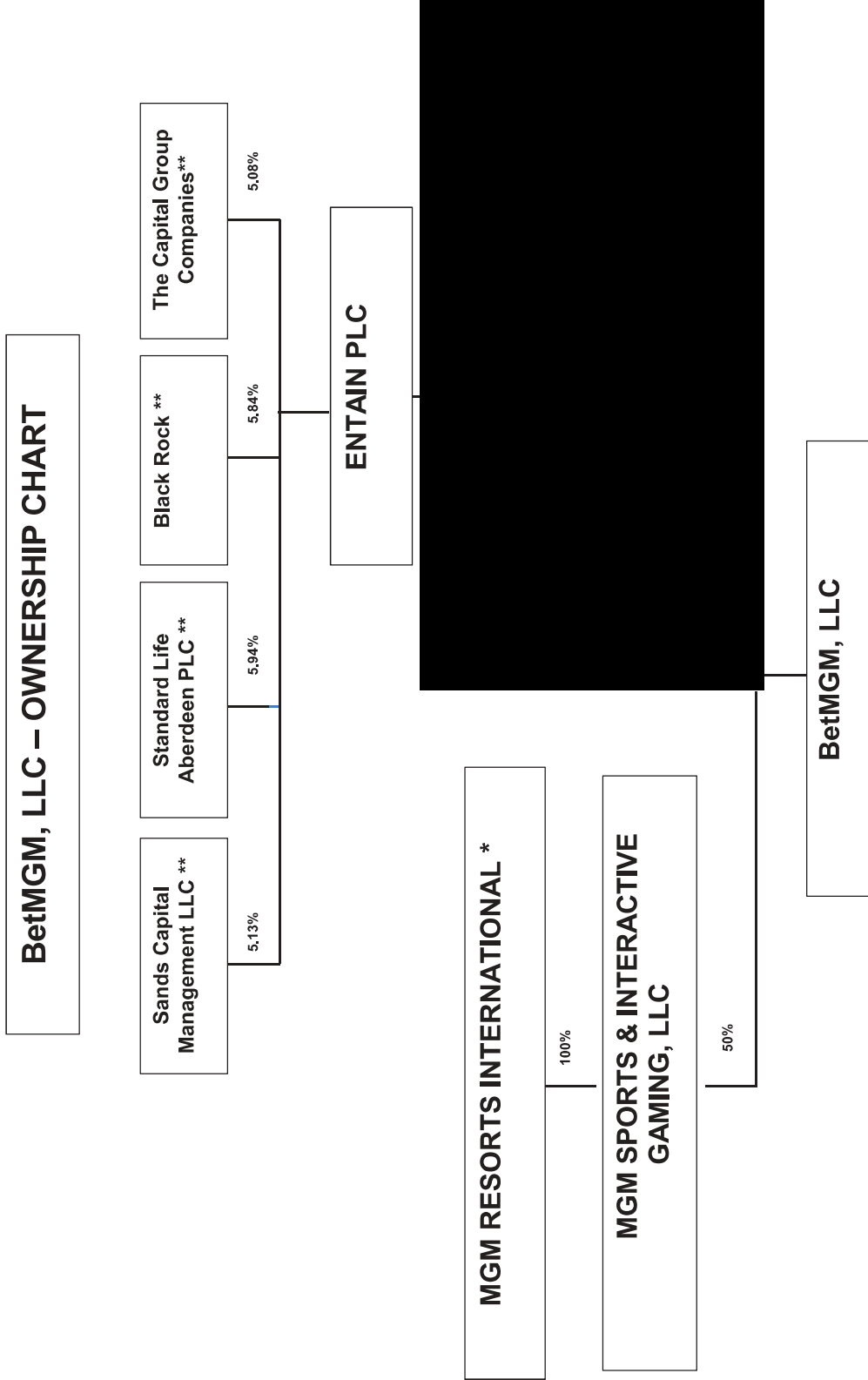
^t In regard to MGM Resorts International (“MGM”), only shareholders known to hold 5% or more of MGM’s issued and outstanding common stock (based on disclosures made to MGM) as of February 16, 2021 are shown. All ownership percentages are based on 494,853,355 shares of MGM’s common stock issued and outstanding as of February 23, 2021, as reported in MGM’s Form 10-K filed with the United States Securities and Exchange Commission (“SEC”) on February 26, 2021.

^a According to a Schedule 13G/A filed with the SEC on January 29, 2021 and served on MGM by BlackRock, Inc. (“BlackRock”), BlackRock beneficially owned 28,373,425 shares (reflecting sole voting power of 24,721,909 shares and sole dispositive power of 28,373,425 shares), which represent 5.73% of MGM’s common stock as of February 23, 2021.

^b According to a Schedule 13G/A filed with the SEC on February 8, 2021 and served on MGM by The Vanguard Group (“Vanguard”), Vanguard beneficially owned 43,381,150 shares (reflecting sole voting power of 0 shares, sole dispositive power of 41,525,061 shares, shared voting power of 690,668 shares, and shared dispositive power of 1,856,089 shares), which represent 8.76% of MGM’s common stock as of February 23, 2021.

^c According to a Schedule 13D filed with the SEC on January 11, 2021 and served on MGM by IAC/InterActiveCorp (“IAC”), IAC beneficially owned 59,033,902 shares (reflecting sole voting power and sole dispositive power of 59,033,902 shares), which represent 11.93% of MGM’s common stock as of February 23, 2021.

Exhibit 4.6b



* MGM Resorts International is a publicly traded corporation, and no natural person controls 5% or more of the publicly traded stock. Please see attached for institutional investors holding 5% or more of MGM Resorts International's stock.

** Shareholders owning 5% or more of Entain PLC as reported in TR-1. Notifications filed with the London Stock Exchange as of June 14, 2021.

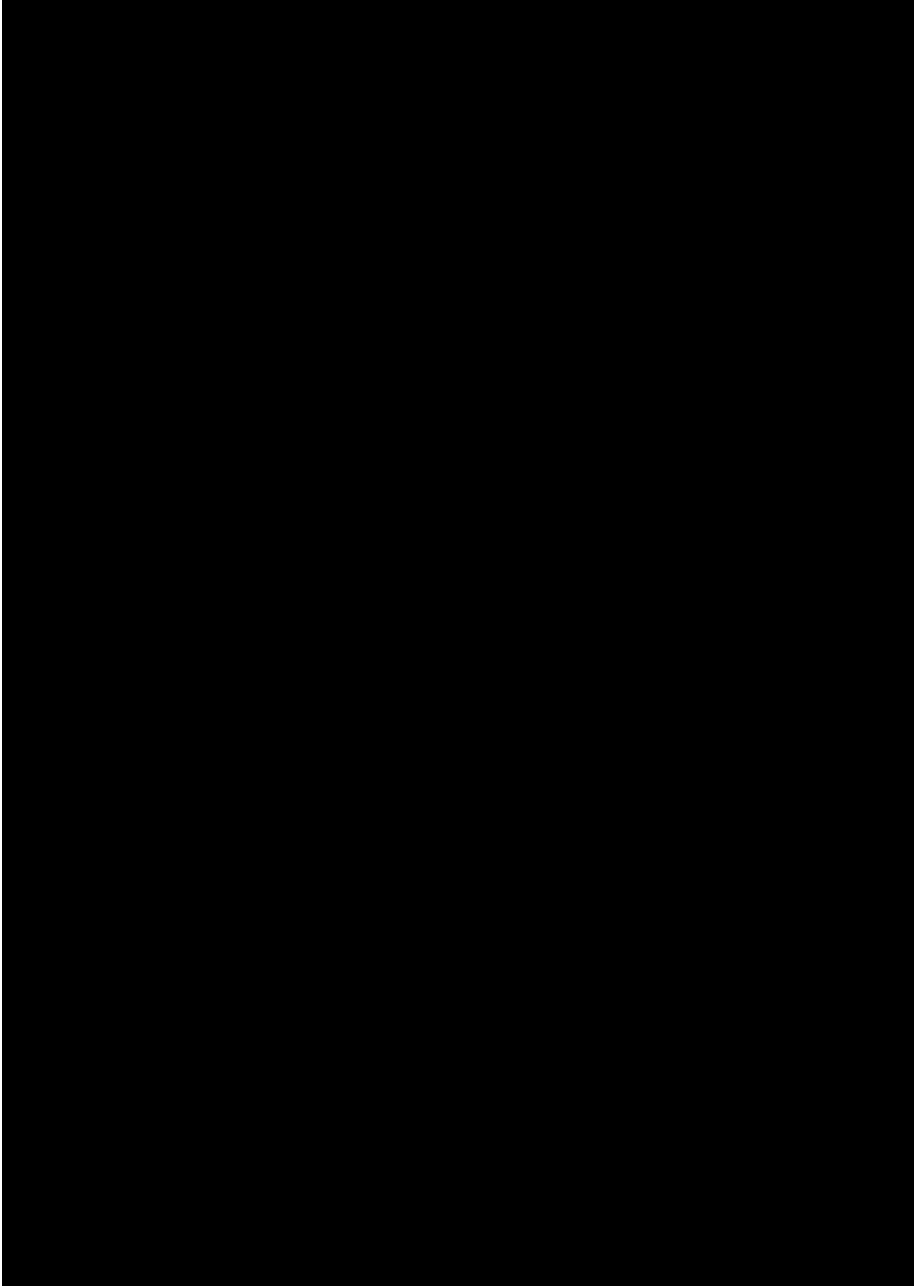
4.7

4.7 ORGANIZATIONAL CHART

An organizational chart of the Applicant including all key employees anticipated to be licensed as such pursuant to **Appendix A: Draft Regulation Part 5330** of the Commission's Regulations, when adopted.

Please see attached exhibit highlighting key employees.

Exhibit 4.7a



4.8

4.8 NAMES, ADDRESSES AND EXPERIENCE OF DIRECTORS AND OFFICERS

The name, address, and title of each Director or General Partner of the Applicant and each officer and proposed key employee of the Applicant, within the meaning of **Appendix A: Draft Regulation Part 5330** and resumes or C.V.s of all principals and known individuals who will perform executive management duties or oversight of the Applicant

The following are the members of the Board of Managers of the Applicant:

Keith Meister, Manager (MGM Designee)
Corvex Capital
712 5th Avenue
New York, New York 10019

Gary Fritz, Manager (MGM Designee)
IAC/InterActiveCorp
555 West 18th Street
New York, New York 10011

Tilak Mandadi, Manager (MGM Designee)
MGM Resorts International
3600 Las Vegas Blvd. South
Las Vegas, NV 89109

Rob Wood, Manager (Entain Designee)
Entain plc
3rd Floor, One New Change
London EC3M, 9AF
United Kingdom

Robert Hoskin, Manager (Entain Designee)
Entain plc
Suite 6, Atlantic Suites
Europort Avenue
Gibraltar

Jette Nygaard-Andersen, Manager (Entain Designee)
Entain plc

3rd Floor, One New Change
London EC3M, 9AF
United Kingdom

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The following are the Officers of the Applicant:

Adam B. Greenblatt, Chief Executive Officer, BetMGM
BetMGM LLC
Harborside Plaza 3
210 Hudson Street, Suite 602
Jersey City, NJ 07311

Gary A. Deutsch, Chief Financial Officer, BetMGM
BetMGM LLC
Harborside Plaza 3
210 Hudson Street, Suite 602
Jersey City, NJ 07311

Ryan D. Spoon, Chief Operating Officer, BetMGM
BetMGM LLC
Harborside Plaza 3
210 Hudson Street, Suite 602
Jersey City, NJ 07311

Andrew Hagopian, III, Chief Legal Officer, BetMGM
BetMGM LLC
Harborside Plaza 3
210 Hudson Street, Suite 602
Jersey City, NJ 07311

+++++

Resumes or C.V.s for each of the individuals listed above are attached as an exhibit.

Exhibit 4.8a

Contact

www.linkedin.com/in/adam-greenblatt-28712a16 (LinkedIn)

Adam Greenblatt

Chief Executive Officer at BetMGM, LLC
United States

Experience

BetMGM

Chief Executive Officer

October 2018 - Present (2 years 10 months)

Jersey City, USA

GVC Group

Director Corporate Development & Strategy

March 2018 - October 2018 (8 months)

London, United Kingdom

Ladbrokes

Group Corporate Development Director

January 2011 - March 2018 (7 years 3 months)

JobFact

Managing Director, UK and Northern Europe

September 2009 - September 2010 (1 year 1 month)

Rothschild

Director

2000 - 2008 (8 years)

Arthur Andersen

Audit

1997 - 2000 (3 years)

Education

University of Cape Town

Business Science, Finance, Accounting, Economics · (1992 - 1996)

Herzlia

Contact

www.linkedin.com/in/andrew-hagopian-ba377b18 (LinkedIn)

Top Skills

Corporate Law

Civil Litigation

Corporate Governance

Andrew Hagopian

Chief Legal Officer & General Counsel at BetMGM
Las Vegas

Experience

BetMGM

Chief Legal Officer & General Counsel
January 2021 - Present (7 months)
Las Vegas, Nevada, United States

MGM Resorts International

9 years 11 months

Chief Corporate Counsel

December 2016 - December 2020 (4 years 1 month)
Las Vegas, Nevada

Senior Vice President, Assistant General Counsel and Assistant Secretary

November 2014 - December 2016 (2 years 2 months)

Vice President, Deputy General Counsel and Assistant Secretary

February 2011 - November 2014 (3 years 10 months)

Gibson, Dunn & Crutcher LLP

Attorney

August 2005 - February 2011 (5 years 7 months)

Education

Georgetown University Law Center

J.D.

University of Southern California - Marshall School of Business

B.S., Business Administration

Contact

www.linkedin.com/in/gary-deutsch-140194 (LinkedIn)

Top Skills

Mergers
Start-ups
Strategic Partnerships

Gary Deutsch

Chief Financial Officer at BetMGM
Summit

Experience

BetMGM

Chief Financial Officer
July 2019 - Present (2 years 1 month)
Jersey City, NJ

LiveIntent, Inc.

Chief Financial Officer and EVP Corporate Development
June 2014 - July 2019 (5 years 2 months)
New York City

TagMan

Chief Financial Officer
January 2013 - April 2014 (1 year 4 months)

M5 Networks

Chief Financial Officer
March 2008 - August 2012 (4 years 6 months)

Alcatel-Lucent

Strategy
2005 - 2008 (3 years)

Applied Graphics Technologies

Senior Vice President, Strategy & Marketing
2003 - 2005 (2 years)

Ztango

Vice President, Strategy & Marketing
1999 - 2001 (2 years)

The Walt Disney Company

Senior Business Planner
1997 - 1998 (1 year)
Burbank, CO

DIRECTV
Resource Planning
1994 - 1995 (1 year)

Encoda Systems
Consultant
1991 - 1994 (3 years)

Education

University of Pennsylvania - The Wharton School
MBA · (1995 - 1997)

University of Colorado Boulder
BS, Finance · (1987 - 1991)

Contact


www.linkedin.com/in/ryanspoon
(LinkedIn)

Top Skills

Product Marketing

Venture Capital

Leadership

Ryan Spoon

Chief Operating Officer at BetMGM

Short Hills

Summary

Ryan Spoon is Chief Operating Officer (COO) of BetMGM, the sports betting joint venture between MGM Resorts International (NYSE: MGM) and GVC Holdings (LSE: GVC). In this role, Spoon oversees product, technology, customer support, risk and payments, and other operational areas of the BetMGM business and platform.

Ryan Spoon served as Senior Vice President of Digital and Social at ESPN. Prior to that, he was Senior Vice President of Digital Product and Design. In those capacities, Spoon helped build, operate and grow many of the leading digital properties in sports including ESPN.com; the ESPN App; ESPN Fantasy, including ESPN Fantasy Football; and ESPN Social. ESPN'S digital properties are the world's leading and most successful online sports service, boasting the number one sports website and app, as well as number one sports media publisher in social engagement across Facebook, Instagram and Twitter. Spoon is a two-time Sports Business Journal Forty Under 40 winner.

Prior to ESPN, Spoon was a venture capitalist at Polaris Venture Partners and specialized in early-stage consumer internet, social media and e-commerce investments. Spoon was a director or observer at companies like WordPress, Recurly, ShoeDazzle, LOLapps (acquired by 6waves), ReadyForZero (acquired by Affirm), Wantful, Formspring, Offline Labs (acquired by Sosh), and Movity (acquired by Trulia). Additionally, Spoon was responsible for leading Dogpatch Labs, an early-stage incubator that was home to dozens of companies including Instagram, Remind, TaskRabbit, TurnTable.fm, LOLapps, Formspring, Localytics, Rapportive, AdRise, etc.

Previously, Spoon served as Vice President, Marketing & Business Development for Widgetbox (now Flite). Prior to that, Spoon spent 2003-2007 at eBay Inc focused on internet marketing, user acquisition, and social products – most recently, he launched and managed eBay's US Classifieds business.

As a collegiate swimmer for Duke University, Spoon founded beRecruited, an online recruiting platform for high school student-athletes and colleges coaches and universities. beRecruited was acquired in 2012 by The Raine Group.

Experience

BetMGM

Chief Operating Officer

November 2020 - Present (9 months)

New Jersey, United States

BetMGM is a market leading sports betting and gaming platform by BetMGM LLC, the joint venture between MGM Resorts International (NYSE: MGM) and GVC Holdings Plc (LSE: GVC).

BetMGM's industry-leading platform provides a user-friendly sports betting experience, making it simple to customize pre-game, live in-play, futures and parlay bets. Sports bettors can select from a wide assortment of betting options including football, basketball, baseball, hockey, golf, soccer, tennis and combat sports. BetMGM's league partnerships include the NBA, MLB, NHL, MLS, PGA TOUR and NASCAR. Team partners include the Denver Broncos, New York Jets, Tennessee Titans, Detroit Lions, Las Vegas Raiders, Vegas Golden Knights, and more. Strategic partners include Yahoo! Sports and Buffalo Wild Wings.

ESPN

8 years 5 months

Senior, Vice President Digital & Social

December 2018 - November 2020 (2 years)

Bristol, Connecticut

Ryan Spoon, SVP, Digital & Social Content, is responsible for ESPN's extensive digital content strategy and for driving ESPN's performance, engagement, and monetization both on and off-platform. Ryan and his team oversee the creation of content for ESPN's digital and social channels and manage the execution of ESPN's social strategy, content, and shows. ESPN'S digital properties are the world's leading and most successful online sports service, boasting the number one sports website and app, as well as number one sports media publisher in social engagement across Facebook,

Instagram, Twitter and Snap. Spoon is a two-time Sports Business Journal Forty Under 40 winner.

Senior Vice President, Social Content & Digital Video
September 2017 - December 2018 (1 year 4 months)

Bristol, Connecticut

In September 2017, Ryan Spoon, SVP, Social Content, moved into the Content group to manage the creation of original content for our digital and social channels. In this new role, Ryan will work across ESPN to help define our off platform content strategy and be the point person from the content group managing the relationship with social networks. Ryan's team will continue to manage the execution for ESPN's presence off-platform - including Facebook, Instagram, Twitter, Snapchat, etc. Ryan remains a leader in the digital space and his team will shape our strategy for audience growth moving forward.

Senior Vice President, Digital Product, Design & Audience Development
February 2016 - September 2017 (1 year 8 months)

Bristol, Connecticut

Ryan Spoon joined ESPN in 2012 and oversees digital product management and product design across all screens and platforms - this includes ESPN.com, ESPN's mobile apps, WatchESPN, Fantasy games and various OTT experiences. Ryan also leads ESPN's new Audience Development unit, which is charged with distributing, curating, and presenting content across ESPN.com, the ESPN App, and social platforms.

Senior Vice President, Digital Product & Design
July 2012 - January 2016 (3 years 7 months)

Bristol, CT

Ryan Spoon joined ESPN in 2012 and oversees digital product management and product design across all screens and platforms - this includes ESPN.com, ESPN's mobile apps, WatchESPN, Fantasy games and various OTT experiences.

beRecruited.com

Founder

January 2000 - August 2012 (12 years 8 months)

beRecruited.com is the nation's No. 1 online networking destination for high school student-athletes seeking recruitment from college coaches and universities. beRecruited provides a platform for student athletes to connect

and interact with college coaches across the nation, giving students the tools to research and build profiles of verified athletic and academic information.

beRecruited was acquired by Raine Group in 2012 (more info here: <http://techcrunch.com/2013/10/18/berecruited-acquired-by-raine/>).

At the time, beRecruited had over 2 million registered student athletes from over 20,000 high schools. It also saw 25,000 college recruiters log in over the last year, which is more than half of the estimated 40,000 to 45,000 college recruiters in the country.

beRecruited was founded in 2000 by Ryan Spoon, an NCAA swimmer for Duke.

Polaris Venture Partners

Principal

July 2009 - July 2012 (3 years 1 month)

Palo Alto, CA

Ryan was a venture capitalist at Polaris Venture Partners and specialized in early-stage consumer internet, social media and e-commerce investments. Spoon was a director or observer at companies like WordPress, Recurly, ShoeDazzle, LOLapps (acquired by 6waves), ReadyForZero (acquired by Avant), Wantful, Formspring, Offline Labs (acquired by Postmates), and Movity (acquired by Trulia).

Additionally, Spoon was responsible for leading Dogpatch Labs, an early-stage incubator that was home to dozens of companies including Instagram, Remind, TaskRabbit, TurnTable.fm, LOLapps, Formspring, Rapportive, AdRise, Localytics, Cardpool, Movity, Charboost, etc.

InGameNow

Co-Founder

January 2008 - December 2009 (2 years)

InGameNow (<http://www.ingamenow.com>) allows sports fan to interact around teams, leagues and games. Follow your favorite teams and connect with other sports fans over real-time scores, banter, news and gossip.

InGameNow's philosophy is that user interaction can and should span across different platforms - particularly as users move between computer, chat client

and mobile. So we set out to enable fans to stay connected with real-time results and interact with others fans in several forms:

- Website: <http://www.ingamenow.com>
- Chat clients: AIM and Gtalk alerts and discussion
- Mobile sites: usage optimized for mobile viewing
- iPhone Applications: real time scoring, scheduling and interaction

InGameNow reaches 300,000 monthly uniques and the InGameNow iPhone Apps have been downloaded over 200,000 times.

Widgetbox

Vice President, Marketing & Business Development
December 2007 - August 2009 (1 year 9 months)

Widgetbox is a platform for web publishers to create custom, viral widgets without development resources. Each month, our widgets:

- reach 115 million unique viewers
- viewed 750 million times
- appear on 500,000+ unique web domains

Widgetbox widgets can be seen on brands such as TV.com, Boston.com, The Wall Street Journal, Times Online, Bleacher Report, Kijiji.com, Huffington Post, etc.

Widgetbox also enables content platforms to:

1. simply integrate Widgetbox' widget platform (200,000+ widgets) - examples include: Synthasite, Webjam, Freewebs, and Piczo
2. monetize their user-base via Widgetbox's consumer subscription services

Widgetbox investors include Sequoia Capital and Hummer Winblad.

If you or your company are looking to implement a widget strategy - Widgetbox has a variety of effective solutions. Please send me an email!

sfEntrepreneurs

Founder

December 2007 - July 2009 (1 year 8 months)

sfEntrepreneurs is a young entrepreneurs organization based in the San Francisco / Bay Area. Our members collectively invest in the organization, development and operation of the businesses we choose to pursue.

As an organization, we self-incubate, fund and grow the team's ideas into businesses. And while the organization is a side project for all of our members, collectively we are able to achieve rapid innovation.

<http://www.sfentrepreneurs.com>

eBay Inc

4 years 5 months

Senior Manager, Kijiji.com Country Manager

July 2007 - December 2007 (6 months)

Kijiji is eBay's local classifieds site and community. Kijiji.com launched in the United States in July 2007 and is now available in 100s of cities.

I have moved from eBay's Internet Marketing and Engagement teams to manage Kijiji.com - focusing particularly on traffic acquisition, user experience, product marketing and strategy.

Try it out at <http://www.kijiji.com>

Manager, Internet Marketing

August 2003 - December 2007 (4 years 5 months)

Focused on onsite engagement user acquisition through search engines. Key project leads:

eBay My World: <http://myworld.ebay.com/berecruited>

Reviews & Guides: <http://www.reviews.ebay.com>

eBay Blogs: <http://blogs.ebay.com>

eBay Match Ups: <http://www.ebaymatchups.com>

Education

Duke University

BA · (1999 - 2003)

Sidwell Friends



Jette Nygaard-Andersen, Chief Executive Officer

Jette became CEO of Entain in January 2021, having previously served on Entain's Board as an Independent Non-Executive Director from December 2019. In her role as a Non-Executive Director, Jette was involved in shaping the strategy and direction Entain set out in late 2020, positioning the business for sustainable growth by leading in innovation, safety and responsibility.

She has a broad background with over 20 years' experience across operating in leadership and operational roles in media, entertainment and digital businesses in general, with experience of working with companies to disrupt industries through technology in international markets. From 2003 until March 2019 she held several senior executive and non-executive roles at Modern Times Group AB, a listed international entertainment group with a strong presence in Scandinavia and Central Europe, serving on the executive committee from 2011.

Jette currently serves on the board of Coloplast AS, a leading medical technology company listed on the Copenhagen Stock Exchange, where she also serves as a member of the remuneration and nomination committees. She also formerly chaired the board of Astralis Group A/S, an international esports organisation, which has announced plans to list on the Nasdaq First North Growth Market in Denmark.



Rob Wood, Chief Financial Officer and Deputy CEO

Rob Wood has been with the group since 2012 and became Deputy CEO of Entain in January 2021. Prior to his current position, he was the CFO of the Ladbrokes Coral UK Retail business, the largest division in Entain, having originally joined Coral Retail as the Business Development and Strategy Director.

Prior to Entain and Ladbrokes Coral Rob was Senior Vice President at Cerberus Capital in London, overseeing the PE firm's portfolio companies in Europe. Before that role, Rob worked in restructuring advisory at NM Rothschild having joined from KPMG, where he qualified as a Chartered Accountant. Rob brings strong financial and accounting experience to the Board from private equity and banking. Rob's knowledge of Entain's operations and experience in creating value through mergers and acquisitions makes him uniquely placed to undertake his expanded role as Deputy CEO.



Robert Hoskin, Chief Governance Officer

Robert Hoskin was appointed as Chief Governance Officer to the Entain Board on 1 January 2021. Robert joined Entain in 2005 and served as Group Director of Legal, Regulatory and Secretariat overseeing the Group's corporate governance, legal and regulatory requirements across more than 20 countries in five continents and supported various M&A transactions. Prior to Entain, he headed up the Investment Company Secretariat at Aberdeen Asset Management. Prior to joining PartyGaming in 2005, Robert headed up the Investment Company Secretariat at Aberdeen Asset Management. His appointment as Chief Governance Officer reflects the importance the Board places on regulatory, legal and governance matters and their role in our long-term growth plans to build a world-class responsible and sustainable business.

He is a Chartered Company Secretary and has a law degree from University College London.

Keith A. Meister

Director, MGM Resorts International
Managing Partner and Chief Investment Officer, Corvex Management LP

Founder, Managing Partner & Chief Investment Officer of Corvex Management LP since 2010.
Chief Executive Officer and then Principal Executive Officer and Vice Chairman of the Board of Icahn Enterprises L.P., a diversified holding company from 2003 to 2010.

Also served as Senior Managing Director of the General Partners of Icahn Partners L.P. and affiliated funds from November 2004 to August 2010.

Co-President of J Net Ventures from January 2000 through September 2001.

Prior to launching J Net Ventures, Mr. Meister worked at NorthStar Capital and Lazard Freres.

Previously served as a director on numerous other public boards including: Yum! Brands, Inc., The Williams Companies, The ADT Corporation, Ralcorp Holdings and Motorola, Inc./Motorola Mobility, Inc., among others.

Vice Chairman of the board of directors for Harlem Children's Zone and a member of the board of trustees for the American Museum of Natural History.

Tilak Mandadi

Chief Strategy, Innovation & Technology Officer, MGM Resorts International

Mandadi brings decades of experience to MGM Resorts as a strategic thought leader in Fortune-100 companies as well as start-ups, most recently serving as executive vice president of digital, and global chief technology officer for Disney Parks, Experiences and Products. Serving in that role since 2013, Mandadi led a large, diverse global team that enabled guest-focused growth strategies for theme parks, resort hotels, cruise line and various travel, retail and food and beverage lines of business.

His team also supported the global licensing, publishing and games businesses at Disney. His work included crafting innovative solutions to the COVID-19 pandemic, transforming the company's guest and consumer experiences through the convergence of the physical and digital worlds, and the innovative use of data to drive personalization, engagement and loyalty, as well as revenue and yield optimization.

Prior to his role at Disney, Mandadi led digital transformation and growth at American Express as senior vice president, Digital. He has also served in digital, data and technology leadership positions at FedEx Kinko's (now FedEx Office) and Dell Online. His diverse background in hospitality, retail, entertainment and technology-based companies will be a significant asset as he guides MGM Resorts' corporate and digital strategy.

Mandadi holds a master's degree in computer science from the University of Oregon.

Gary Fritz

IAC/InterActiveCorp

Gary Fritz has served as a Member of the Board of Managers of BetMGM since December 2020. He currently is the Head of IAC Gaming, managing gaming industry related investments. Prior to his current position, he was the Chief Growth Officer and President of the Asia Pacific region for TripAdvisor.

Before joining TripAdvisor, Mr. Fritz founded the advisory and investment group Amanogawa, LLC, where he advised the leadership of several multi-national companies on global strategy and expansion plans, with clients that included Rakuten and TripAdvisor.

Mr. Fritz's relationship with TripAdvisor spans more than a decade. He held a variety of senior executive roles at Expedia, Inc. from 2003-2012 (when the company was part of Expedia). From 2008 to 2012, Gary served as president, Partner Services Group for Expedia, where he led Expedia's commercial activity and strategy on a global basis. Mr. Fritz oversaw the sales, technology and operations teams on a global basis.

Prior to Expedia, Mr. Fritz worked with the global consultancy McKinsey & Company for 3 years focused on telecom and distressed debt practices.

Gary has previously served as board member for multiple international companies. He also served as the Chairman of the University of Washington Haring Center for Inclusive Education. Gary's experience encompasses numerous roles in senior corporate leadership and as an executive consultant and advisor.

Mr. Fritz holds a Master's degree from MIT and a BA from the University of Pennsylvania.

4.9

4.9 LOBBYIST REGISTRATION REQUIREMENT

PML Section 1329 requires each lobbyist seeking to engage in lobbying activity on behalf of a client or a client's interest before the Commission to first register with the secretary of the Commission. While this obligation falls to the lobbyist, Applicant identification of its lobbyists is requested.

BetMGM does not have any lobbyists registered to lobby on its behalf in New York. For the sake of completeness, the list below includes all lobbyists currently registered to lobby on behalf of MGM Resorts International in New York.

Name	Title	Organization	Address
Ayesha Molino	Senior Vice President, Public Affairs	MGM Resorts International	501 C Street, NE Washington, DC 20002
Ed Domingo	Senior Vice President, Finance	MGM Resorts International	810 Yonkers Ave Yonkers, NY 10704
Taryn Duffy	Vice President, Corporate Communications and Public Affairs	MGM Resorts International	810 Yonkers Ave Yonkers, NY 10704
Jon Silvan	CEO	Global Strategy Group	250 Park Avenue South, NY, NY 10003
Joshua Oppenheimer	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Mark Glaser	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Lynelle Bosworth	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Christopher Cernik	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Christopher Del Guidice	Director	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Michael Murphy	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Jonathan Bing	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Ellen Gustafson	Assistant Director	Greenberg Traurig	200 Park Avenue New York, NY 10166
Robert Harding	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Harold Iselin	Shareholder	Greenberg Traurig	54 State St, Ste 6

			Albany, NY 12207
Pamela Madeiros	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Sam NeJame	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Jane Preston	Senior Director	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Mark Weprin	Shareholder	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Nicola Coleman	Of Counsel	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Deborah Stevens	Legislative Specialist	Greenberg Traurig	54 State St, Ste 6 Albany, NY 12207
Julie Greenberg	Executive Vice President	Kasirer	321 Broadway New York, NY 10007
Madison Mouny	Director, Government Relations	Kasirer	321 Broadway New York, NY 10007
Omar Alvarelllos	Vice President	Kasirer	321 Broadway New York, NY 10007
Suri Kasirer	President	Kasirer	321 Broadway New York, NY 10007
Jovia Radix	Vice President, Legislation	Kasirer	321 Broadway New York, NY 10007
Jennie Frishtick	Government Relations Associate	Kasirer	321 Broadway New York, NY 10007
Lester Marks	Vice President, Nonprofits	Kasirer	321 Broadway New York, NY 10007
Carla Matero	Chief Administrative Officer	Kasirer	321 Broadway New York, NY 10007
Jennifer Rivera	Vice President, Corporate and Legislation	Kasirer	321 Broadway New York, NY 10007
Varun Sanyal	Vice President, Real Estate	Kasirer	321 Broadway New York, NY 10007
Douglas Spring	Senior Associate and Manager	Kasirer	321 Broadway New York, NY 10007

Alexander Spyropoulos	Associate Vice President, Corporate	Kasirer	321 Broadway New York, NY 10007
Omar Toro-Vaca	Senior Vice President, Real Estate	Kasirer	321 Broadway New York, NY 10007
Dev Awasthi	Director, Government Relations	Kasirer	321 Broadway New York, NY 10007
Charles Aidinoff	Associate Vice President, Corporate	Kasirer	321 Broadway New York, NY 10007
Frank Clarke	Associate, Government Relations	Kasirer	321 Broadway New York, NY 10007
Brian Daaleman	Senior Associate, Corporate	Kasirer	321 Broadway New York, NY 10007
Grace Gribbon	Associate, Government Relations	Kasirer	321 Broadway New York, NY 10007
Marian Guerra	Director, Government Relations	Kasirer	321 Broadway New York, NY 10007
Kara Hughes	Senior Vice President, Corporate	Kasirer	321 Broadway New York, NY 10007
Alexander Malescio	Senior Associate, Real Estate	Kasirer	321 Broadway New York, NY 10007
Matthew Viggiano	Vice President, Real Estate	Kasirer	321 Broadway New York, NY 10007
Melissa Rosenberg	Associate Vice President, Real Estate	Kasirer	321 Broadway New York, NY 10007
Steven Thomson	Vice President, Real Estate and Communications	Kasirer	321 Broadway New York, NY 10007
Nicholas Pepe	Government Relations Associate	Kasirer	321 Broadway New York, NY 10007

4.10

4.10 NAMES, ADDRESSES AND OWNERSHIP AND OTHER INTERESTS

The name and business address of each person or entity who or that has a direct or indirect ownership or other proprietary interest (financial, voting or otherwise) in five percent or more of the Applicant.

Applicant is a 50/50 joint venture between MGM Resorts International and Entain PLC, through their respective wholly-owned subsidiaries:

MGM Resorts International
3600 Las Vegas Blvd. South
Las Vegas, NV 89109
(50% indirect owner of Applicant; 100% direct owner of MGM Sports & Interactive Gaming, LLC)

MGM Sports & Interactive Gaming, LLC
6385 South Rainbow Blvd., Ste 500
Las Vegas, NV 89118
(50% direct owner of Applicant)

+++++

Entain PLC
32 Athol St.
Douglas Isle of Man, IMI 1JB
(50% indirect owner of Applicant; 100% direct owner of Entain Holdings (UK) Inc.)

[REDACTED]

[REDACTED]

NOTE:

As reported on a Schedule 13D filed with the US Securities and Exchange Commission on January 11, 2021, the following Institutional Investor reported a direct ownership interest in MGM Resorts International of greater than ten percent (and therefore, an indirect ownership interest in Applicant of greater than five percent):

IAC/InterActiveCorp

555 West 18th Street

New York, New York 10011

(5.97% indirect owner of Applicant; 11.93% direct owner of MGM Resorts International)

4.11

4.11 CONFLICTS OF INTEREST

A description of any relationship or affiliation of the Applicant or any of the Applicant's affiliates that currently exists or existed in the past five years with any member, employee, consultant or agent of the Commission that is a conflict of interest or may be perceived as a conflict of interest during the RFA process. Further, if any such conflict should arise during the term of the RFA process, the Applicant shall notify immediately the Commission, in writing, of such conflict.

The Commission shall make the final determination as to whether any activity constitutes a conflict of interest pursuant to this provision. The Commission's decision shall be final; however, the Commission will not make any such decision without providing the Applicant with an opportunity to present comments.

If an Applicant does not identify any direct or indirect conflict of interest, or perceived conflict of interest, at the time the Applicant submits the Applicant's Application, the Applicant shall state that no conflict or perceived conflict of interest exists with respect to such Application. If the Applicant identifies a conflict of interest or perceived conflict of interest, the Applicant shall disclose the conflict and the steps the Applicant will take to resolve such conflict.

No conflicts to disclose.

4.12

4.12 PUBLIC OFFICIALS

Submit a list of names, titles, addresses and telephone numbers of any public officials or officers or employees of any governmental entity, and immediate family members of any such public officials, officers or employees, to the extent known, who, directly or indirectly, own any financial interest in, have any beneficial interest in, are the creditors of, hold any debt instrument issued by, or hold or have an interest, direct or indirect, in any contractual or service relationship with the Applicant or their Affiliates. Also submit a statement listing all persons and entities not listed in the immediately preceding sentence who or that have any arrangement, written or oral, to receive any compensation from anyone in connection with the Application, the RFA process or the process of obtaining a License from the State, describing the nature of the arrangement, the service to be provided and the amount of such compensation, whether actual or contingent.

Orrick, Herrington & Sutcliffe LLP

Orrick has a contractual arrangement to provide legal services and receive compensation from BetMGM, LLC in connection with the Application. Please see below for a list of Orrick attorneys and staff involved in the Application and their hourly billing rates.

- Jeremy Kudon, Partner, [REDACTED]
- Scott Ward, Partner, [REDACTED]
- Nick Green, Partner, [REDACTED]
- Ben Aiken, Senior Associate, [REDACTED] r
- Brad Fischer, Managing Associate, [REDACTED]
- Julie Pearlman, Managing Associate, [REDACTED]
- Pat Gibbs, Associate, [REDACTED]
- Ayala Magder, Law Clerk, [REDACTED]
- Elizabeth Walker, Senior Paralegal, [REDACTED]
- Mystic Rosa, Senior Paralegal, [REDACTED] r
- Indira Kinsella, Senior Paralegal, [REDACTED]
- Sam Adler, Practice Assistant, [REDACTED]

Frontier Economics Limited

Frontier has a contractual arrangement to provide economic analysis services and receive compensation from BetMGM, LLC in connection with the Application. Please see below for a list of employees at Frontier involved in the Application and their hourly billing rates.

- Thomas Bibby, Intern, [REDACTED]
- Francesco Barcellona, Analyst, [REDACTED]
- Stephanie Calhoun, Analyst, [REDACTED]
- Elisabetta Vitello, Consultant, [REDACTED]
- Giacomo Cattoretti, Consultant, [REDACTED]
- Michael Naylor Smith, Consultant, [REDACTED]
- Kristine Dislere, Consultant, [REDACTED]
- Mike Owen, Manager, [REDACTED]
- Mark Johnson, Manager, [REDACTED]
- Simon Gaysford, Director, [REDACTED]

Brownstein Hyatt Farber Schreck, LLP

Brownstein has a contractual arrangement to provide legal services and receive compensation from BetMGM, LLC in connection with the Application. Please see below for a list of Brownstein attorneys and staff involved in the Application and their hourly billing rates

- William Downey, Partner, [REDACTED]
- Melissa Thevenot, Associate [REDACTED]
- Benjamin Ferrell, Associate [REDACTED]
- Meredith Whatley, Paralegal [REDACTED]
- Terry Earl, Paralegal [REDACTED]

4.13

4.13 CONTRACTS WITH THE STATE OF NEW YORK

Submit a list of any current or previous contracts that the Applicant or its affiliates has had with, and any current or previous licenses that the Applicant has been issued by or under, any department or agency of the State. Include the contract or license name and number and a concise explanation of the nature of the contract or license.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Agreement/Contract Name	Agreement/Contract Number ¹	Concise Explanation of the Nature of the Agreement/Contract
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

[REDACTED]

Agreement/Contract Name	Agreement/Contract Number ¹	Concise Explanation of the Nature of the Agreement/Contract
[REDACTED]		
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

4.14

4.14 ORGANIZATIONAL DOCUMENTS

Submit, as applicable, copies of the following documents that apply to the Applicant or the Applicant's owners:

- A. certified copy of each relevant certificate of incorporation, articles of incorporation or corporate charter;
- B. by-laws as amended through the date of the Application;
- C. certified copy of its certificate of formation or articles of organization of a limited liability company;
- D. limited liability company agreement or operating agreement as amended through the date of the Application;
- E. certified copy of each relevant certificate of partnership;
- F. partnership agreement as amended through the date of the Application;
- G. certified copy of each relevant certificate of limited partnership;
- H. limited partnership agreement as amended through the date of the Application;
- I. other legal instruments of organization;
- J. joint venture agreement;
- K. trust agreement or instrument, each as amended through the date of the Application;
- L. voting trust or similar agreement; and
- M. stockholder, member or similar agreement.

See attached exhibits responsive to 4.14A, B, C, and D. 4.14E through M are not applicable.

Exhibit

4.14a1

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "MGM RESORTS INTERNATIONAL" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE FOURTEENTH DAY OF JUNE, A.D. 2011, AT 7:54 O`CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2011, AT 9:18 O`CLOCK A.M.



Jeffrey W. Bullock, Secretary of State

2082204 8100X
SR# 20212841821

Authentication: 203798745
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
MGM RESORTS INTERNATIONAL

June 14, 2011

MGM Resorts International (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

A. The name under which the Corporation was originally incorporated is GRAND NAME, CO., and the date of filing the original certificate of incorporation of the Corporation with the Secretary of State of the State of Delaware is January 29, 1986.

B. The first Amended and Restated Certificate of Incorporation of the Corporation (the "First Amended and Restated Certificate of Incorporation") was filed June 15, 2010.

C. This second Amended and Restated Certificate of Incorporation of the Corporation (this "Amended and Restated Certificate of Corporation") was duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL, and restates, integrates and amends the provisions of the First Amended and Restated Certificate of Incorporation.

D. This Amended and Restated Certificate of Incorporation shall become effective immediately upon its filing with the Secretary of State of the State of Delaware.

E. The text of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended and restated in its entirety to read as set forth as follows:

1. The name of the Corporation is:

MGM Resorts International

2. The address of its registered office in the State of Delaware is Corporation Trust Center, No. 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

3. The nature of the business, or objects or purposes proposed to be transacted, provided or carried on are:

In general to engage in any lawful act or activity for which corporations may be organized under the DGCL.

4. The aggregate number of shares which the Corporation shall have the authority to issue is 1,000,000,000 shares, all of which are to be common stock, and the par value of each of such shares is to be \$.01.

5. The Board of Directors is expressly authorized to adopt, amend or repeal the by-laws of this Corporation.

6. Tender offers for the purchase of equity securities of this Corporation shall not be subject to the provisions of Section 203 of the General Corporation Law of the State of Delaware.

7. The Corporation is to have perpetual existence.

8. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

Meetings of stockholders may be held within or without the State of Delaware, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the Corporation.

9. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

10. A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware or (iv) for any transaction from which the director derives an improper personal benefit.

Any repeal or amendment of this Article 10 by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

11. (A) Except as is otherwise expressly provided in instruments containing the terms of the Corporation's securities, which instruments have been approved by the New Jersey Casino Control Commission (hereinafter "Commission"), in accordance with Section 82d(7) and (9) of the New Jersey Casino Control Act, N.J.S.A. 5:12-1 et seq. ("Act"), all securities of the Corporation shall be held subject to the condition that if a holder thereof is disqualified by the Commission pursuant to the Act ("Disqualified Holder"), such Disqualified Holder shall dispose of his interest in the

Corporation's securities within 120 days or such other time period required by the Commission following the Corporation's receipt of notice (the "Notice Date") of such Disqualified Holder. Promptly following the Notice Date, the Corporation shall personally deliver a copy of such written notice to the Disqualified Holder, mail it to such Disqualified Holder at the address shown on the Corporation's books and records, or use any other reasonable means of delivering a copy of such written notice to the Disqualified Holder. Failure of the Corporation to provide notice to a Disqualified Holder after making reasonable efforts to do so shall not preclude the Corporation from exercising its rights under this Article 11. Failure of the Corporation to exercise its rights under this Article 11 shall not preclude the Corporation from exercising its rights under Article 12.

(B) A Disqualified Holder shall reimburse the Corporation for all expenses incurred by the Corporation in performing its obligations and exercising its rights under this Article 11 or Article 12.

(C) This Article 11 shall become effective if and when the Corporation becomes a holding company of a casino licensee under the New Jersey Act. This Article 11 shall remain in effect only so long as required by the Commission.

12. So long as the Corporation holds (directly or indirectly) a license or franchise from a governmental agency to conduct its business, which license or franchise is conditioned upon some or all of the holders of the Corporation's stock possessing prescribed qualifications, any and all shares of the Corporation's stock shall be subject to redemption by the Corporation, at its sole option and in its sole discretion, to the extent necessary to prevent the loss of such license or franchise or to reinstate it.

Any shares of the Corporation's stock redeemable pursuant to this Article 12 may be called for redemption immediately for cash, property or rights, including securities of the Corporation or another corporation, on not less than five (5) days notice to the holder(s) thereof at a redemption price equal to the average closing price of such stock on a national securities exchange for the 45 trading days immediately preceding the date of the redemption notice; or if such stock is not so traded, then the average of the high and low closing bid price of the stock as quoted by the National Association of Securities Dealers Automated Quotation system for such 45 trading day period; or if such stock is not so quoted, the redemption price shall be determined in good faith by the Corporation's Board of Directors.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY OMITTED]

IN WITNESS WHEREOF, the undersigned has duly executed this Amended and Restated Certificate of Incorporation as of the date first set forth above.

/s/ John M. McManus
John M. McManus, Secretary

**CERTIFICATE OF CHANGE OF LOCATION OF REGISTERED OFFICE
AND OF REGISTERED AGENT
OF
MGM RESORTS INTERNATIONAL**

It is hereby certified that:

1. The name of the corporation (hereinafter called the "corporation") is:

MGM RESORTS INTERNATIONAL

2. The registered office of the corporation within the State of Delaware is hereby changed to 2711 Centerville Road, Suite 400, City of Wilmington 19808, County of New Castle.

3. The registered agent of the corporation within the State of Delaware is hereby changed to Corporation Service Company, the business office of which is identical with the registered office of the corporation as hereby changed.

4. The corporation has authorized the changes hereinbefore set forth by resolution of its Board of Directors.

Signed on September 13, 2011.

/s/ John M. McManus

Name: John McManus

Title: Executive Vice President

Exhibit

4.14a2



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number **11159638**

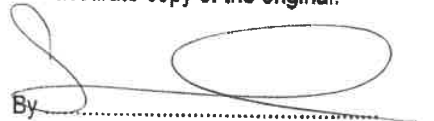
The Registrar of Companies for England and Wales, hereby certifies that

GVC HOLDINGS (UK) LIMITED

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by shares, and the situation of its registered office is in England and Wales.

Given at Companies House, Cardiff, on **19th January 2018**.

I hereby certify that this is a true and accurate copy of the original.

By 

Date 12 September 2018
SIAN HOSKIN
CHARTERED SECRETARY
ACIS NUMBER: 1093595

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES

Exhibit

4.14a3

COMPANY HAVING A SHARE CAPITAL

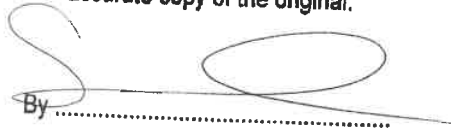
Memorandum of association of GVC HOLDINGS (UK) LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
GVC HOLDINGS PLC	Authenticated Electronically

Dated: 18/01/2018

I hereby certify that this is a true and accurate copy of the original.

By 

Date 12 September 2018

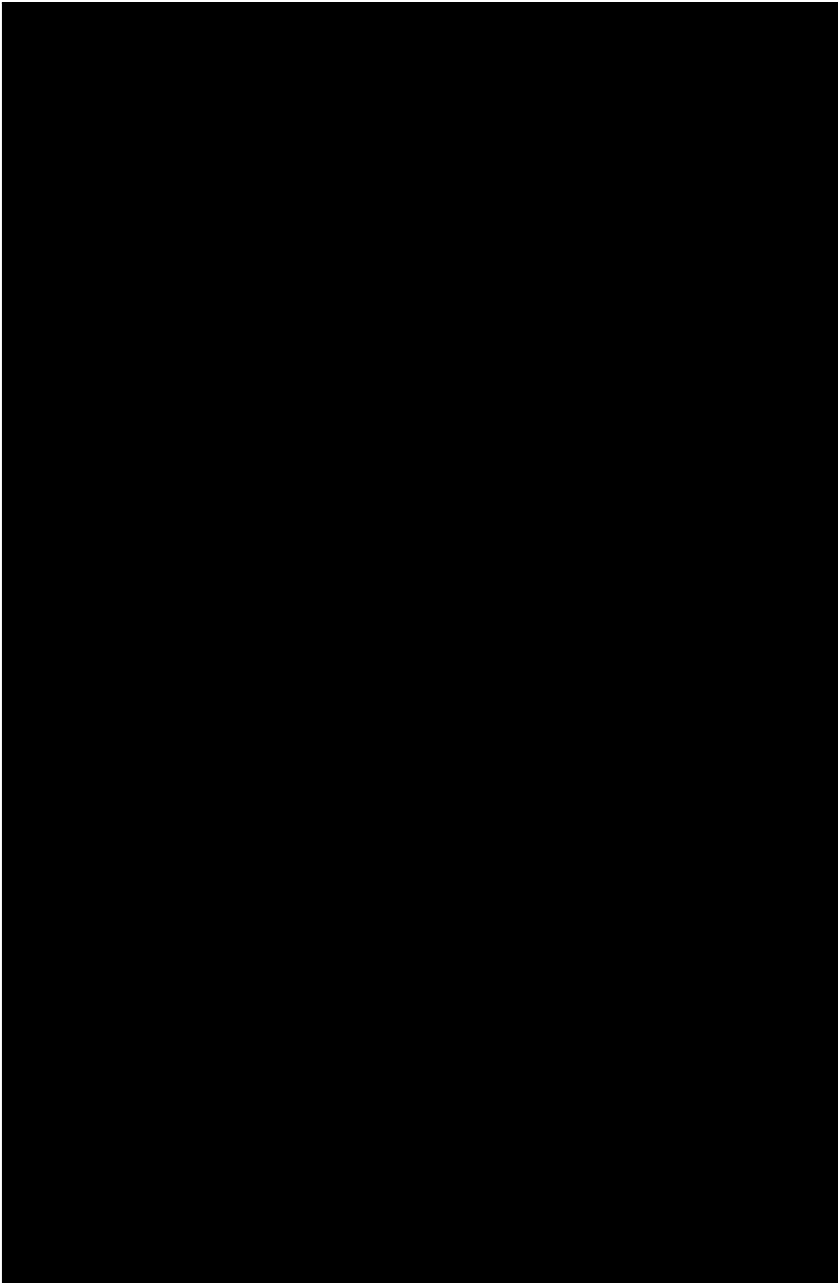
SEAN HOSKIN
CHARTERED SECRETARY
AELS NUMBER: 1093595

SCHEDULE 1

Regulation 2

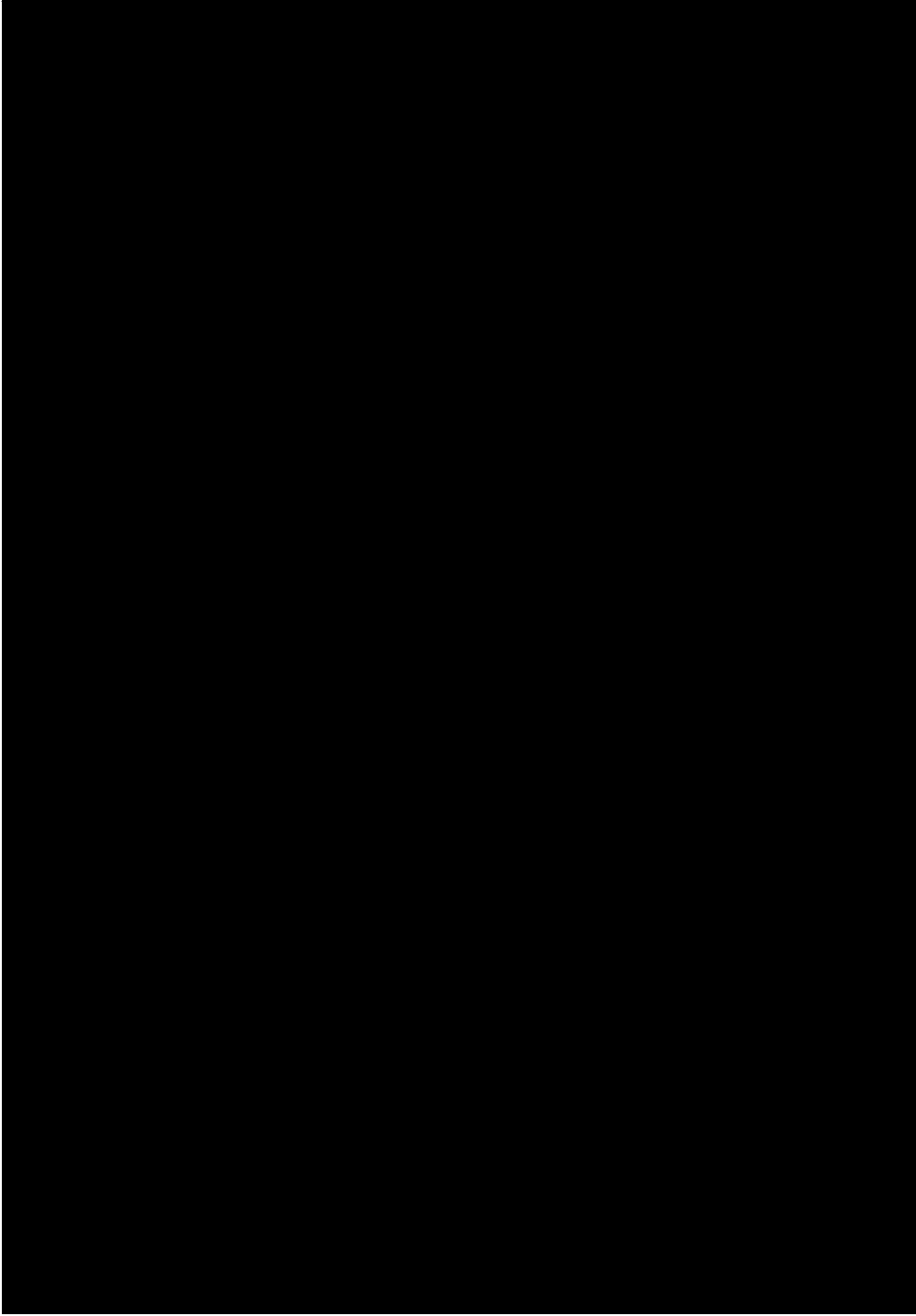
MODEL ARTICLES FOR PRIVATE COMPANIES LIMITED
BY SHARES

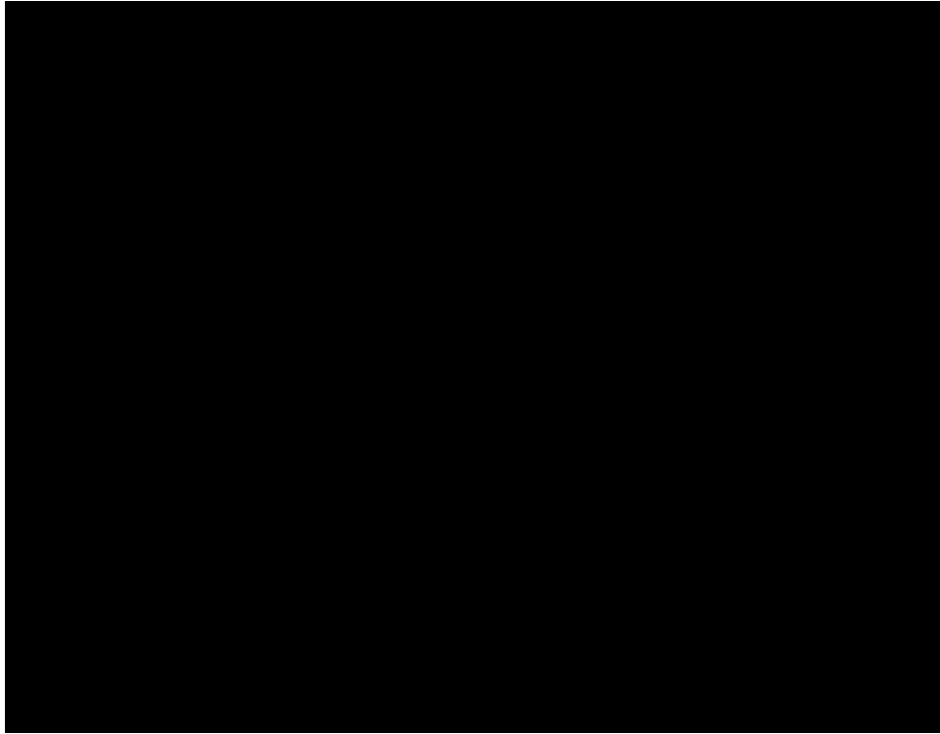
INDEX TO THE ARTICLES





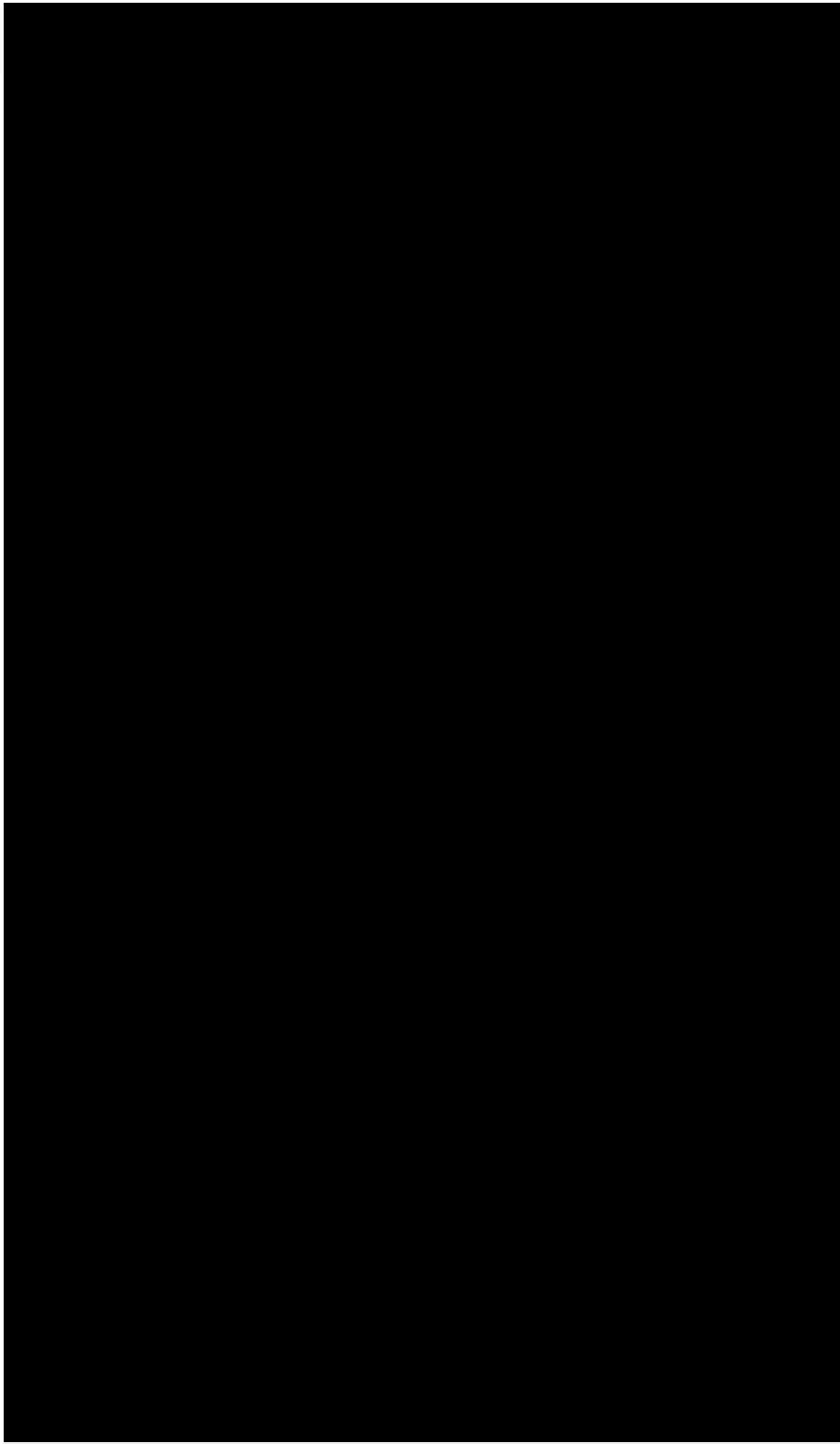
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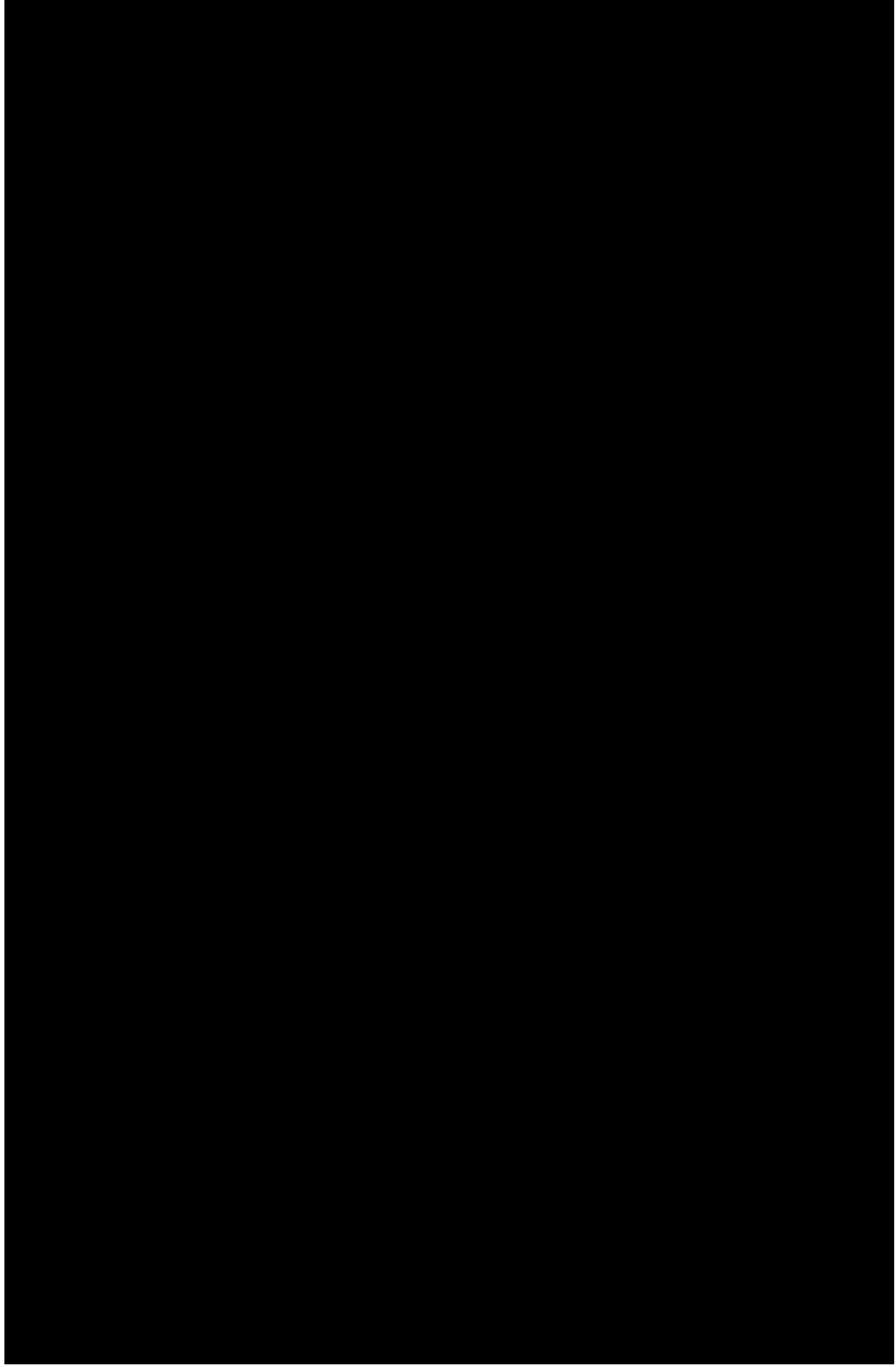


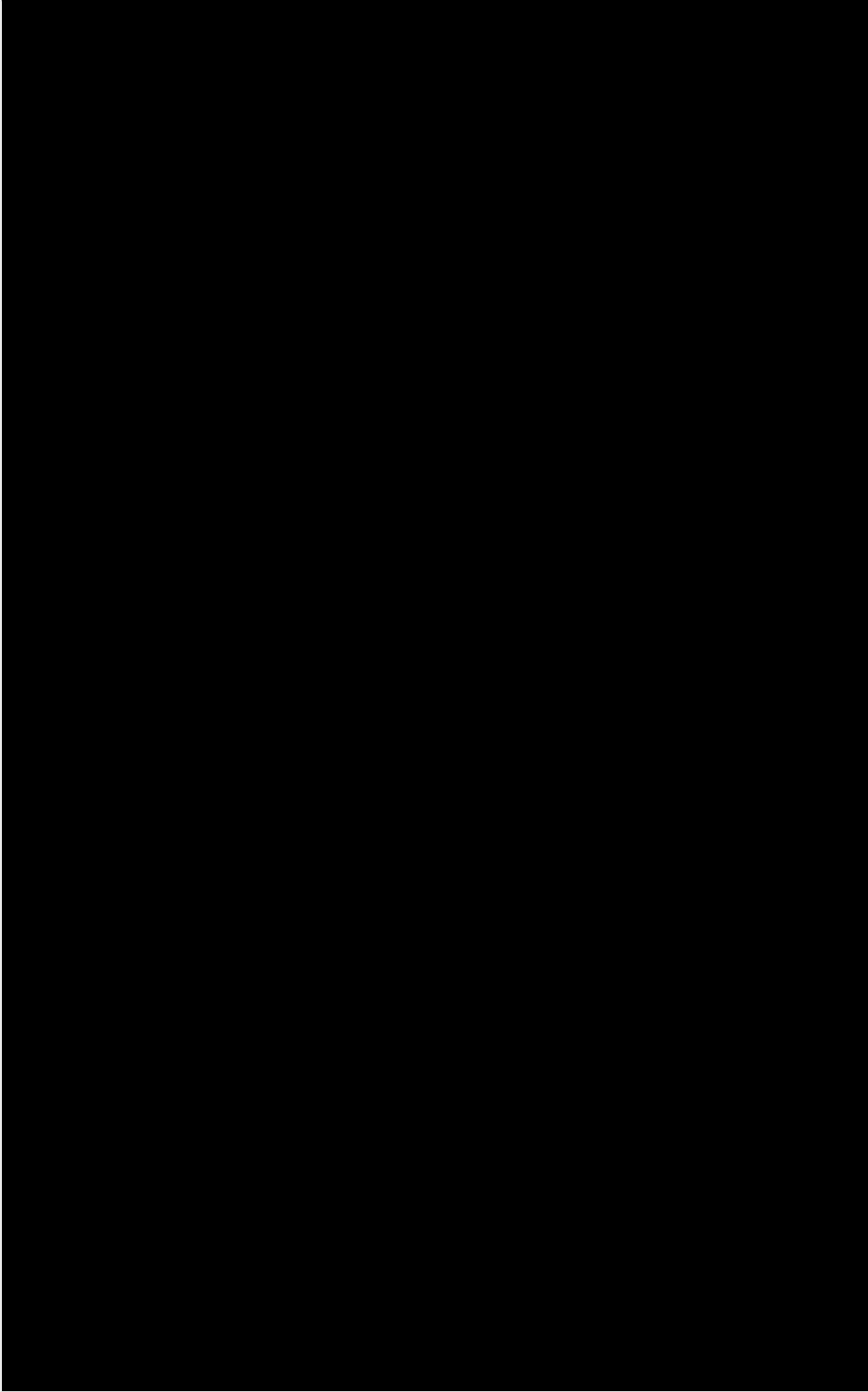


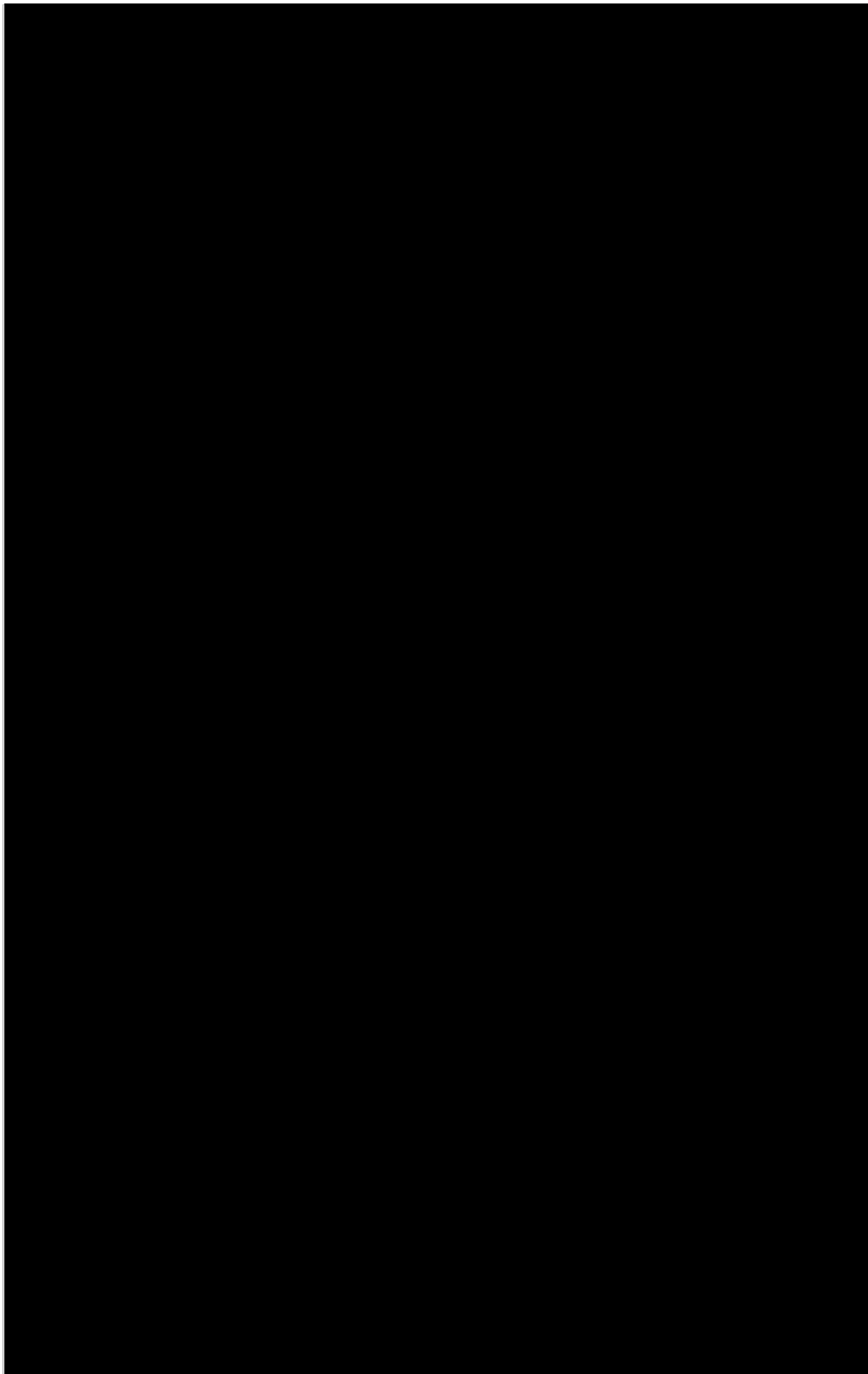
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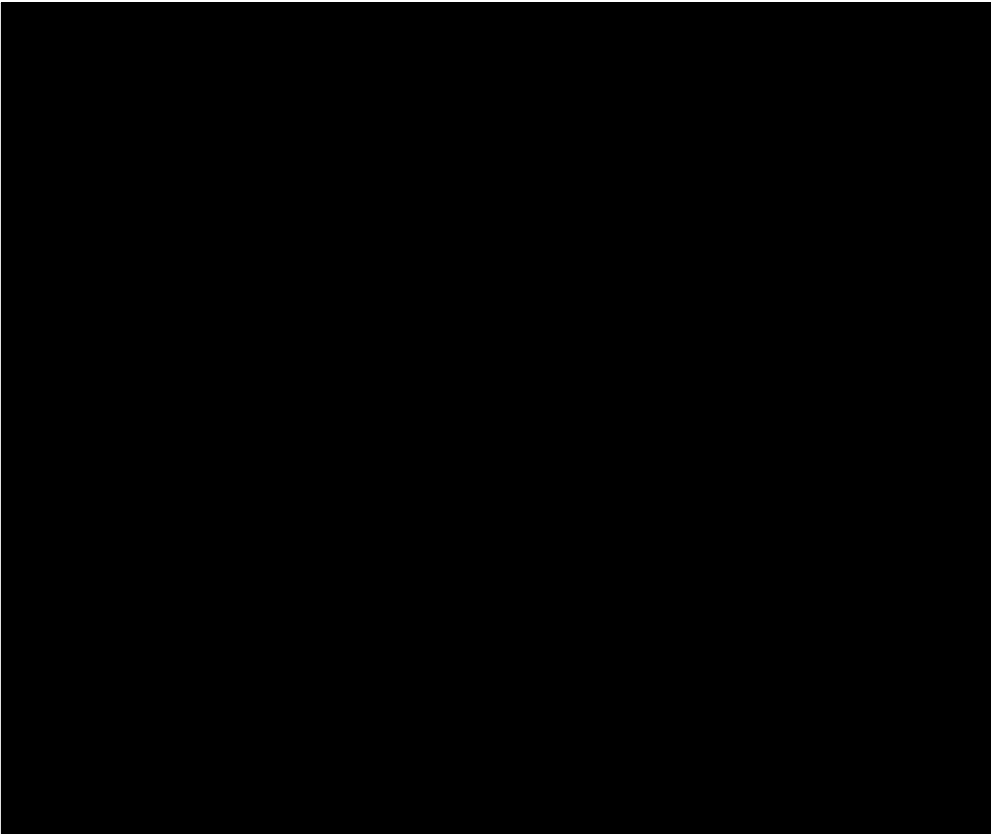




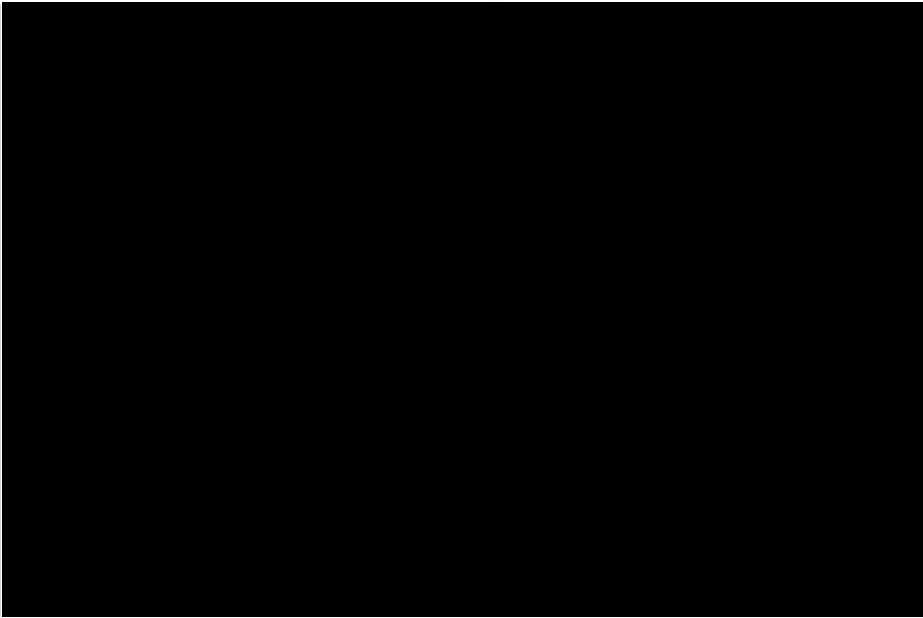


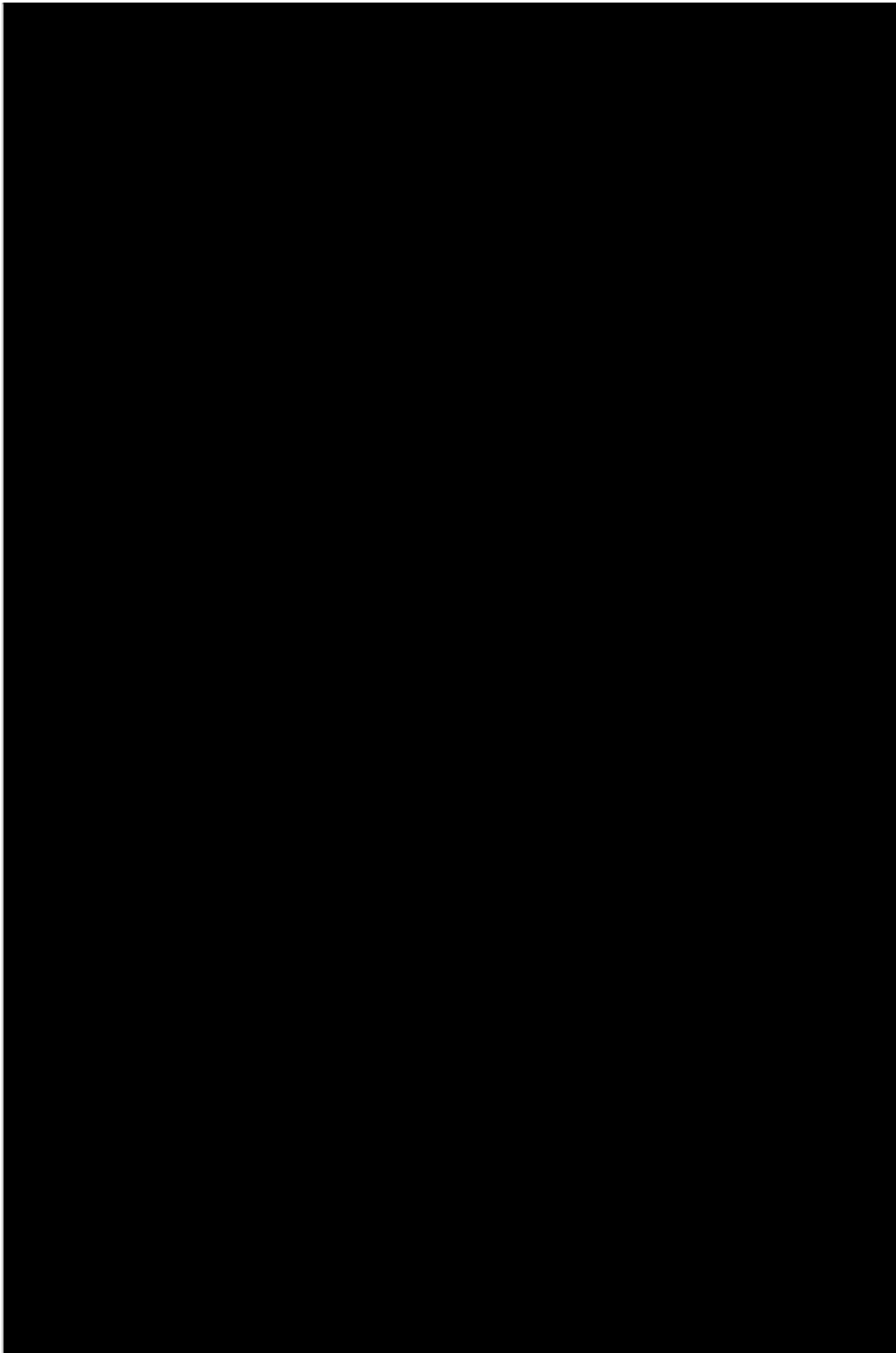


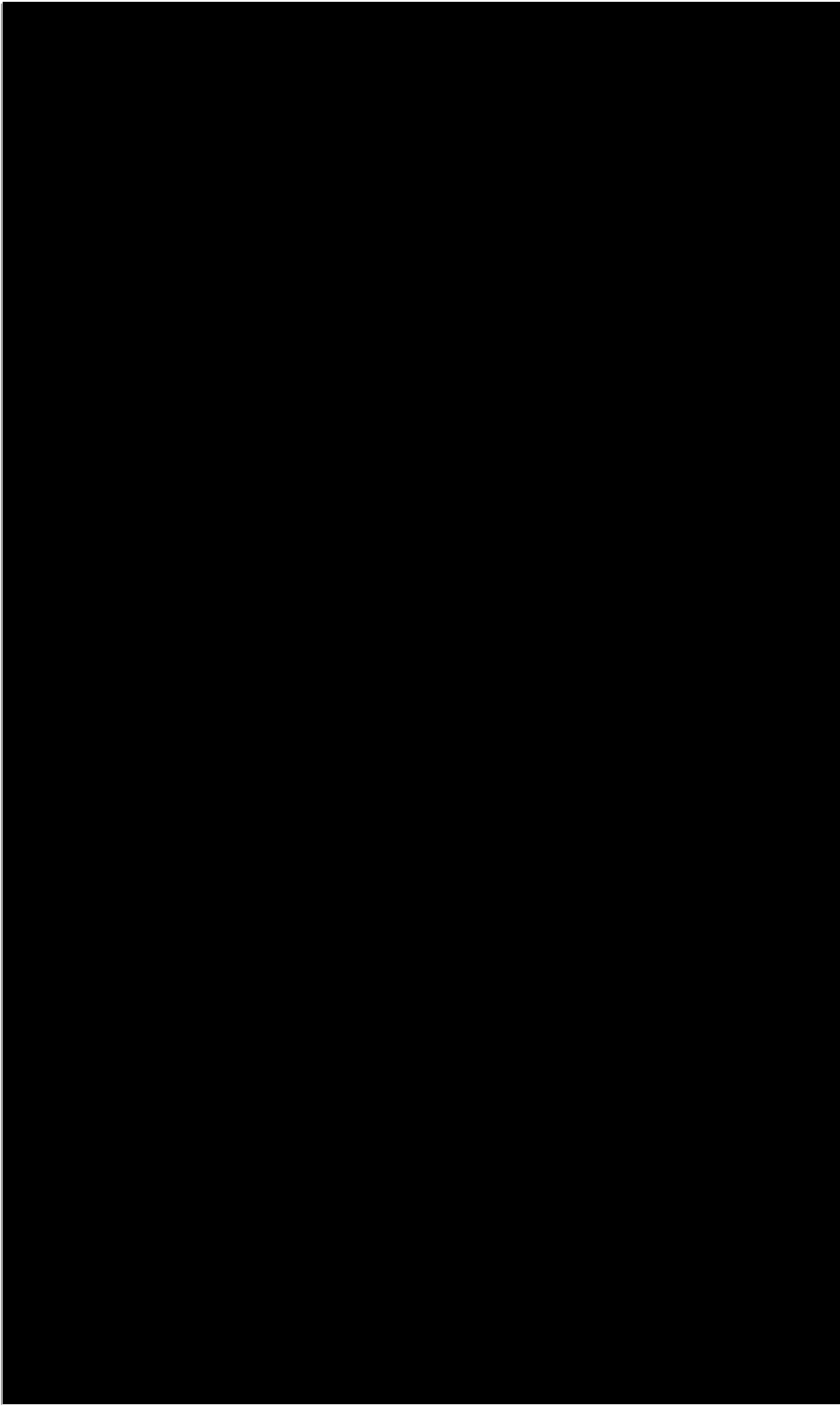


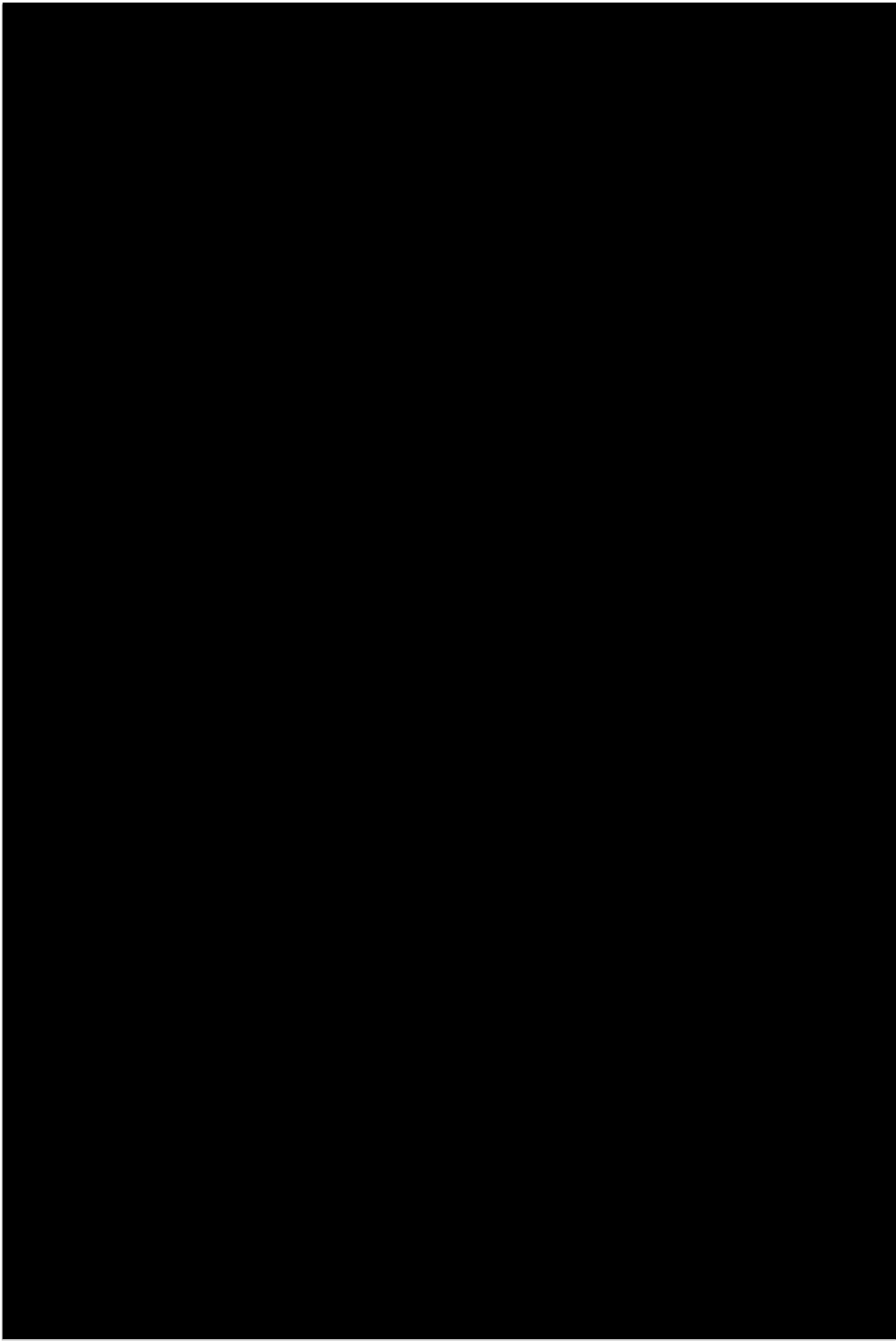


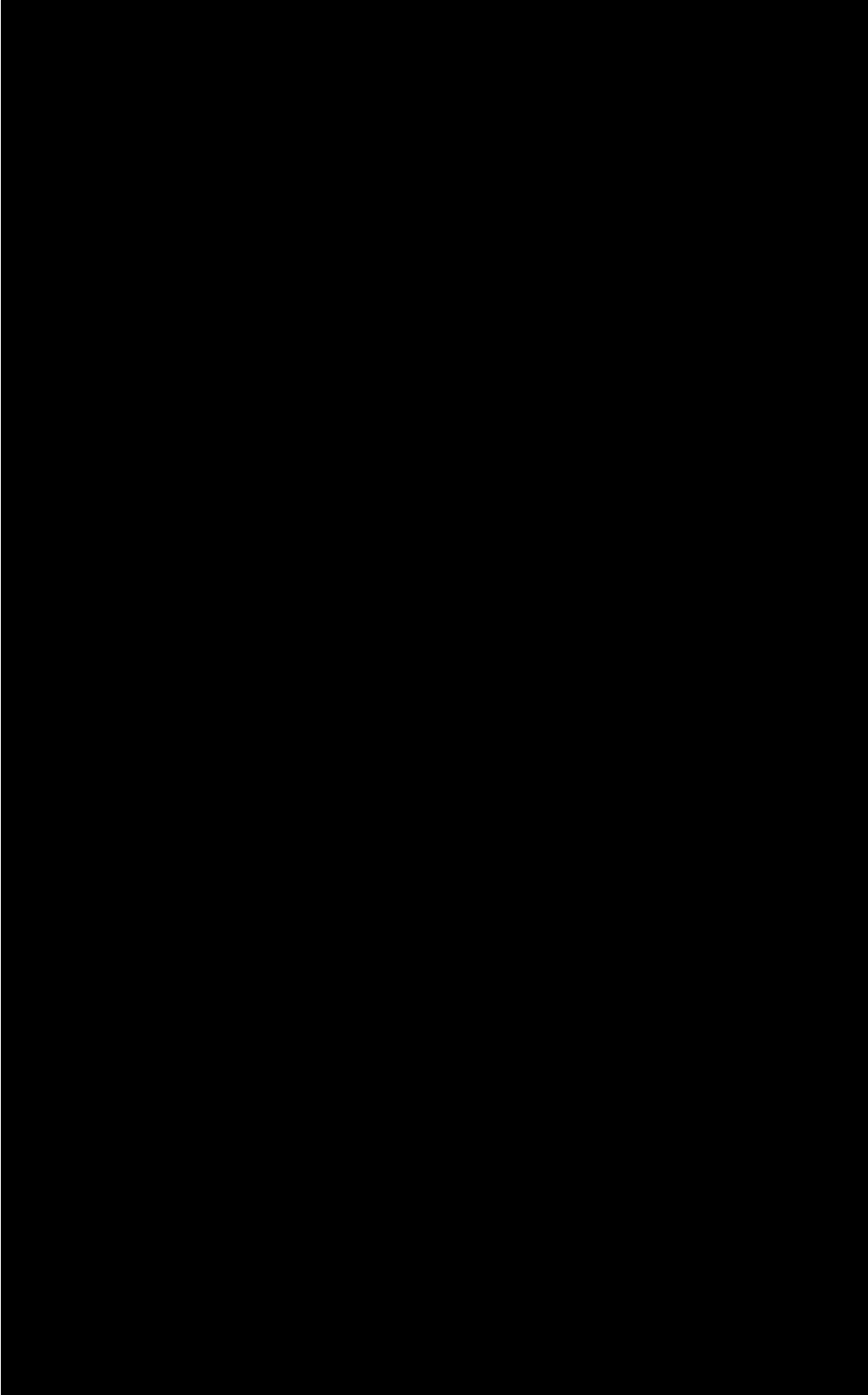
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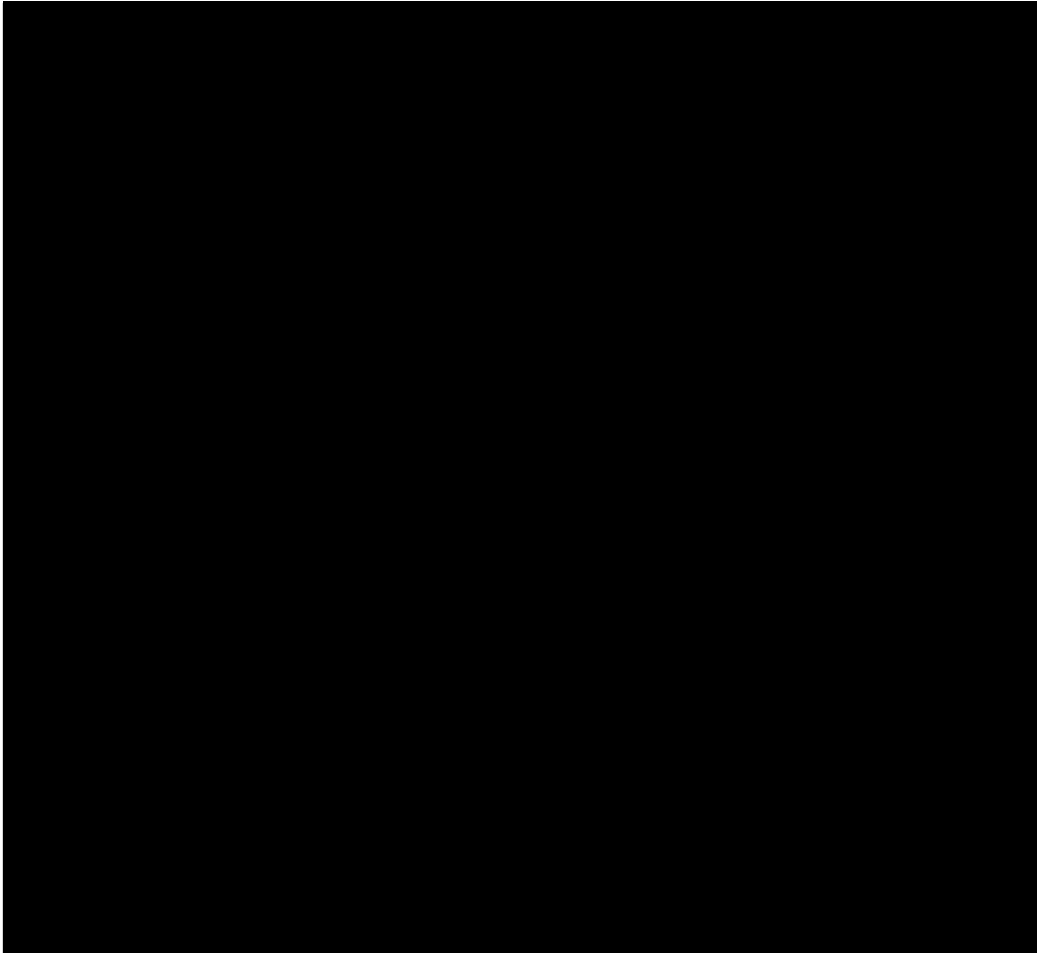




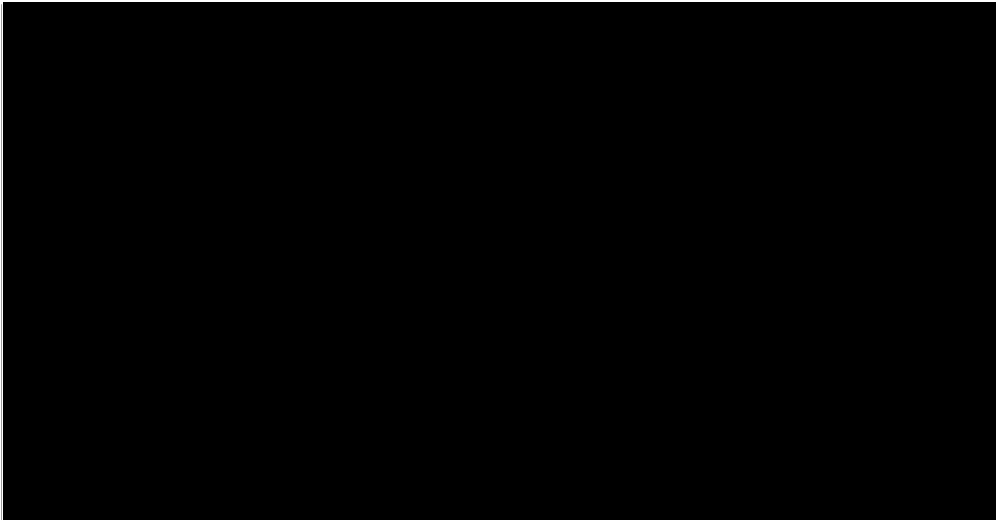


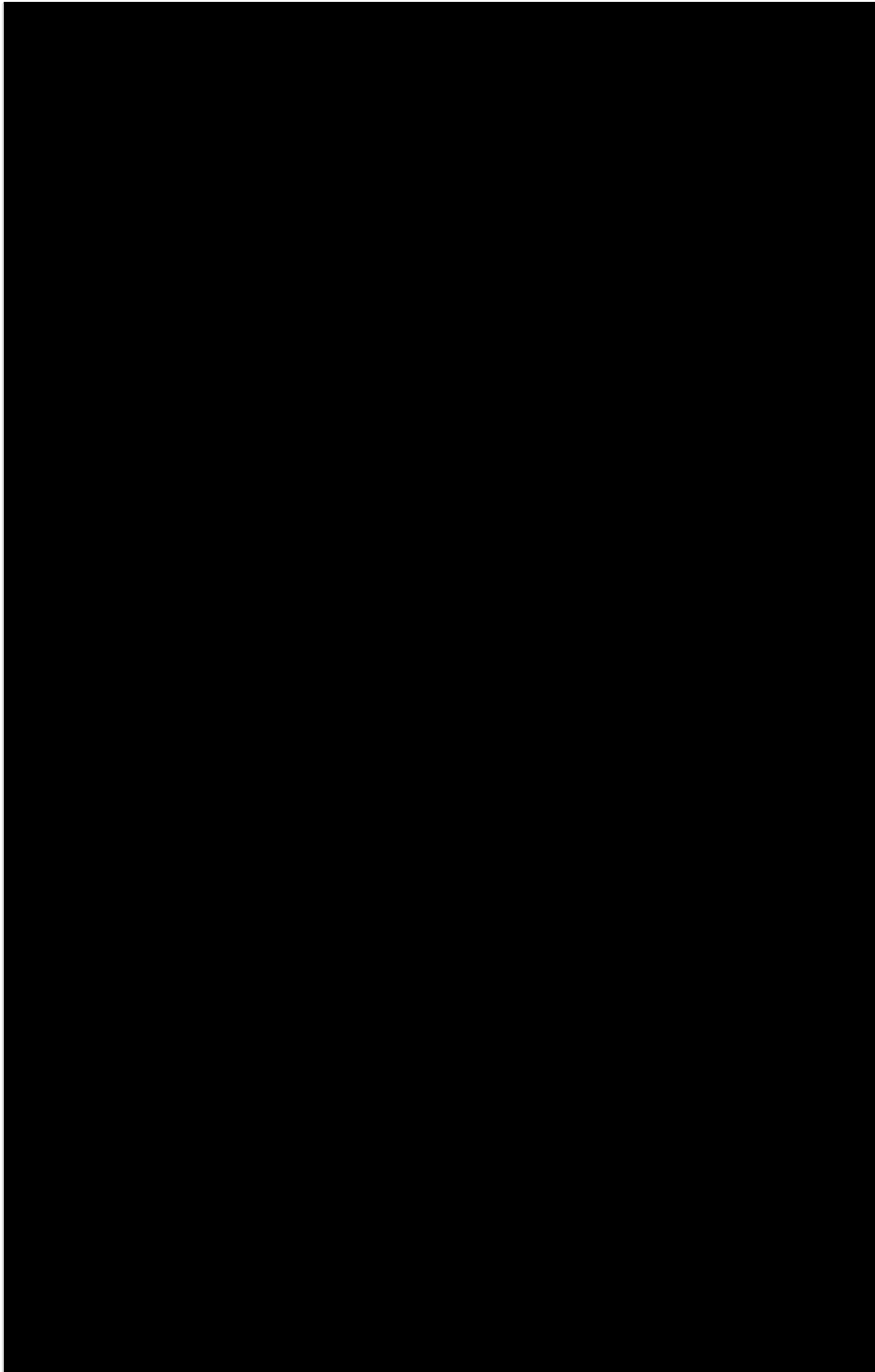


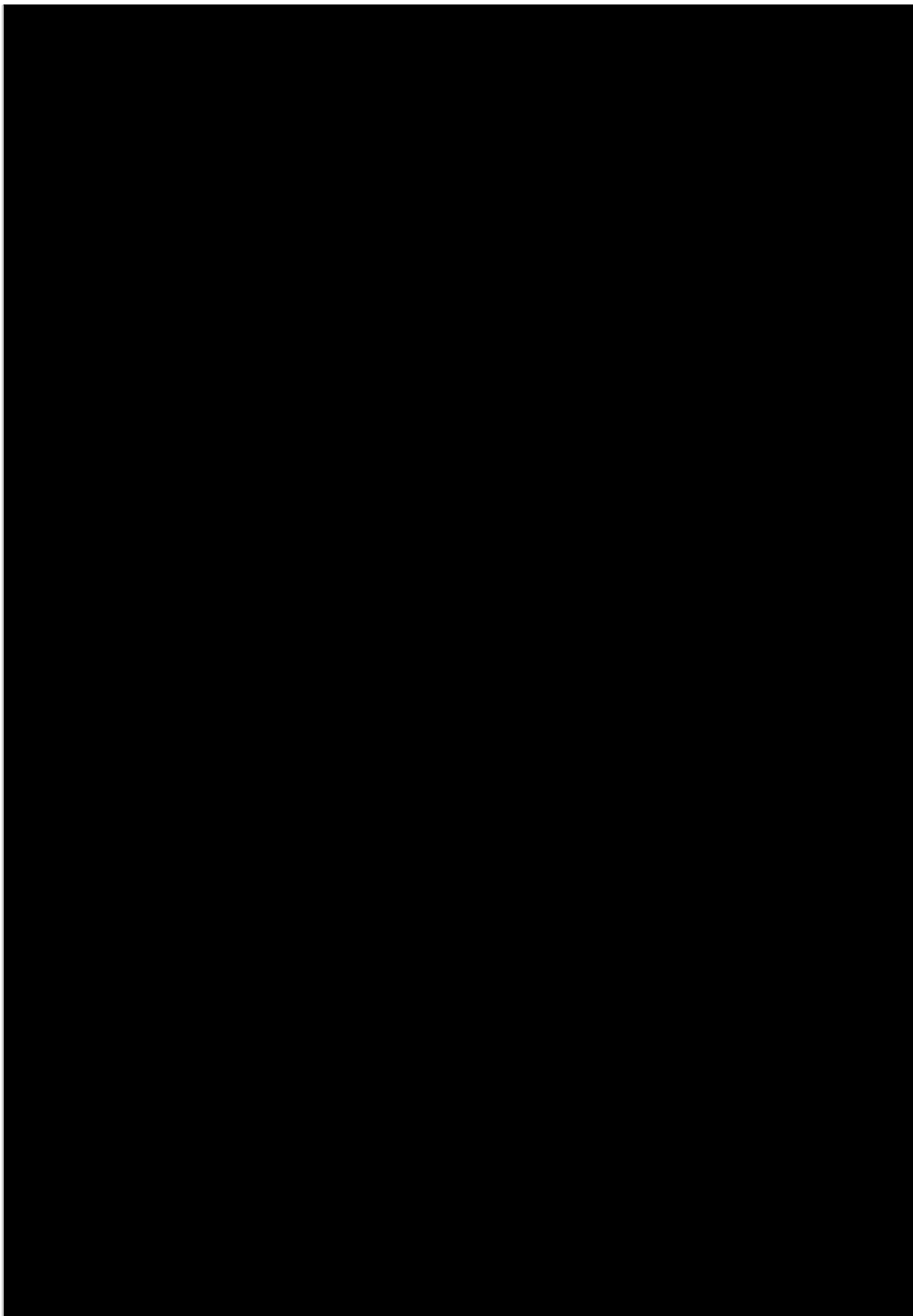


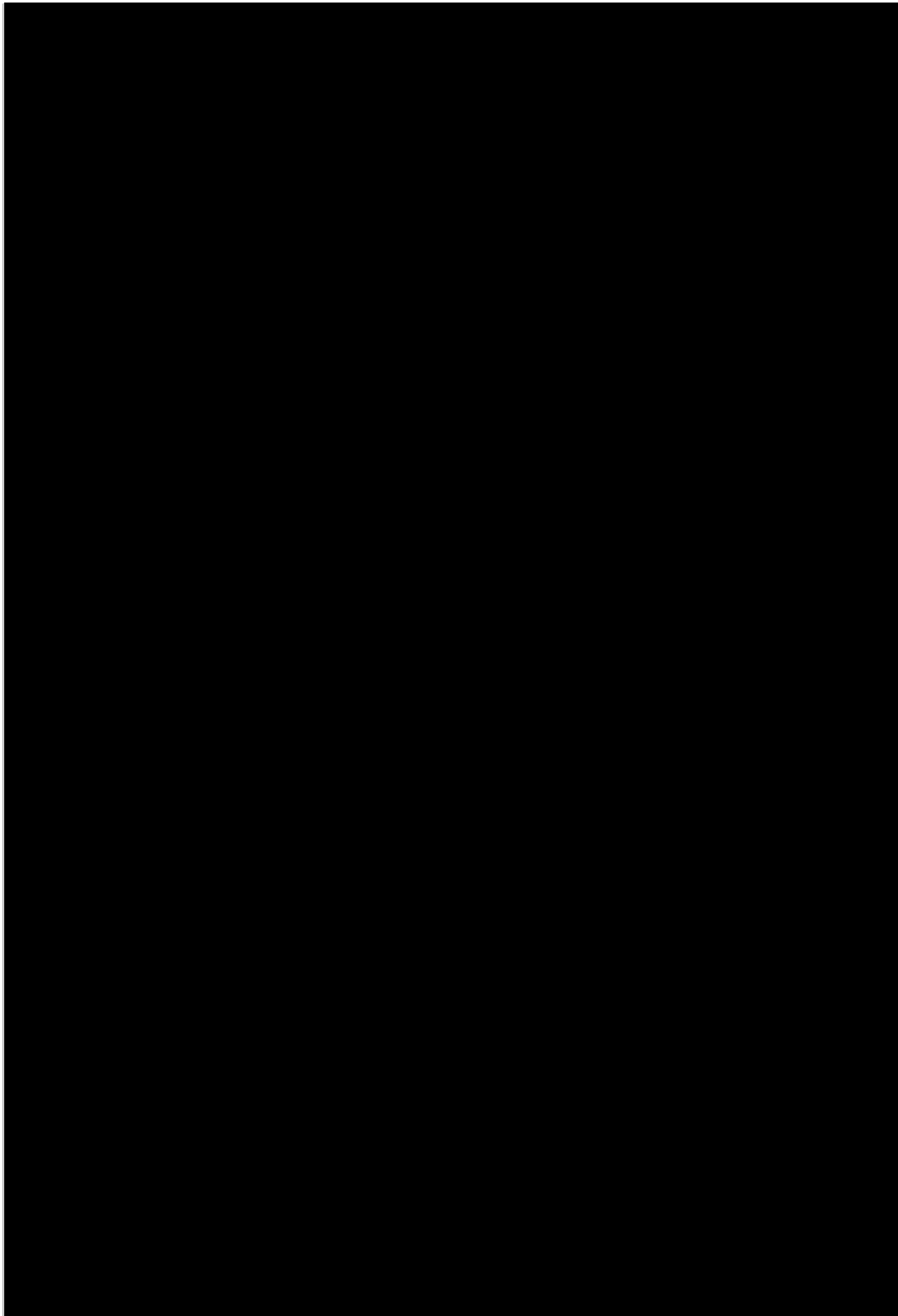


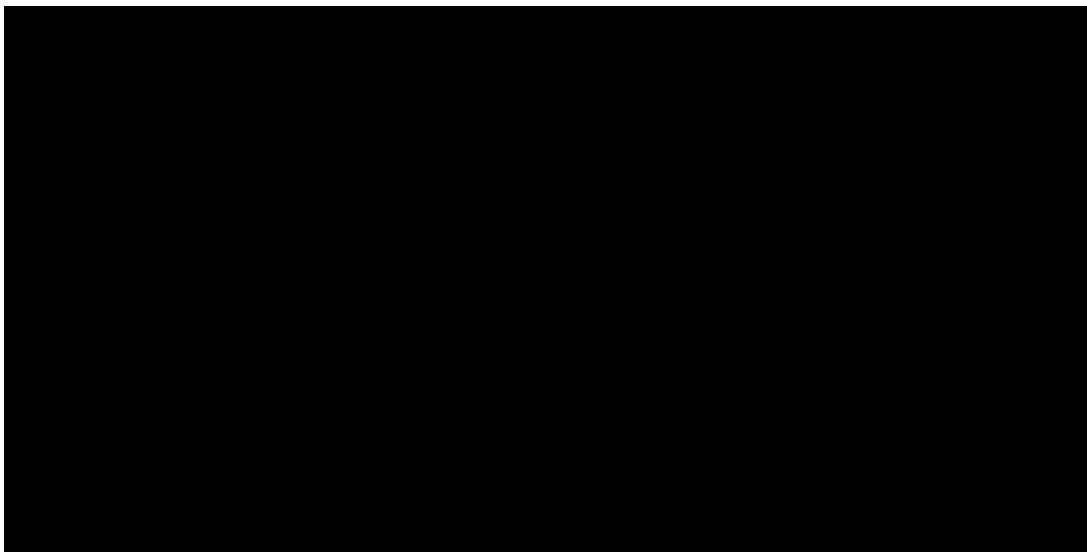
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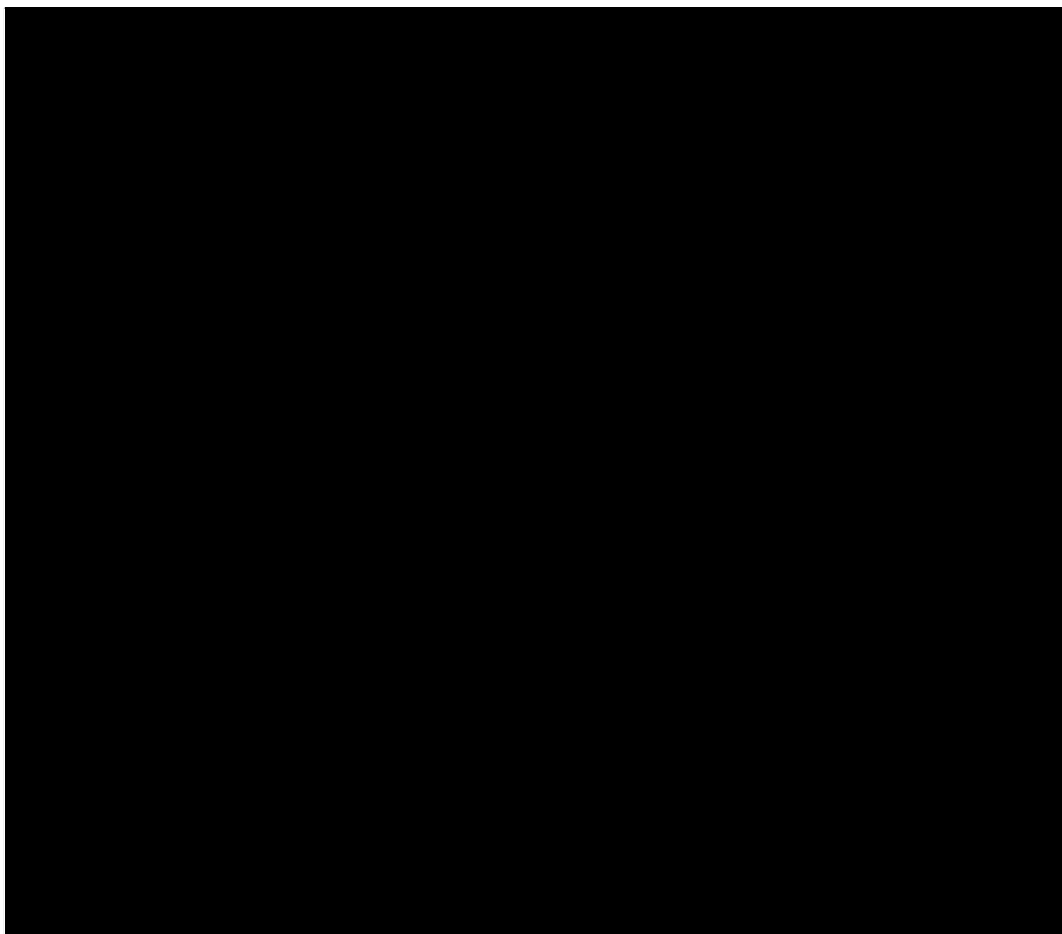


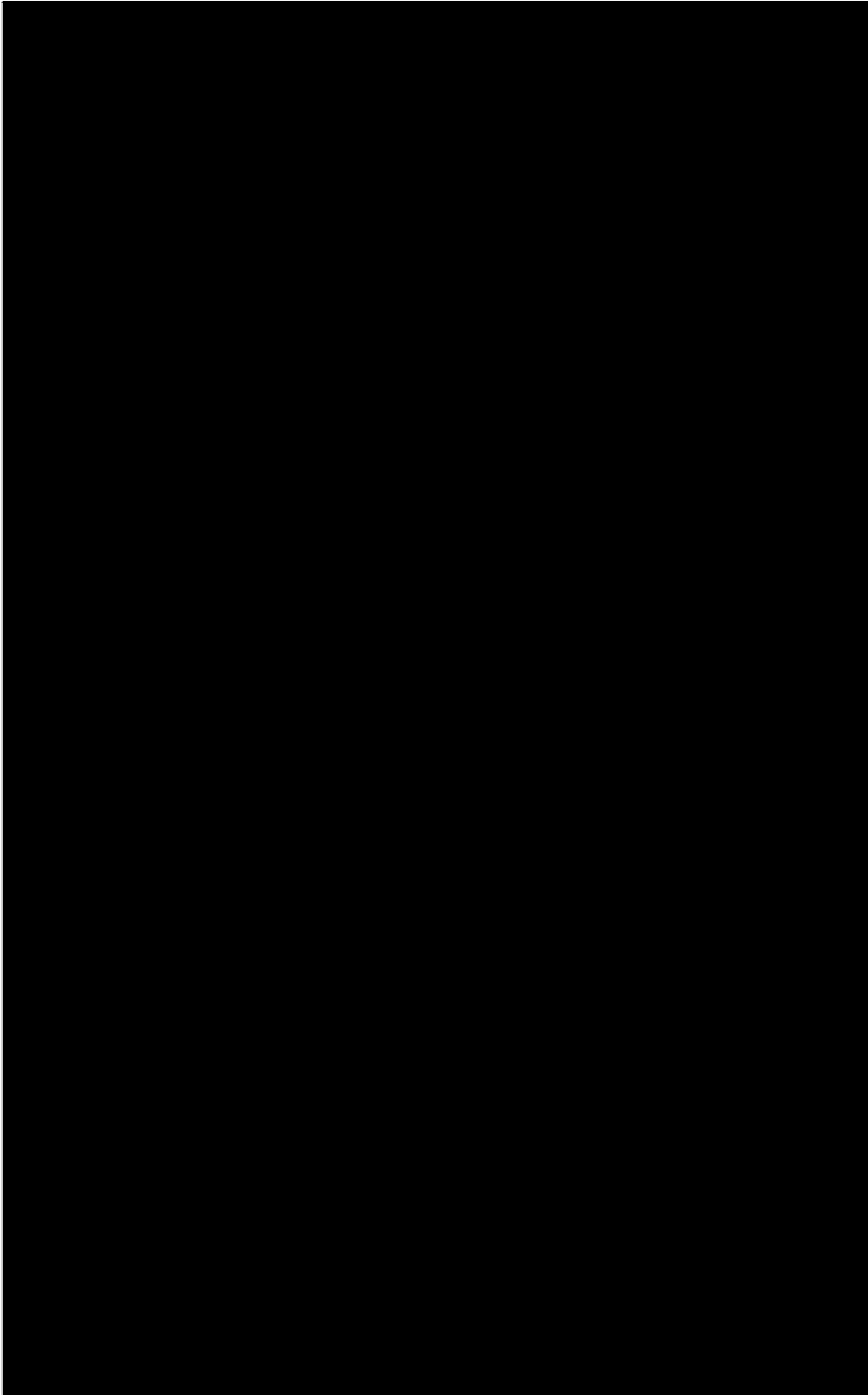






PART 5





Exhibit

4.14a4

CHEESWRIGHTS

SCRIVENER NOTARIES | LLP

TO ALL TO WHOM THESE PRESENTS SHALL COME I
ANDREW JONATHAN CLAUDET of the City of London, England
NOTARY PUBLIC by royal authority duly admitted, sworn and
holding a faculty to practise throughout England and Wales,
DO HEREBY CERTIFY that the document hereunto annexed
marked "A" is a printout of the model articles for private
companies limited by shares scheduled to the Companies
(Model Articles) Regulations 2008 adopted by **GVC HOLDINGS
(UK) LIMITED** (hereinafter called "the Company"), a United
Kingdom company duly organised and existing, registered
with the Registrar of Companies for England and Wales under
number 11159638, as its articles of association;

AND I DO FURTHER CERTIFY that the document hereunto
annexed marked "B" was this day extracted by me from the
file held on the public electronic database maintained by the
Registrar of Companies for England and Wales relating to the
Company, as being a copy of its memorandum of association.

IN FAITH AND TESTIMONY WHEREOF I the said notary have
subscribed my name and set and affixed my seal of office in
London, England this thirtieth day of September in the year
two thousand and nineteen.



International
Union
of Notaries



SCRIVENER
NOTARIES

Regulated by the Faculty Office of the Archbishop of Canterbury
Bankside House, 107 Leadenhall Street, London, EC3A 4AF tel 020 7623 9477
email notary@cheeswrights.com www.cheeswrights.com Canary Wharf office tel 020 7712 1565
Cheeswrights LLP is a limited liability partnership registered in England and Wales under number OC426084

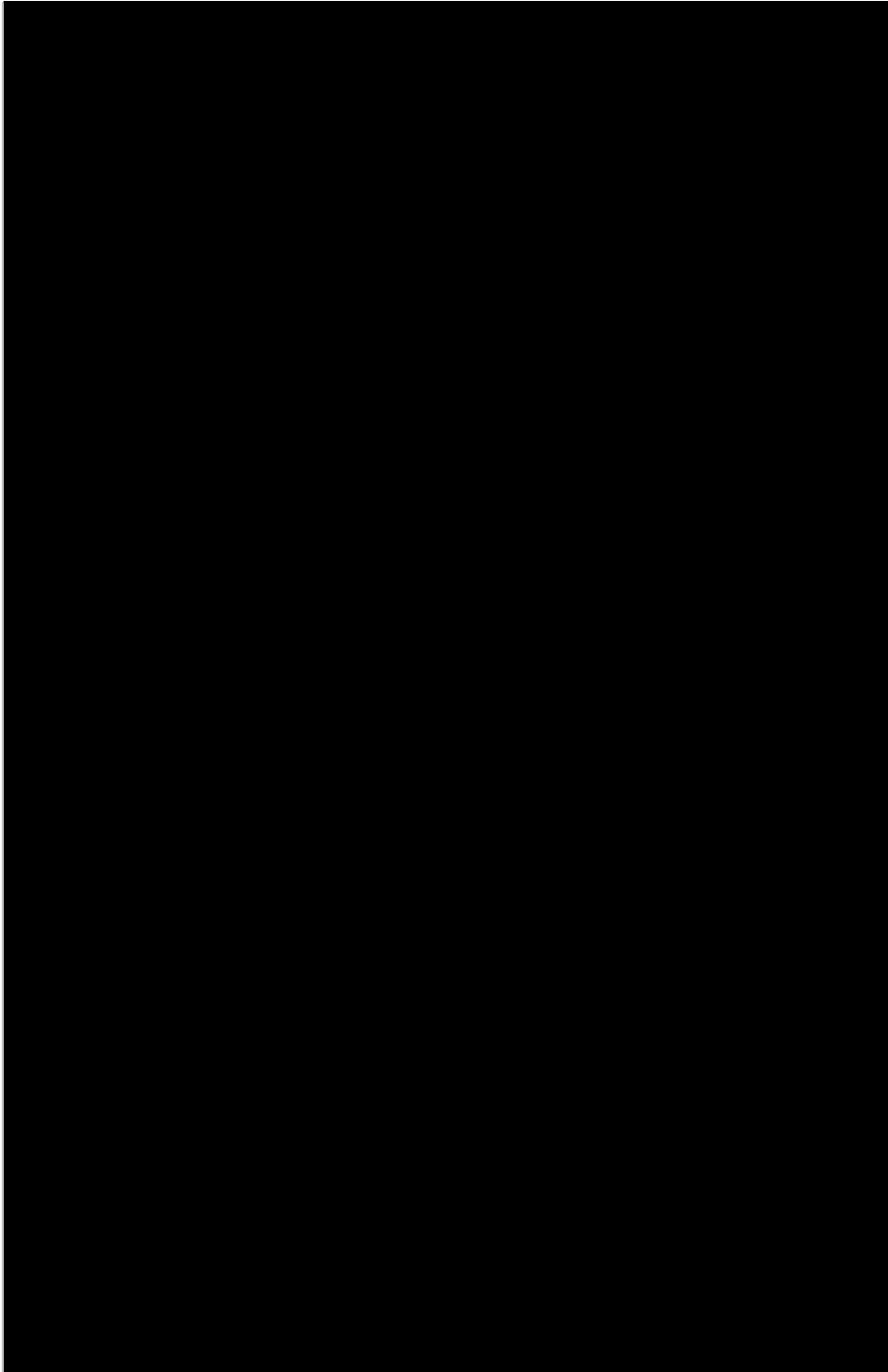
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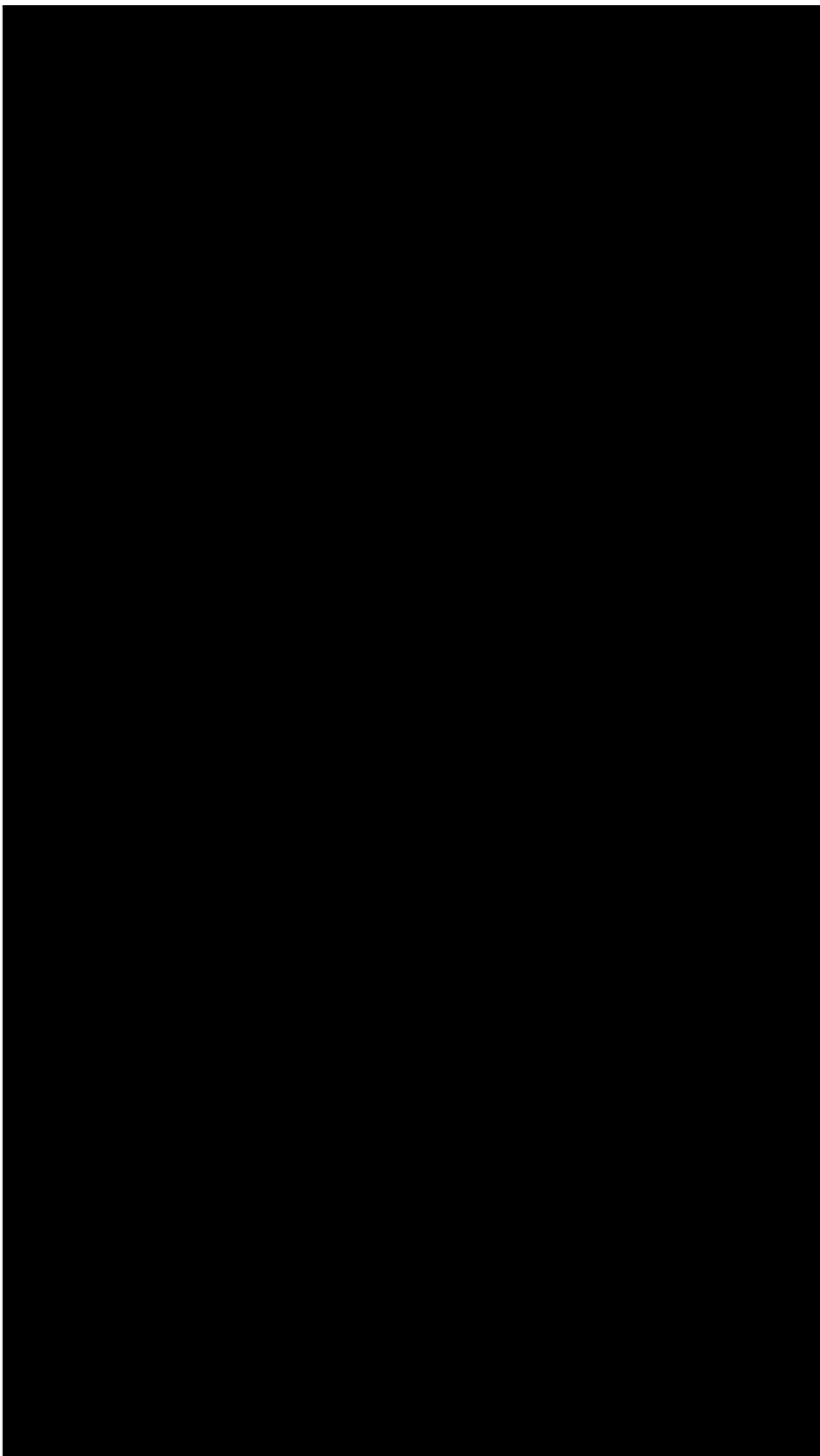
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Regulation 2

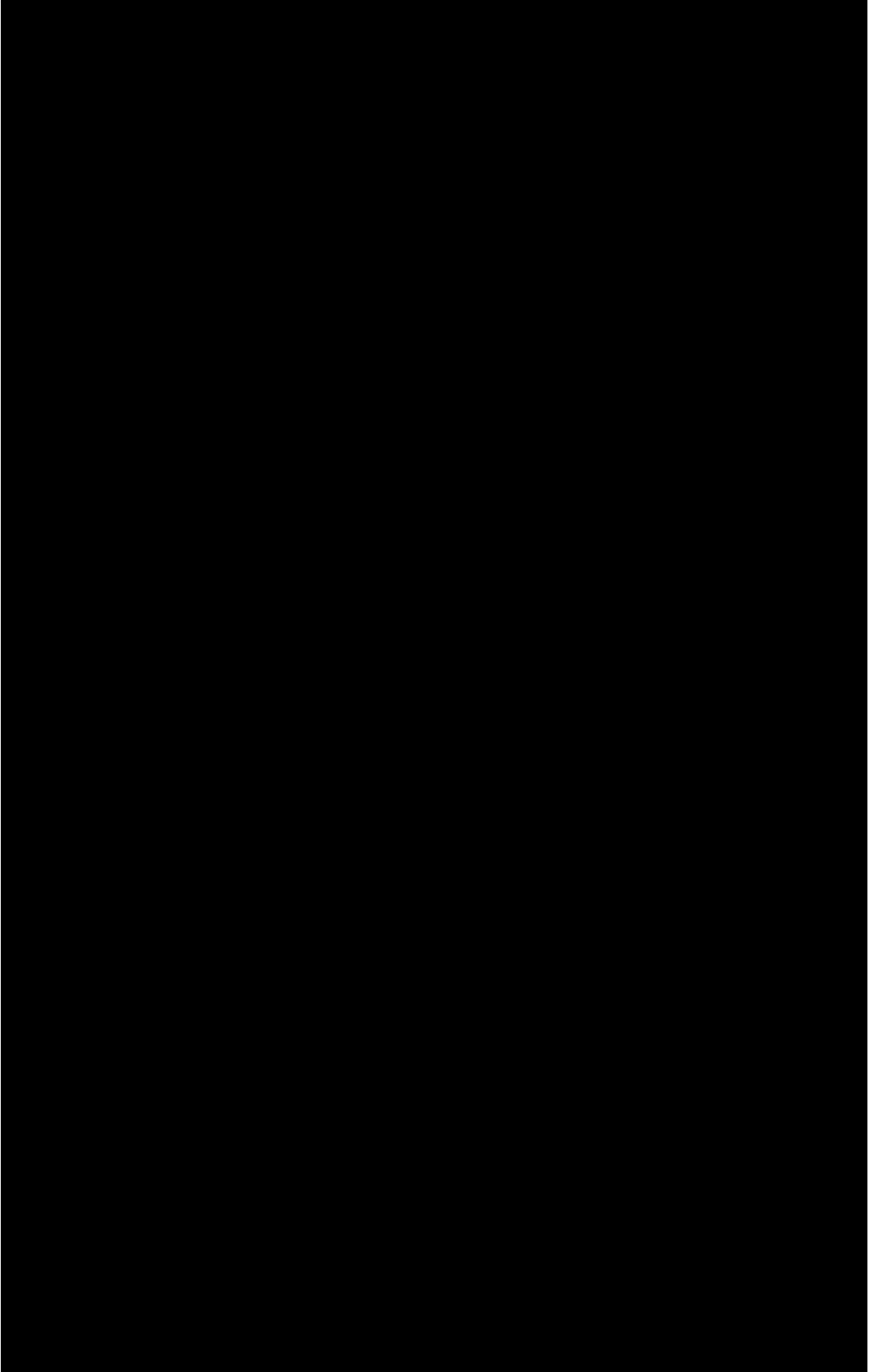
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BY SHARES

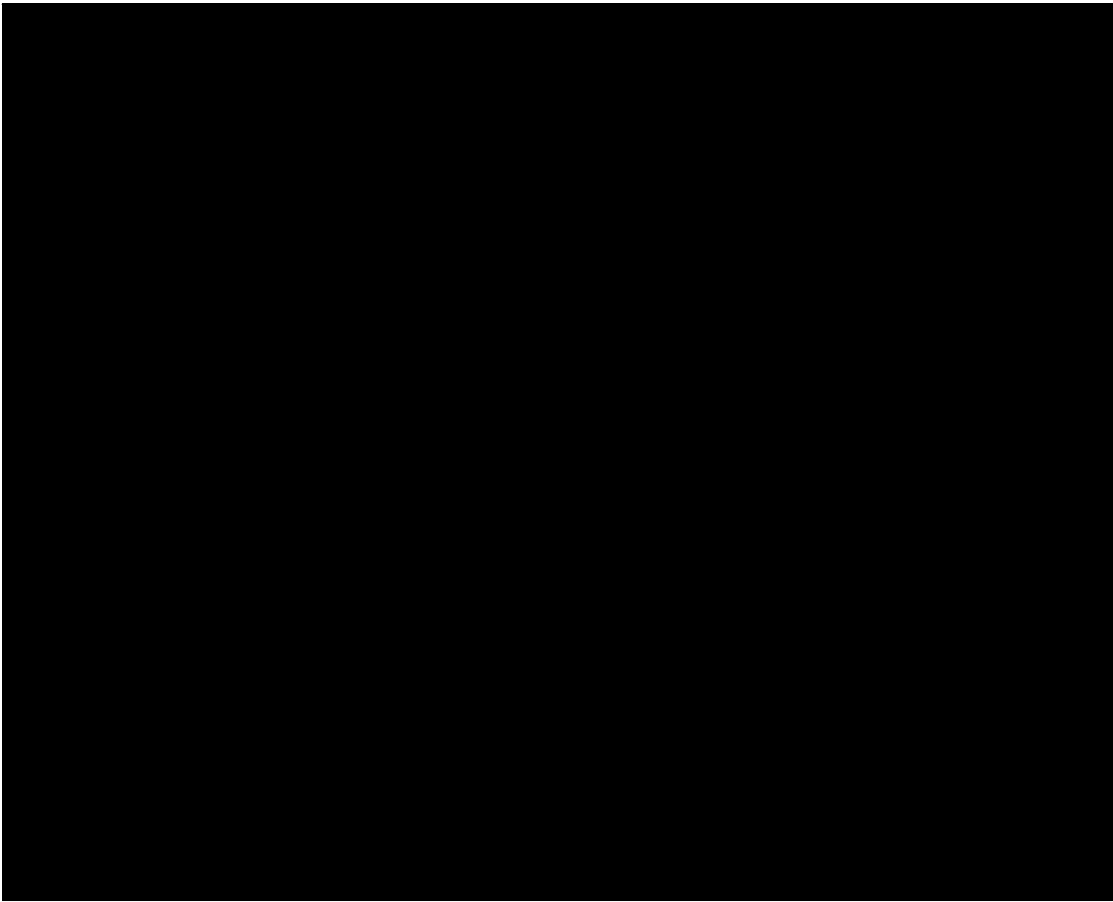
INDEX TO THE ARTICLES





PART 1

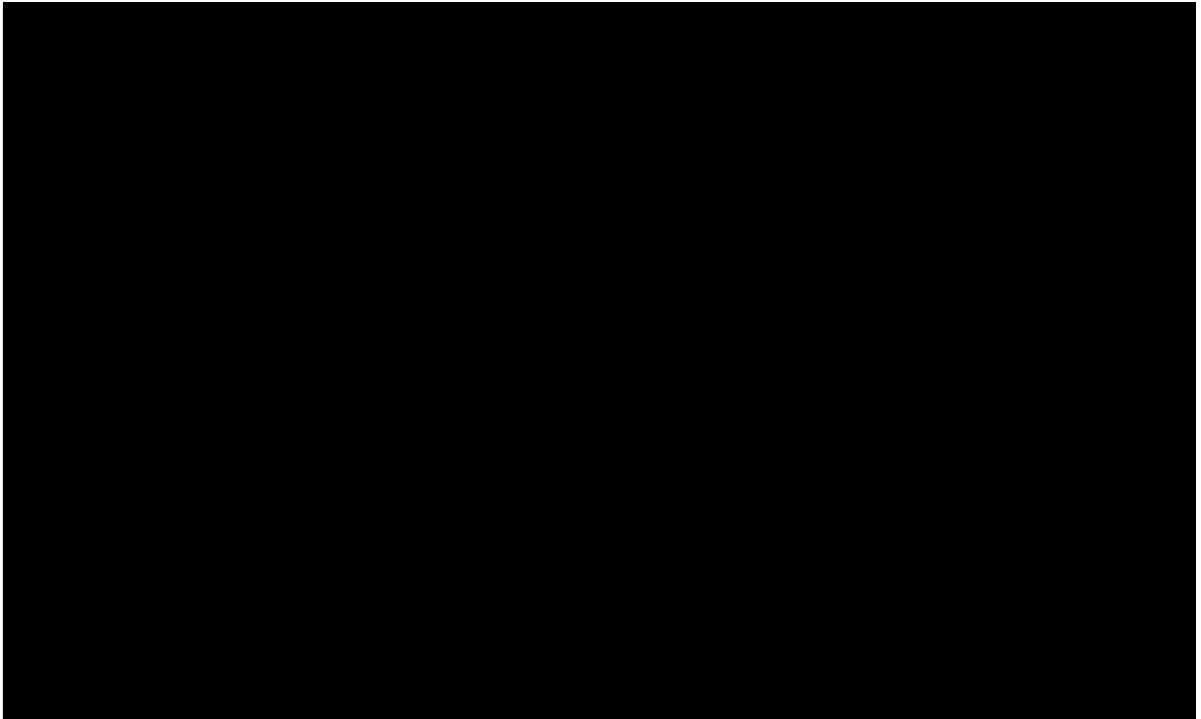


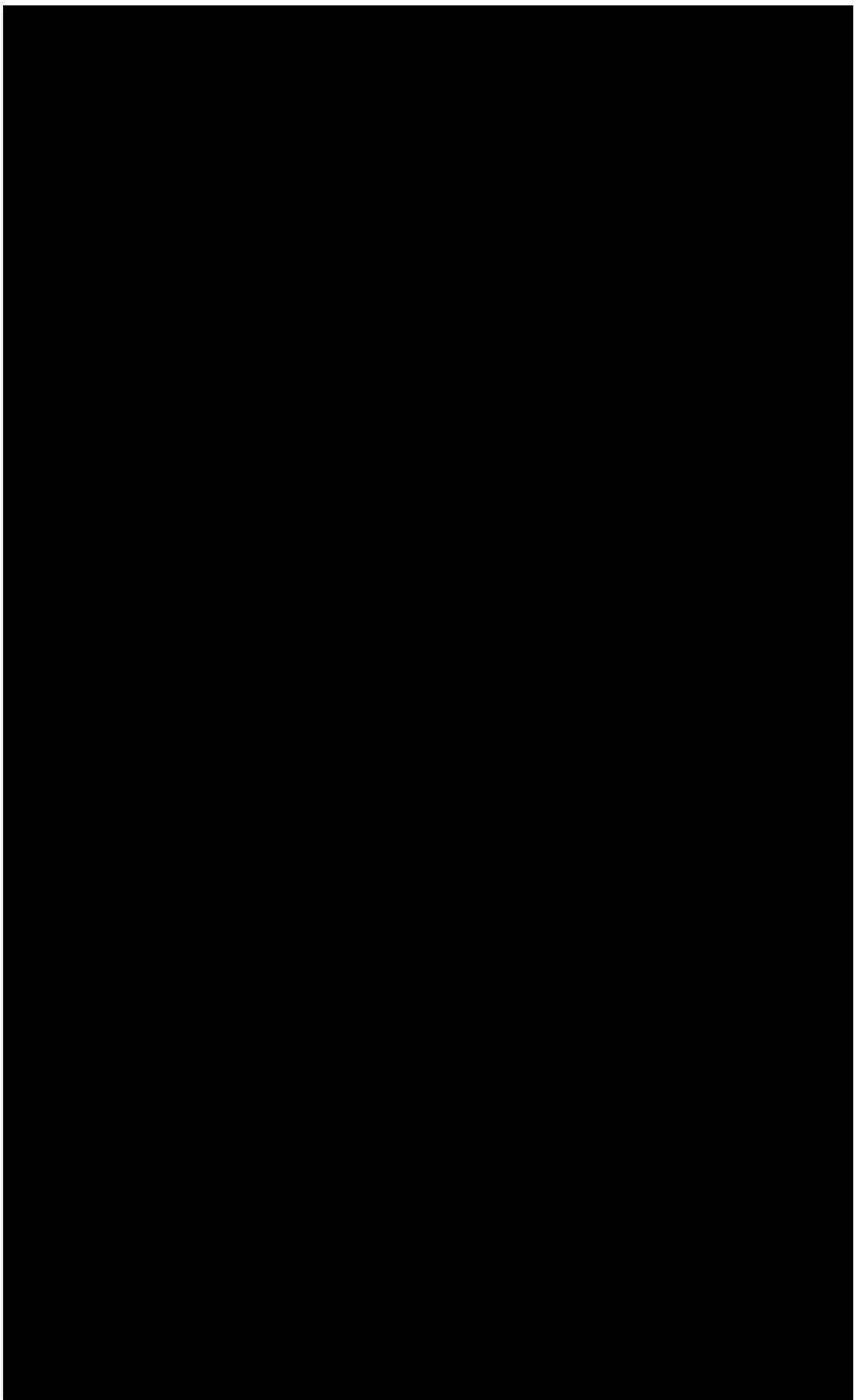


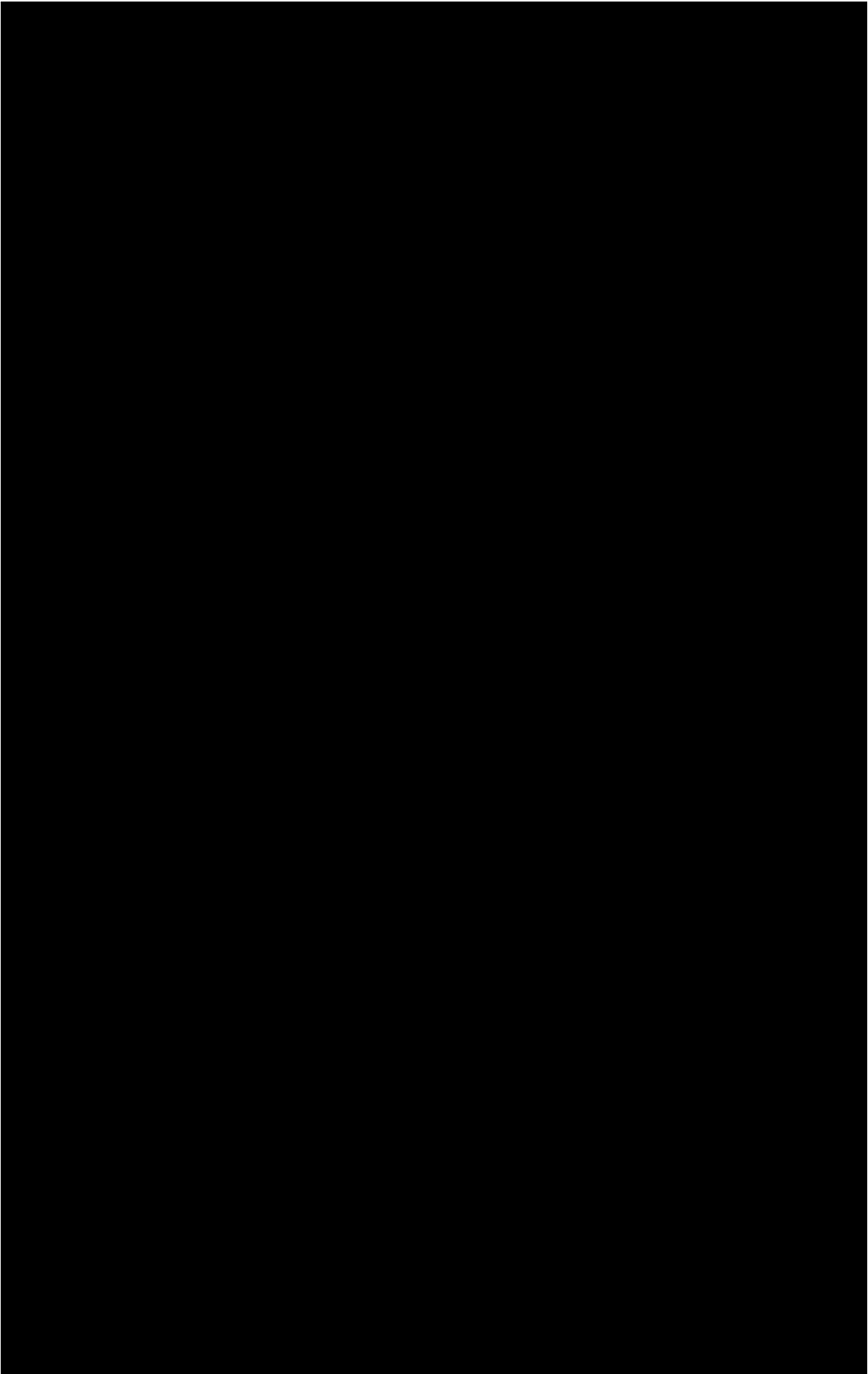
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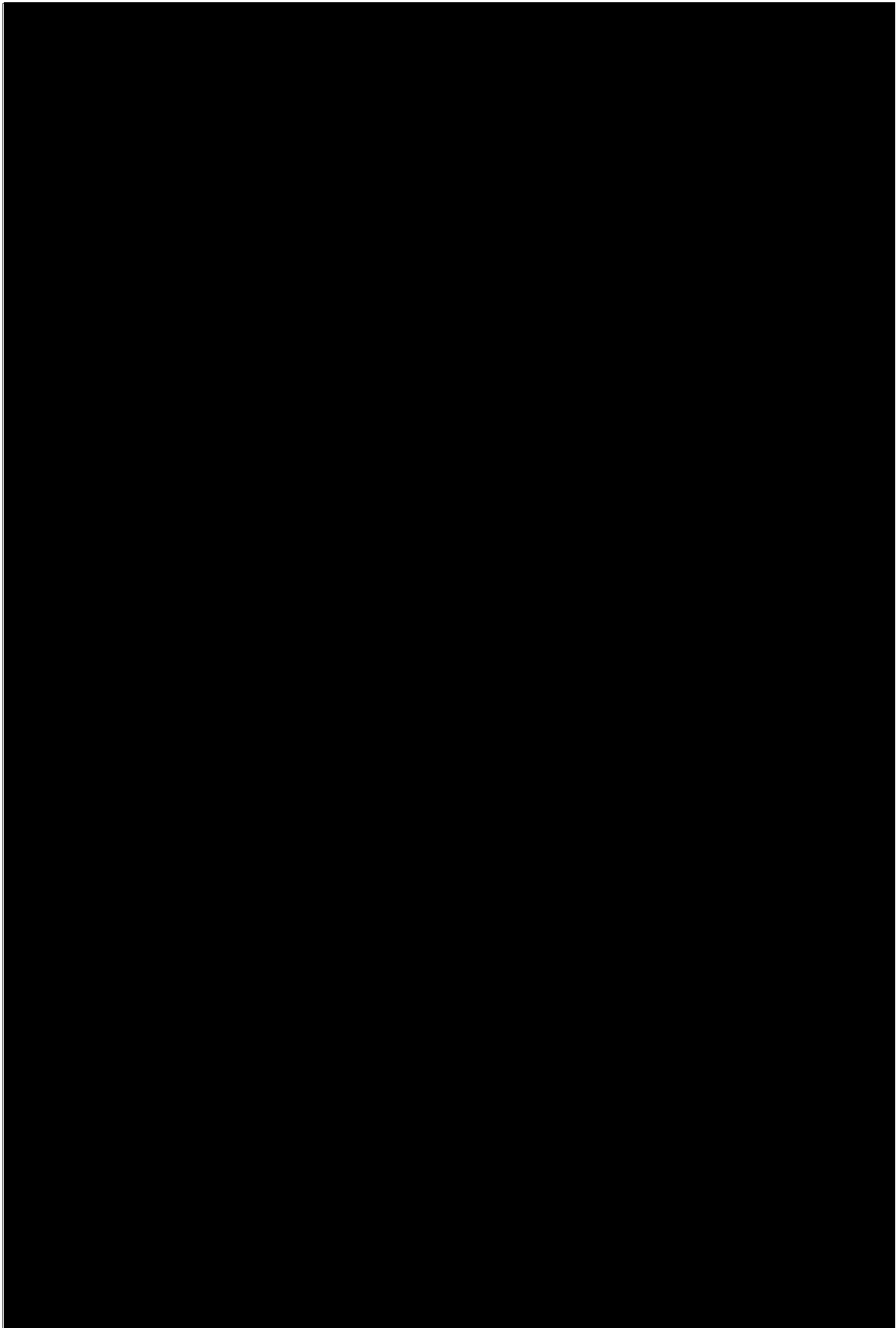
DIRECTORS

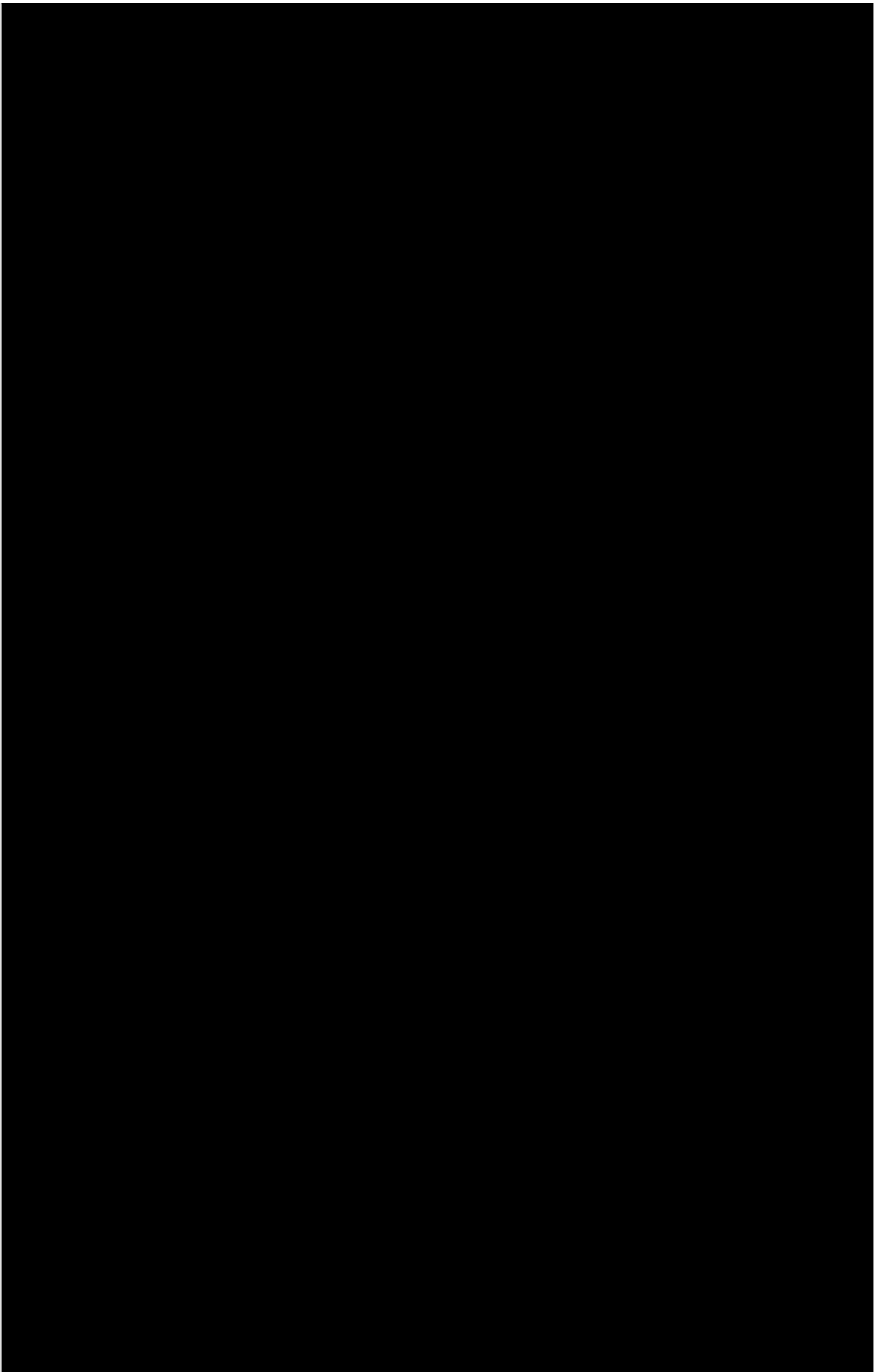
DIRECTORS' POWERS AND RESPONSIBILITIES

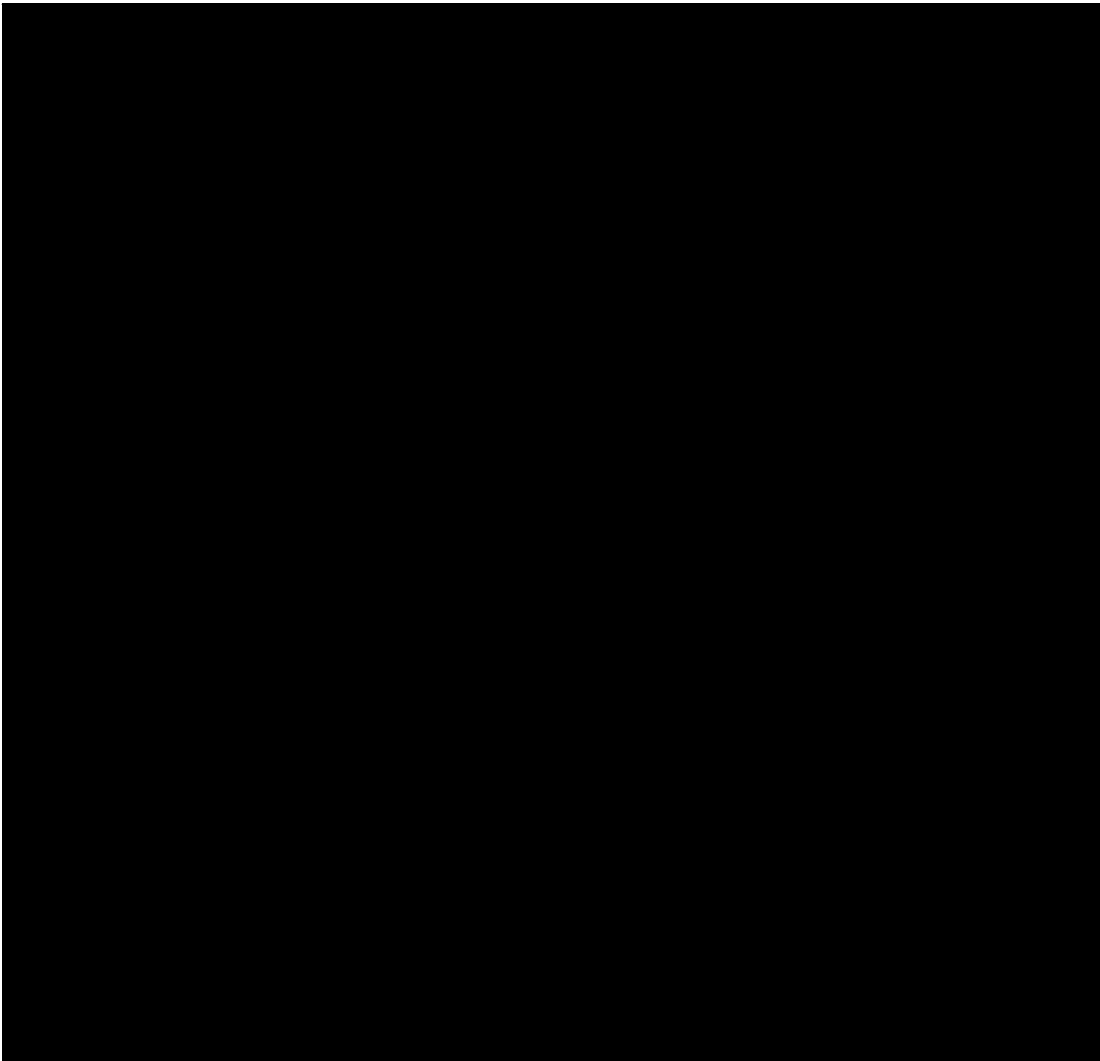






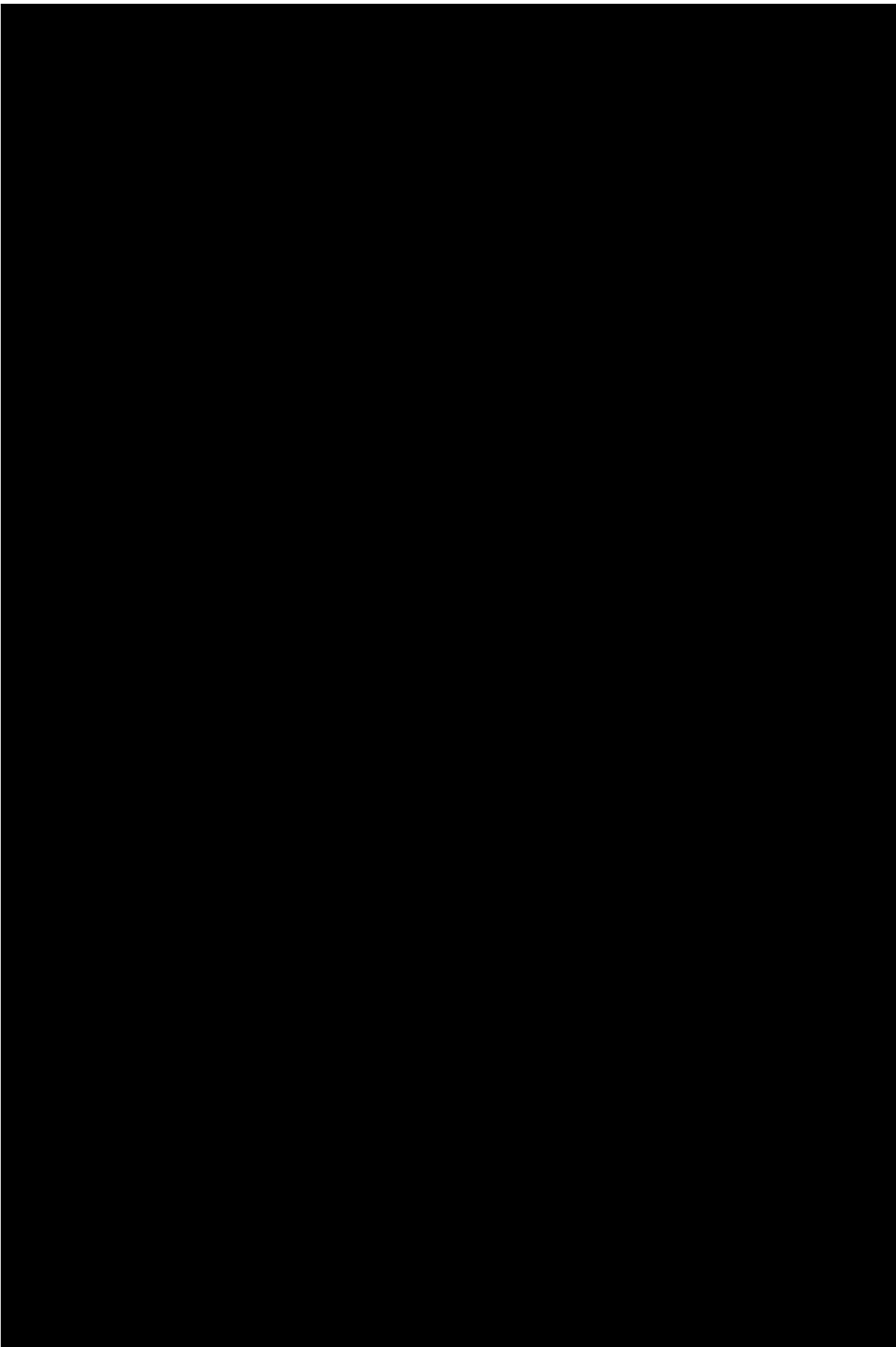


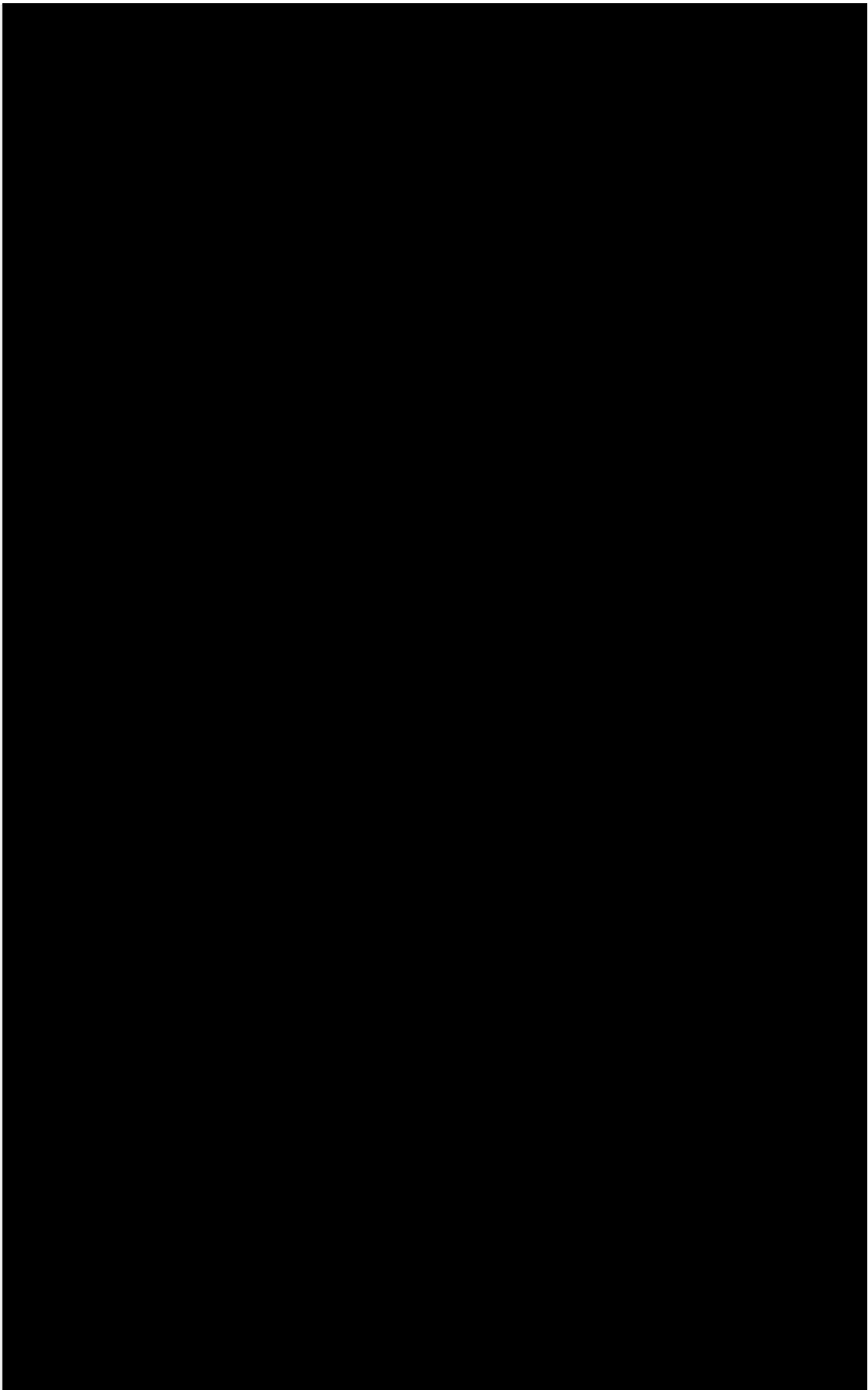


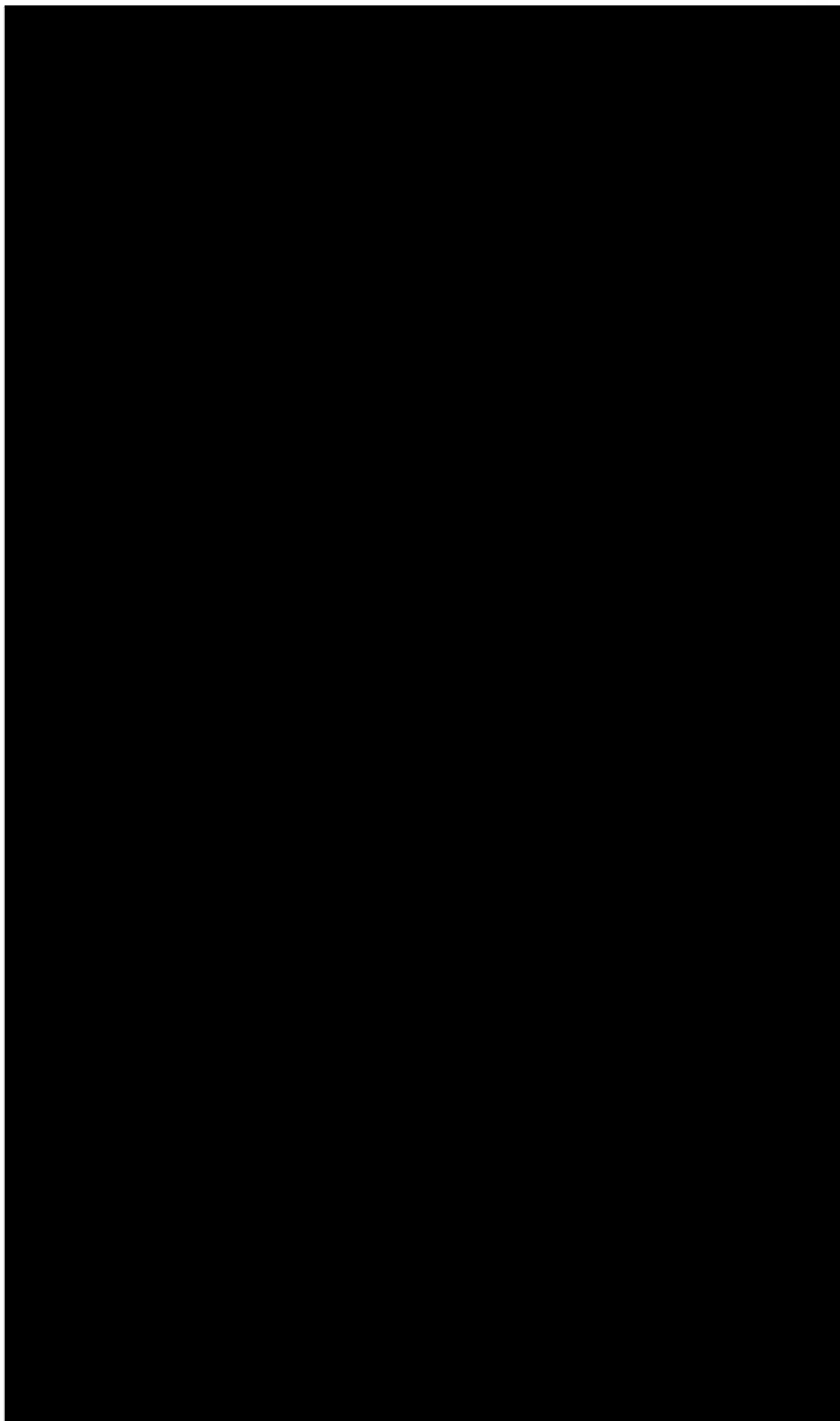


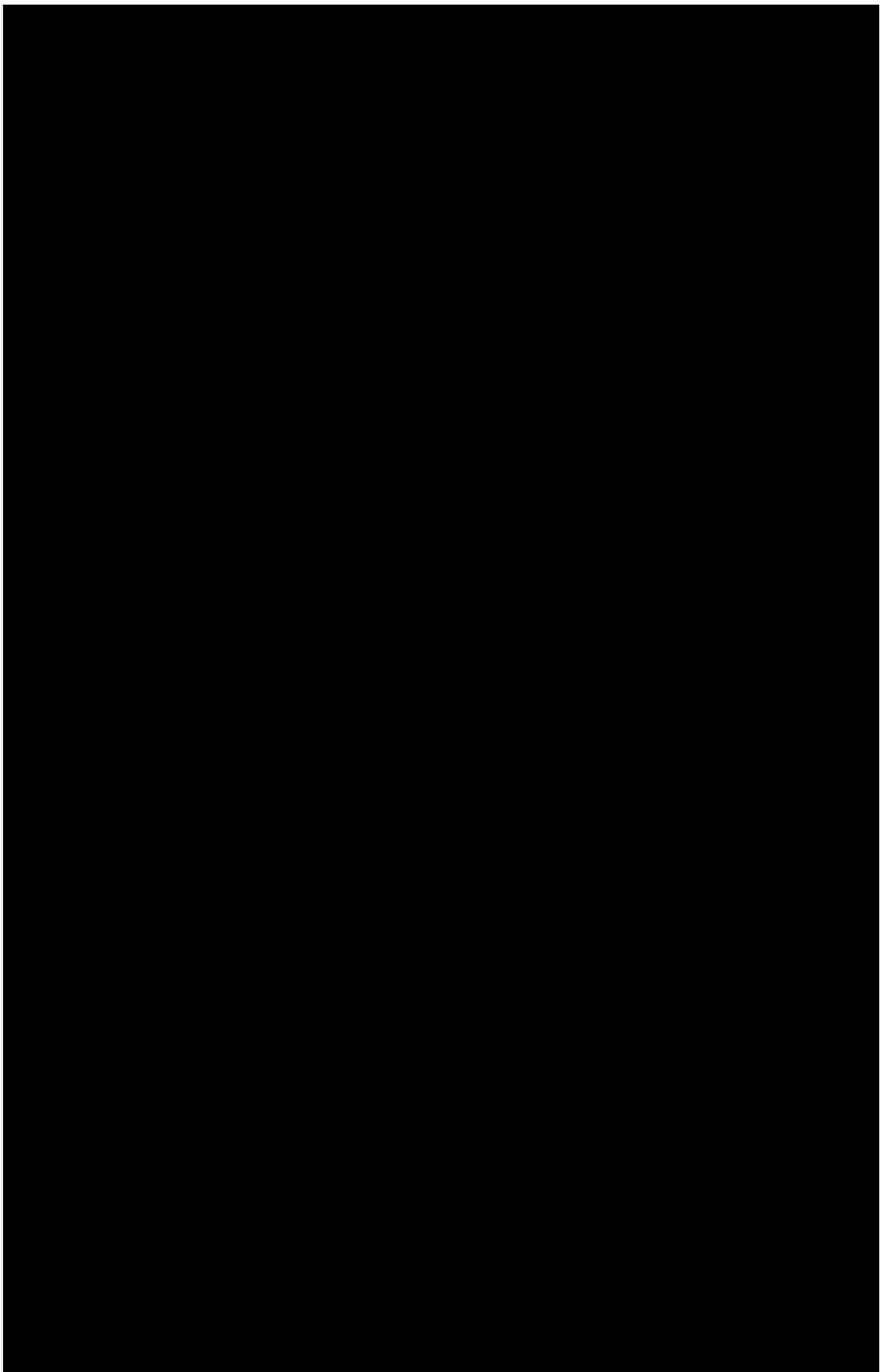
PART 3

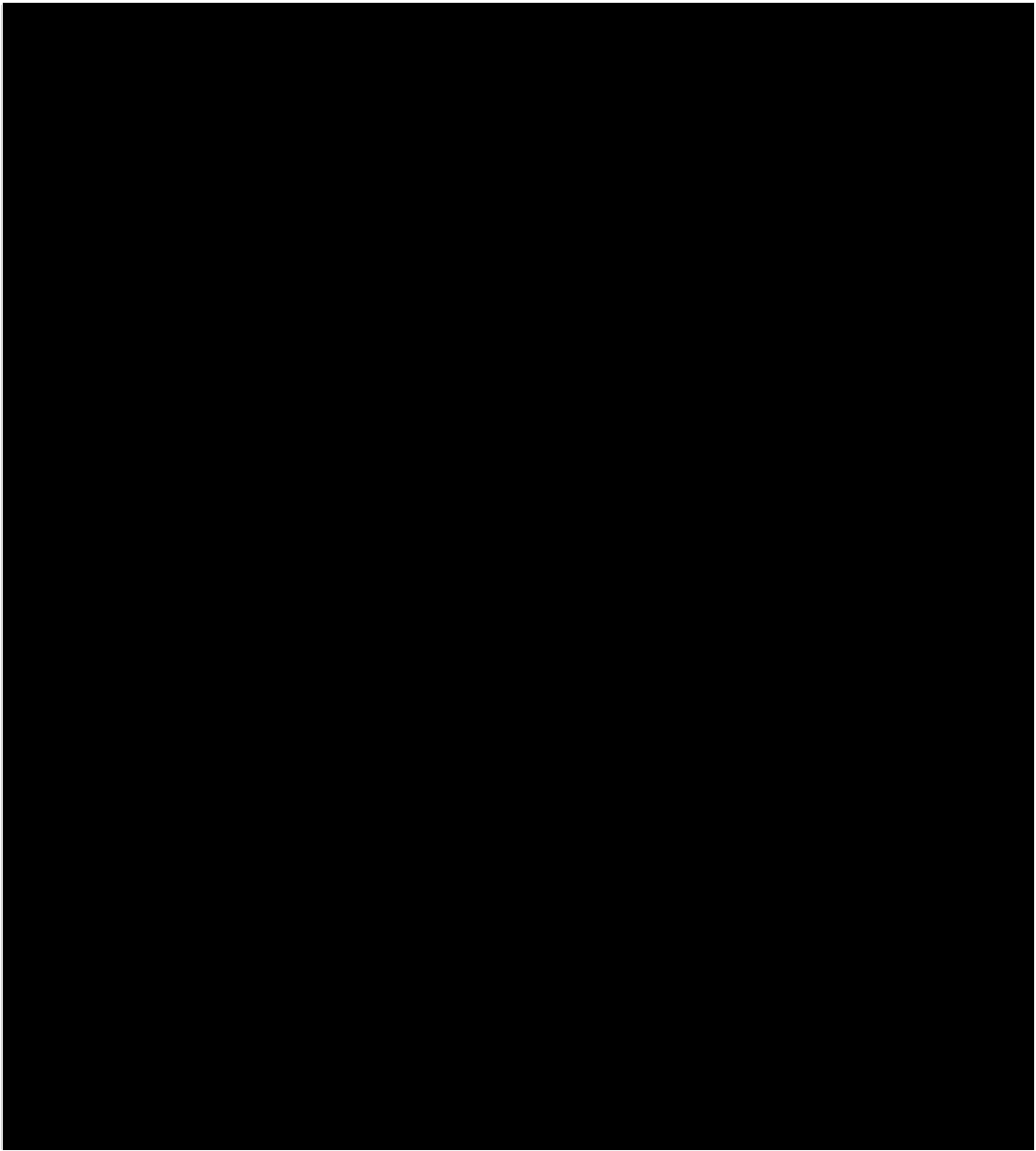




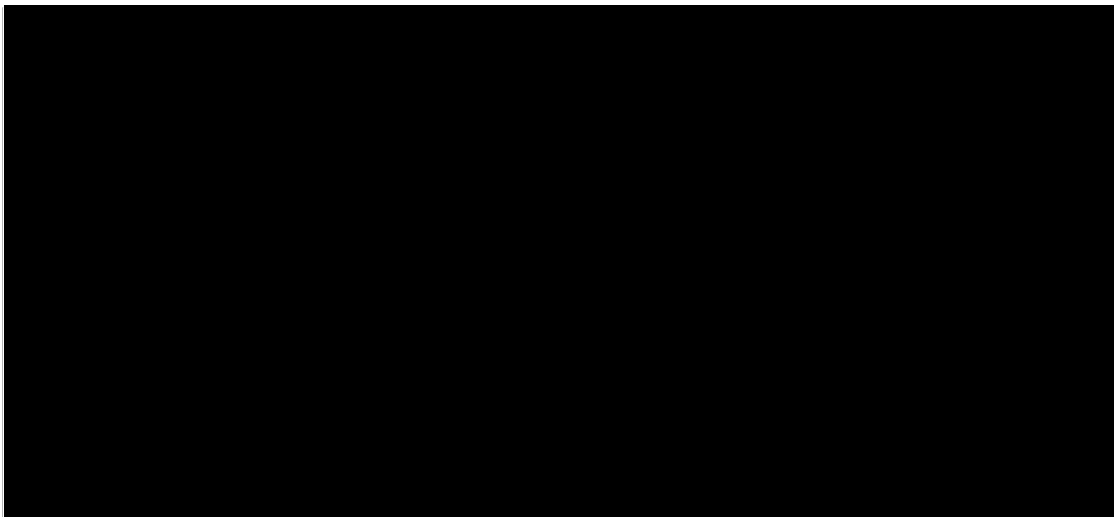


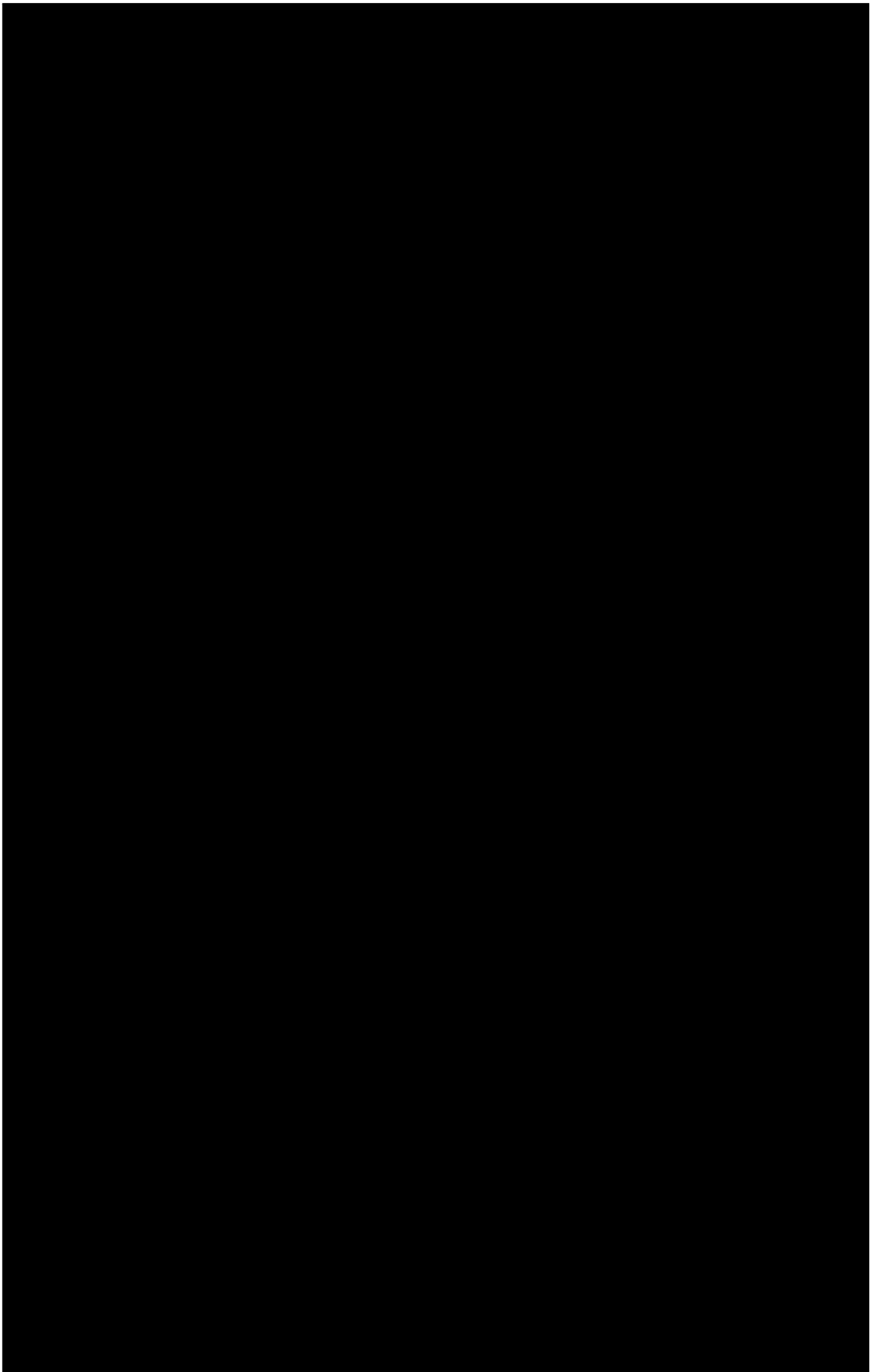


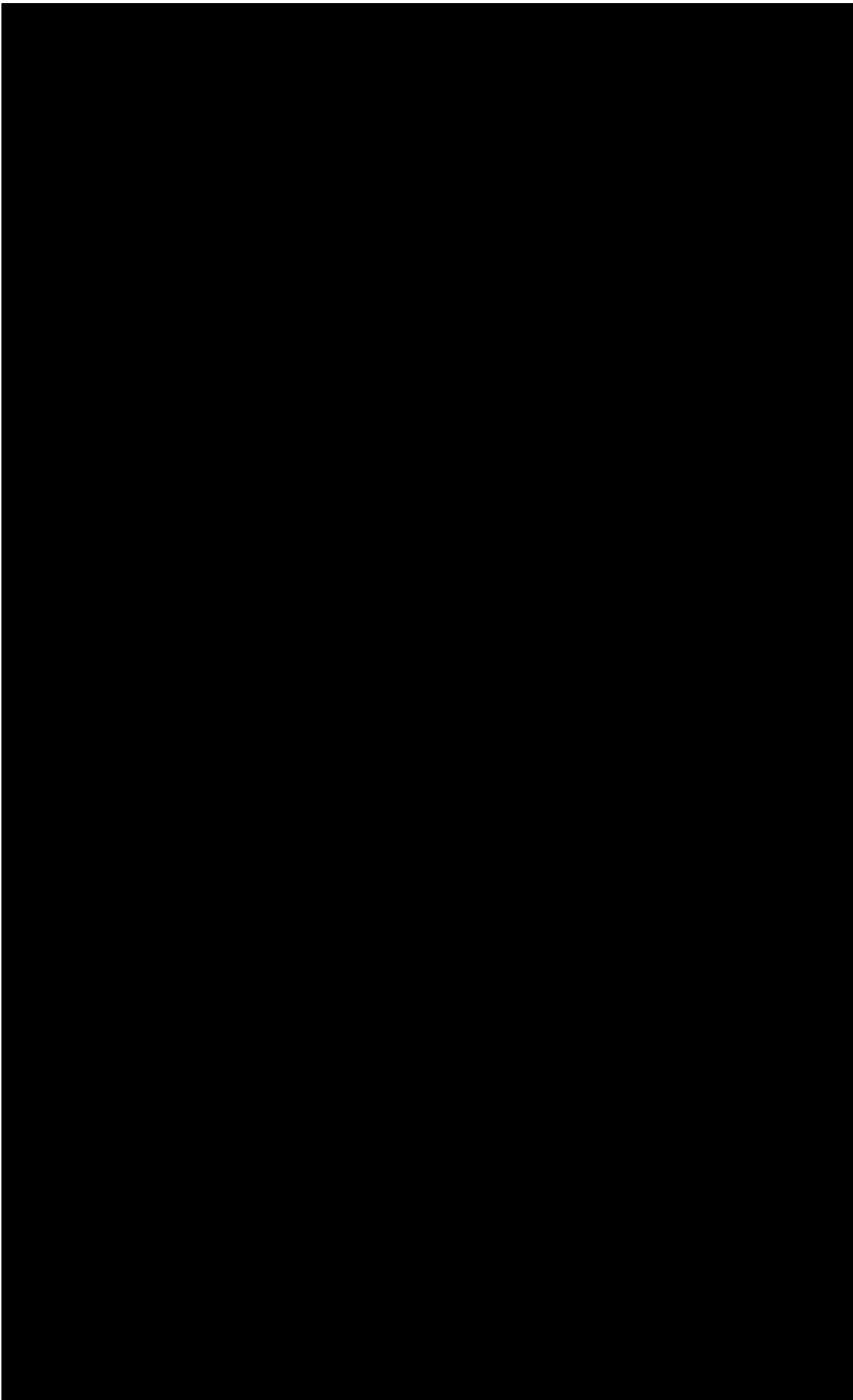


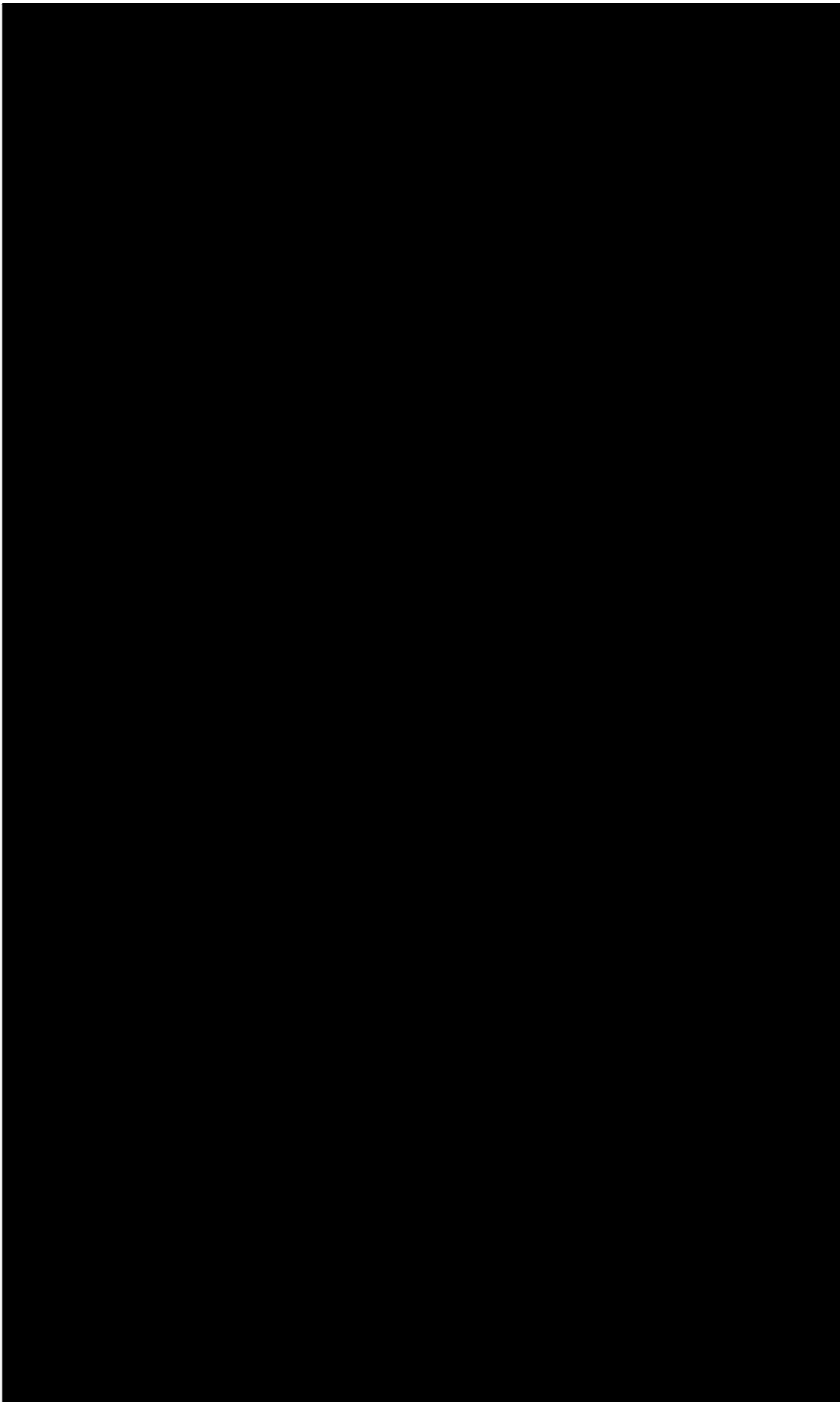


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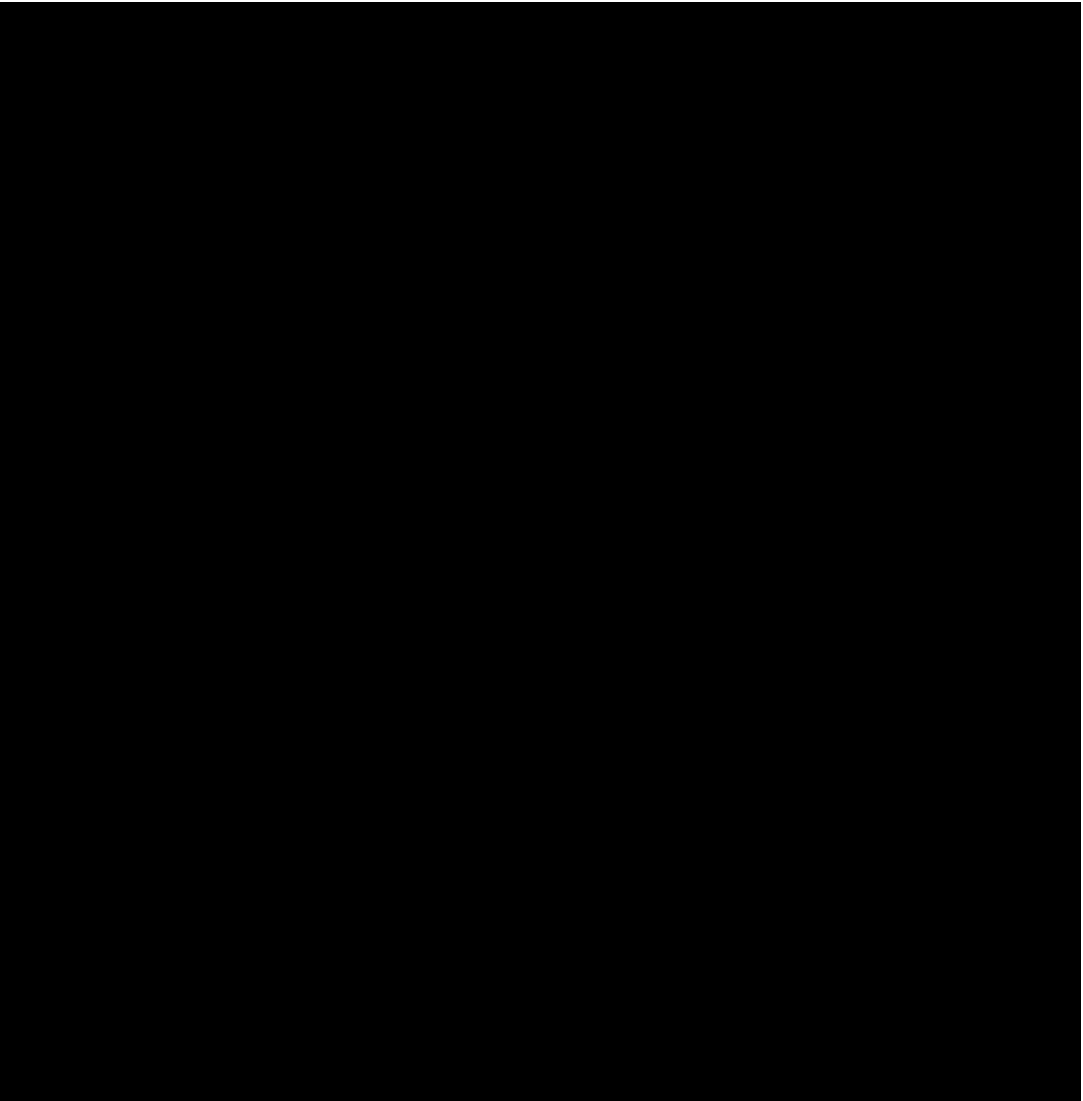


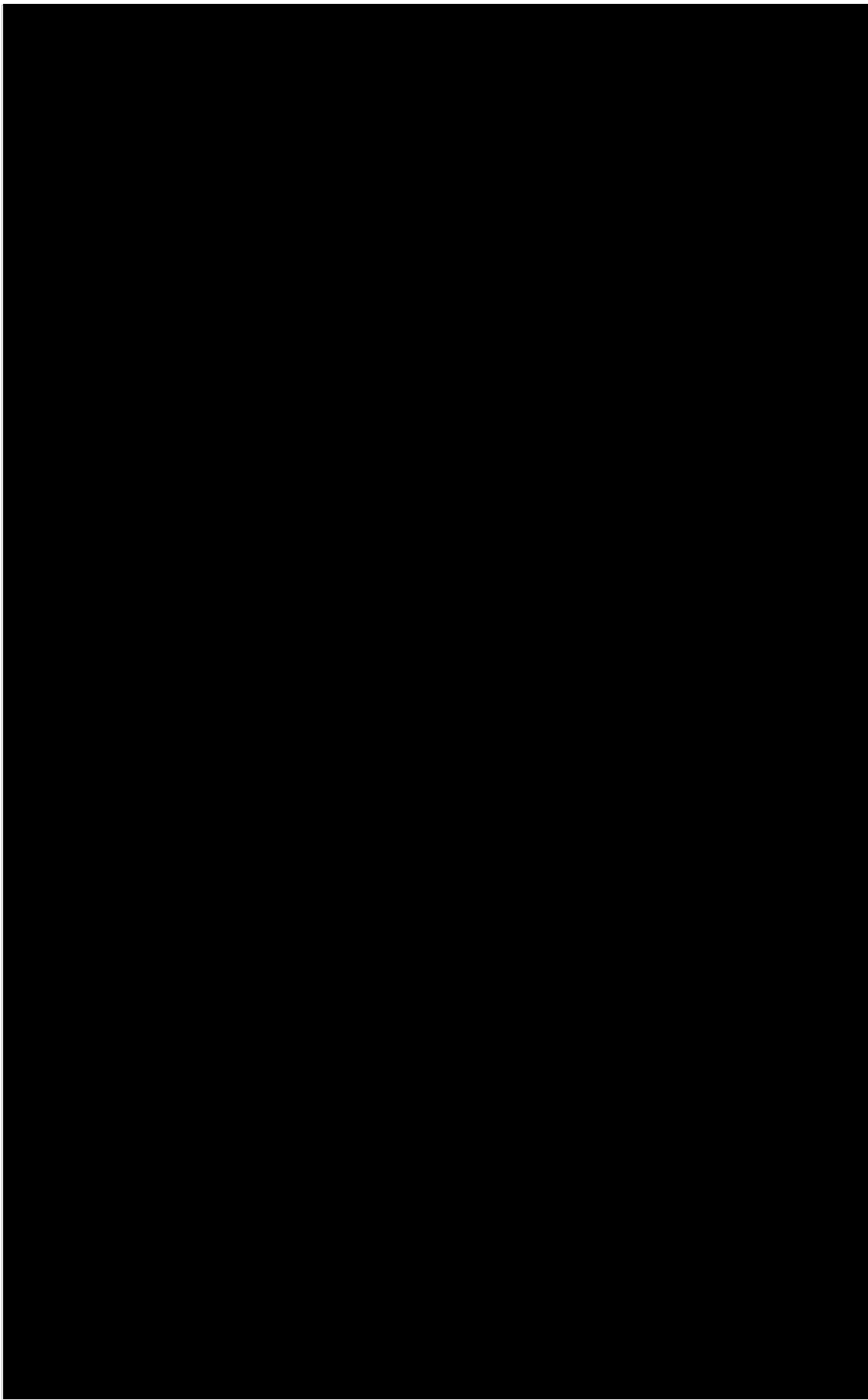






PART 5





"B"

COMPANY HAVING A SHARE CAPITAL

Memorandum of association of GVC HOLDINGS (UK) LIMITED

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company and to take at least one share.

Name of each subscriber	Authentication
GVC HOLDINGS PLC	Authenticated Electronically

Dated: 18/01/2018

Exhibit

4.14a5

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "GVC HOLDINGS (USA) INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINETEENTH DAY OF JULY, A.D. 2018, AT 3:20 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF OCTOBER, A.D. 2018, AT 10:36 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "GVC HOLDINGS (USA) INC.".



A handwritten signature in black ink, appearing to read "JBullock". Below the signature is a horizontal line, and underneath the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

6981571 8100H
SR# 20212841918

Authentication: 203799185
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF
GVC HOLDINGS (USA) INC.

FIRST

The name of the corporation (the "Corporation") is GVC Holdings (USA) Inc.

SECOND

The registered address of the Corporation in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of the Corporation's registered agent at that address is The Corporation Trust Company.

THIRD

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the "DGCL") or any successor statute.

FOURTH

The total number of shares of all classes of stock that the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which are Common Stock, with a par value of \$0.0001.

FIFTH

The name and mailing address of the sole incorporator is:

John E. Andrews
c/o Latham & Watkins LLP
555 Eleventh Street, N.W., Suite 1000
Washington, DC 20004

SIXTH

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, alter, amend or repeal the bylaws of the Corporation.

SEVENTH

Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

EIGHTH

A director of this Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that exculpation from liability is not permitted under the DGCL as in effect at the time such liability is determined. No amendment or repeal of this Article EIGHTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

NINTH

(A) The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by the DGCL, and such right to indemnification shall continue as to a person who has ceased to be director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(B) The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors and officers of the Corporation. Such agreements may contain provisions relating to, among other things, the advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters as the Board of Directors deems appropriate or advisable.

(C) The rights to indemnification and to the advancement of expenses conferred in this Article NINTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(D) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

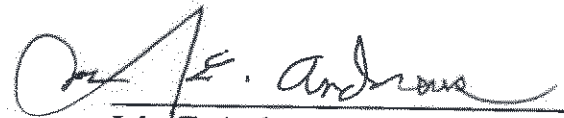
(E) Any repeal or modification of the foregoing provisions of this Article NINTH shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such repeal or modification.

TENTH

Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation.

(signature page follows)

I, **THE UNDERSIGNED**, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, herein declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19th day of July, 2018.


John E. Andrews, Sole Incorporator

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION OF GVC HOLDINGS (USA) INC.

GVC Holdings (USA) Inc. (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State of the State of Delaware on July 19, 2018 (the "**Certificate of Incorporation**").

2. The Certificate of Incorporation is hereby amended by deleting in its entirety Article IV as it now exists and inserting in lieu thereof a new Article IV reading its entirety as follows:

The total number of shares of all classes of stock that the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares, all of which are Common Stock, with a par value of \$0.0001.

3. This Certificate of Amendment was duly adopted by the Corporation's Board of Directors in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. This Certificate of Amendment was duly adopted by written consent of the stockholders of the Corporation in lieu of a meeting in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

5. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of the Corporation on this 1st day of October, 2018.

By: 

Name: Robert Hoskin

Title: President and Secretary

Exhibit

4.14a6

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "IAC/INTERACTIVECORP" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

RESTATED CERTIFICATE, FILED THE THIRTIETH DAY OF JUNE, A.D. 2020, AT 2:29 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRTIETH DAY OF JUNE, A.D. 2020 AT 11:09 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2021, AT 1:06 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TWENTY-FIFTH DAY OF MAY, A.D. 2021 AT 12:02 O`CLOCK A.M.



A handwritten signature in black ink, appearing to read "JBullock". Below the signature is a horizontal line, and underneath the line is the printed name "Jeffrey W. Bullock, Secretary of State".

7709338 8100X
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Authentication: 203799205
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

RESTATED CERTIFICATE OF INCORPORATION
OF
IAC/INTERACTIVECORP

IAC/InterActiveCorp (hereinafter called the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

1. The name of the corporation is: IAC/InterActiveCorp. IAC/InterActiveCorp was originally incorporated under the name IAC Holdings, Inc. and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on November 19, 2019, and subsequently amended and restated on June 30, 2020 and further amended on June 30, 2020.

2. This Restated Certificate of Incorporation has been duly adopted by the Board of Directors of the Corporation and duly executed and acknowledged by an officer of the Corporation in accordance with Sections 103 and 245 of the General Corporation Law of the State of Delaware. This Restated Certificate of Incorporation only restates and integrates and does not further amend the provisions of the Corporation’s Certificate of Incorporation as heretofore amended or supplemented, and there is no discrepancy between those provisions and the provisions of this Restated Certificate of Incorporation.

3. The text of the Certificate of Incorporation of the Corporation is hereby restated to read in its entirety as follows:

ARTICLE I

The name of the Corporation is IAC/InterActiveCorp.

ARTICLE II

The address of the Corporation’s registered office in the State of Delaware is c/o The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street in the City of Wilmington, County of New Castle, State of Delaware 19801. The name of the Corporation’s registered agent at such address is The Corporation Trust Company.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Delaware General Corporation Law.

ARTICLE IV

The Corporation shall have the authority to issue one billion six hundred million (1,600,000,000) shares of \$0.001 par value Common Stock, four hundred million (400,000,000) shares of \$0.001 par value Class B Common Stock, and one hundred million (100,000,000) shares of \$0.01 par value Preferred Stock.

A statement of the designations of each class and the powers, preferences and rights, and qualifications, limitations or restrictions thereof is as follows:

A. COMMON STOCK

(1) The holders of the Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock, such dividends if, as and when declared from time to time by the Board of Directors.

(2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Common Stock shall be entitled to receive, share for share with the holders of shares of Class B Common Stock and any other class or series of stock entitled to share therewith, all the assets of the Corporation of whatever kind available for distribution to stockholders, after the rights of the holders of the Preferred Stock have been satisfied.

(3) Each holder of Common Stock shall be entitled to vote one vote for each share of Common Stock held as of the applicable date on any matter that is submitted to a vote or to the consent of the holders of the Common Stock. Except as otherwise provided herein or by the General Corporation Law of the State of Delaware, the holders of Common Stock and the holders of Class B Common Stock and any other class or series entitled to vote with the Common Stock and Class B Common Stock as a class shall at all times vote on all matters (including the election of directors) together as one class.

B. CLASS B COMMON STOCK

(1) The holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Common Stock, such dividends if, as and when declared from time to time by the Board of Directors.

(2) In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding-up of the Corporation, the holders of the Class B Common Stock shall be entitled to receive, share for share with the holders of shares of Common Stock and any other class or series of stock entitled to share therewith, all the assets of the Corporation of whatever kind available for distribution to stockholders, after the rights of the holders of the Preferred Stock have been satisfied.

(3) Each holder of Class B Common Stock shall be entitled to vote ten votes for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or to the consent of the holders of the Class B Common Stock. Except as otherwise provided herein or by the General Corporation Law of the State of Delaware, the holders of Common Stock and the holders of Class B Common Stock and any other class or series entitled to vote with the Common Stock and Class B Common Stock as a class shall at all times vote on all matters (including the election of directors) together as one class.

C. OTHER MATTERS AFFECTING SHAREHOLDERS OF COMMON STOCK AND CLASS B COMMON STOCK

(1) In no event shall any stock dividends or stock splits or combinations of stock be declared or made on Common Stock or Class B Common Stock unless the shares of Common Stock and Class B Common Stock at the time outstanding are treated equally and identically.

(2) Shares of Class B Common Stock shall be convertible into shares of the Common Stock of the Corporation at the option of the holder thereof at any time on a share for share basis. Such conversion ratio shall in all events be equitably preserved in the event of any recapitalization of the Corporation by means of a stock dividend on, or a stock split or combination of, outstanding Common Stock or Class B Common Stock, or in the event of any merger, consolidation or other reorganization of the Corporation with another corporation.

(3) Upon the conversion of Class B Common Stock into shares of Common Stock, the Corporation shall take all necessary action so that said shares of Class B Common Stock shall be retired and shall not be subject to reissue.

(4) Notwithstanding anything to the contrary in this Certificate of Incorporation, the holders of Common Stock, acting as a single class, shall be entitled to elect twenty-five percent (25%) of the total number of directors, and in the event that twenty-five percent (25%) of the total number of directors shall result in a fraction of a director, then the holders of the Common Stock, acting as a single class, shall be entitled to elect the next higher whole number of directors.

D. PREFERRED STOCK

The Board of Directors is authorized, by resolution, to designate the voting powers, preferences, rights and qualifications, limitations and restrictions of the Preferred Stock and any class or series thereof. Pursuant to subsection 242(b) of the Delaware General Corporation Law, the number of authorized shares of Preferred Stock or any class or series thereof may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the Corporation entitled to vote irrespective of such subsection.

Pursuant to the authority conferred by this Article IV.D, the following series of Preferred Stock has been designated, with such series consisting of such number of shares and such voting powers, designations, preferences, limitations, restrictions, relative rights and distinguishing designation as are stated and expressed in Exhibit A attached hereto and incorporated herein by reference: Exhibit A: Series A Cumulative Preferred Stock.

ARTICLE V

The Board of Directors of the Corporation is expressly authorized to make, alter or repeal By-Laws of the Corporation, but the stockholders may make additional By-Laws and may alter or repeal any By-Law whether adopted by them or otherwise.

ARTICLE VI

Elections of directors need not be by written ballot except and to the extent provided in the By-Laws of the Corporation.

ARTICLE VII

The Corporation is to have perpetual existence.

ARTICLE VIII

Each person who is or was or had agreed to become a director or officer of the Corporation, or each such person who is or was serving or had agreed to serve at the request of the Board of Directors or an officer of the Corporation as an employee or agent of the Corporation or as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation, in accordance with the By-Laws of the Corporation, to the full extent permitted from time to time by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) or any other applicable laws as presently or hereinafter in effect. Without limiting the generality or the effect of the foregoing, the Corporation may enter into one or more agreements with any person that provide for indemnification greater or different than that provided in this Article VIII. Any amendment or repeal of this Article VIII shall not adversely affect any right or protection existing hereunder immediately prior to such amendment or repeal.

ARTICLE IX

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit. Any amendment or repeal of this Article IX shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such amendment or repeal. The liability of a director shall be further eliminated or limited to the full extent permitted by Delaware law, as it may hereafter be amended.

ARTICLE X

Meetings of stockholders may be held within or without the State of Delaware, as determined by the Board of Directors. The books of the Corporation may be kept (subject to any provision contained in the Delaware General Corporation Law) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

ARTICLE XI

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Delaware General Corporation Law, and all rights conferred upon stockholders herein are granted subject to this reservation except that under no circumstances may such amendment be adopted except as prescribed by Article IV, above, and provided further that the rights of the Class B Common Stock may not be amended, altered, changed or repealed without the approval of the holders of the requisite number of said shares of Class B Common Stock.

ARTICLE XII

The number of directors of the Corporation shall be such number as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE XIII

A. COMPETITION AND CORPORATE OPPORTUNITIES

(1) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Expedia Dual Opportunity about which an Expedia Dual Role Person acquires knowledge. An Expedia Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Expedia Dual Opportunity that such Expedia Dual Role Person has communicated or offered to Expedia, shall not be prohibited from communicating or offering any Expedia Dual Opportunity to Expedia, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Expedia Dual Opportunity that such Expedia Dual Role Person has communicated or offered to Expedia or (ii) the communication or offer to Expedia of any Expedia Dual Opportunity, so long as (x) the Expedia Dual Opportunity does not become known to the Expedia Dual Role Person in his or her capacity as a director or officer of the Corporation, and (y) the Expedia Dual Opportunity is not presented by the Expedia Dual Role Person to any party other than Expedia and the Expedia Dual Role Person does not pursue the Expedia Dual Opportunity individually.

(2) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Match Dual Opportunity about which an Match Dual Role Person acquires knowledge. A Match Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Match Dual Opportunity that such Match Dual Role Person has communicated or offered to Match, shall not be prohibited from communicating or offering any Match Dual Opportunity to Match, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Match Dual Opportunity that such Match Dual Role Person has communicated or offered to Match or (ii) the communication

or offer to Match of any Match Dual Opportunity, so long as (x) the Match Dual Opportunity does not become known to the Match Dual Role Person in his or her capacity as a director or officer of the Corporation, and (y) the Match Dual Opportunity is not presented by the Match Dual Role Person to any party other than Match and the Match Dual Role Person does not pursue the Match Dual Opportunity individually.

B. CERTAIN MATTERS DEEMED NOT CORPORATE OPPORTUNITIES

In addition to and notwithstanding the foregoing provisions of this Article XIII, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any business opportunity that the Corporation is not financially able or contractually permitted or legally able to undertake. Moreover, nothing in this Article XIII shall amend or modify in any respect any written contractual agreement between Expedia or Match on the one hand and the Corporation or any of its Affiliated Companies on the other hand.

C. CERTAIN DEFINITIONS

For purposes of this Article XIII:

“Affiliate” means with respect to any Person, any other Person directly or indirectly controlling, controlled by or under common control with such Person. For purposes of the foregoing definition, the term “controls,” “is controlled by,” or “is under common control with” means the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

“Affiliated Company” means (i) with respect to the Corporation, any Person controlled by the Corporation, (ii) with respect to Expedia, any Person controlled by Expedia and (iii) with respect to Match, any Person controlled by Match.

“Expedia” means Expedia Group, Inc., a Delaware corporation, and its Affiliated Companies.

“Expedia Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Expedia, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Expedia Dual Role Person” means any individual who is an officer or director of both the Corporation and Expedia.

“Match” means Match Group, Inc., a Delaware corporation originally incorporated on July 28, 1986 under the name Silver King Broadcasting Company, Inc., and its Affiliated Companies.

“Match Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Match, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Match Dual Role Person” means any individual who is an officer or director of both the Corporation and Match.

“Person” means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

D. TERMINATION

The provisions of this Article XIII shall have no further force or effect (i) with respect to Expedia Dual Role Persons or Expedia Dual Opportunities at such time as (a) the Corporation and Expedia are no longer Affiliates and (b) none of the directors and officers of Expedia serve as directors or officers of the Corporation and its Affiliated Companies and (ii) with respect to Match Dual Role Persons and Match Dual Opportunities at such time as (a) the Corporation and Match are no longer Affiliates and (b) none of the directors and officers of Match serve as directors or officers of the Corporation and its Affiliated Companies; provided, however, that any such termination shall not terminate the effect of such provisions with respect to any agreement, arrangement or other understanding between the Corporation or an Affiliated Company thereof on the one hand, and Expedia or Match, on the other hand, as applicable, that was entered into before such time or any transaction entered into in the performance of such agreement, arrangement or other understanding, whether entered into before or after such time.

E. DEEMED NOTICE

Any person or entity purchasing or otherwise acquiring or obtaining any interest in any capital stock of the Corporation shall be deemed to have notice and to have consented to the provisions of this Article XIII.

F. SEVERABILITY


The invalidity or unenforceability of any particular provision, or part of any provision, of this Article XIII shall not affect the other provisions or parts hereof, and this Article XIII shall be construed in all respects as if such invalid or unenforceable provisions or parts were omitted.

4. That this Restated Certificate of Incorporation shall become effective at 11:09 p.m. Eastern Time on June 30, 2020.

* * * * *

IN WITNESS WHEREOF, IAC/InterActiveCorp has caused this Restated Certificate of Incorporation to be duly executed and acknowledged by its duly authorized officer this 30th day of June 2020.

IAC/INTERACTIVECORP

By: 
Name: Gregg Winiarski
Title: EVP and General Counsel

Exhibit

4.14a7

**CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION
OF
IAC/INTERACTIVECORP**

IAC/InterActiveCorp, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation duly adopted resolutions proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation.

SECOND: This Certificate of Amendment has been duly adopted by the Board of Directors of the Corporation and by its stockholders in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware and the Certificate of Incorporation of the Corporation.

THIRD: Article IV is hereby amended by deleting the first paragraph of Article IV and replacing that paragraph with the following text:

Without regard to any other provision of the Certificate of Incorporation (including, without limitation, all of the provisions of Article IV), upon the effectiveness of the Certificate of Amendment to Restated Certificate of Incorporation containing this sentence (the "Reclassification Effective Time"), (a) each one share of Common Stock, \$0.001 par value, of the Corporation that is either issued and outstanding or held by the Corporation as treasury stock immediately prior to the Reclassification Effective Time (the "Old Common Stock") shall be and hereby is automatically reclassified as and changed (without any further act) into (i) one share of Common Stock, \$0.0001 par value, of the Corporation and (ii) one one-hundredth of a share of Series 1 Mandatorily Exchangeable Preferred Stock, \$0.01 par value, of the Corporation, and (b) each one share of Class B Common Stock, \$0.001 par value, of the Corporation, that is either issued and outstanding or held by the Corporation as treasury stock immediately prior to the Reclassification Effective Time (the "Old Class B Common Stock") shall be and is hereby automatically reclassified as and changed (without any further act) into (i) one share of Class B Common Stock, \$0.0001 par value, of the Corporation and (ii) one one-hundredth of a share of Series 2 Mandatorily Exchangeable Preferred Stock, \$0.01 par value, of the Corporation (collectively, the "Reclassification"). Each stock certificate that, immediately prior to the Reclassification Effective Time, represented shares of Old Common Stock or Old Class B Common Stock, as applicable, shall, from and after the Reclassification Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of shares (or fractions thereof as applicable) of Common Stock, Class B Common Stock, Series 1 Mandatorily Exchangeable Preferred Stock or Series 2 Mandatorily Exchangeable Preferred Stock, as applicable, into which the shares of Old Common Stock or Old Class B Common Stock, as applicable, represented by such certificate shall have been reclassified.

The Corporation shall have the authority to issue one billion six hundred million (1,600,000,000) shares of \$0.0001 par value Common Stock, four hundred million (400,000,000) shares of \$0.0001 par value Class B Common Stock and one hundred million (100,000,000) shares of \$0.01 par value Preferred Stock (the "Preferred Stock") (of which 1,413,740 shares are designated as shares of Series A Cumulative Preferred Stock, 2,000,000 shares are designated as shares of Series 1 Mandatorily Exchangeable Preferred Stock of the Corporation, and 57,895 shares are designated as shares of Series 2 Mandatorily Exchangeable Preferred Stock of the Corporation).

FOURTH: Article IV is hereby amended by deleting Section D. of Article IV and replacing that Section with the following text:

D. PREFERRED STOCK

The Board of Directors is authorized, by resolution, to designate the voting powers, preferences, rights and qualifications, limitations and restrictions of the Preferred Stock and any class or series thereof. Pursuant to subsection 242(b) of the Delaware General Corporation Law, the number of authorized shares of Preferred Stock or any class or series thereof may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of the Corporation entitled to vote irrespective of such subsection.

Pursuant to the authority conferred by this Article IV.D, in addition to the remaining provisions of this Article IV.D, the Series A Cumulative Preferred Stock has been designated, with such series consisting of such number of shares and such voting powers, designations, preferences, limitations, restrictions, relative rights and distinguishing designation as are stated and expressed in Exhibit A attached hereto (as it may be amended from time to time) and incorporated herein by reference.

- (1) **SERIES 1 MANDATORILY EXCHANGEABLE PREFERRED STOCK.**
 - (a) All shares of Series 1 Mandatorily Exchangeable Preferred Stock shall rank as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (i) prior to all of the now or hereafter issued shares of Common Stock or Class B Common Stock of the Corporation, (ii) *pari passu* with the Series 2 Mandatorily Exchangeable Preferred Stock of the Corporation and (iii) junior to all other series of Preferred Stock of the Corporation.
 - (b) The holders of Series 1 Mandatorily Exchangeable Preferred Stock shall not be entitled to receive any dividends based on their holdings thereof.
 - (c) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of stock ranking junior (upon liquidation, dissolution or winding up) to the Series 1 Mandatorily Exchangeable Preferred

Stock unless, prior thereto, the holders of shares of Series 1 Mandatorily Exchangeable Preferred Stock shall have received \$1.00 per share, or (ii) to the holders of shares of stock ranking on a parity (upon liquidation, dissolution or winding up) with the Series 1 Mandatorily Exchangeable Preferred Stock, except distributions made ratably on the Series 1 Mandatorily Exchangeable Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

- (d) Holders of Series 1 Mandatorily Exchangeable Preferred Stock shall not have any voting rights by virtue of their ownership of any shares of Series 1 Mandatorily Exchangeable Preferred Stock except as otherwise from time to time may be required by law.
- (e) Shares of Series 1 Mandatorily Exchangeable Preferred Stock are not entitled to any preemptive or subscription rights in respect of any securities of the Corporation.
- (f) To the fullest extent permitted by law, at the time that is one minute following the Reclassification Effective Time (the “Mandatory Exchange Effective Time”), each outstanding one one-hundredth of a share of Series 1 Mandatorily Exchangeable Preferred Stock shall be redeemed by the Corporation, without notice, in exchange for a number of shares of common stock (“Vimeo Common Stock”) of a corporation to be incorporated and subsequently renamed to Vimeo, Inc. (“Vimeo, Inc.”) equal to the Spin-off Exchange Ratio (as defined in the Separation Agreement to be entered into between the Corporation and Vimeo, Inc. (as it may be amended from time to time, the “Separation Agreement”)). A copy of the Separation Agreement, once entered into, shall be maintained by the Secretary of the Corporation at the principal executive offices of the Corporation and a copy thereof shall be provided free of charge to any stockholder who makes a request therefor. Any reference in this Certificate of Incorporation to the Separation Agreement shall be deemed a reference to such Separation Agreement as amended from time to time in accordance with its terms. No fractional shares of Vimeo Common Stock, or certificates representing fractional shares thereof, shall be delivered to the former holders of Series 1 Mandatorily Exchangeable Preferred Stock as a result of the Reclassification. Stockholders that otherwise would be entitled to receive fractional shares of Vimeo Common Stock shall be entitled to receive cash (without interest) as contemplated by the Separation Agreement (taking into account all shares of capital stock held by such stockholders).

(g) Shares of Series 1 Mandatorily Exchangeable Preferred Stock redeemed or otherwise acquired by the Corporation may thereafter be issued, but not as shares of Series 1 Mandatorily Exchangeable Preferred Stock and, upon their retirement, will be restored to the status of authorized and unissued shares of Preferred Stock.

(2) SERIES 2 MANDATORILY EXCHANGEABLE PREFERRED STOCK

(a) All shares of Series 2 Mandatorily Exchangeable Preferred Stock shall rank as to distributions of assets upon liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (i) prior to all of the now or hereafter issued shares of Common Stock or Class B Common Stock of the Corporation, (ii) *pari passu* with the Series 1 Mandatorily Exchangeable Preferred Stock of the Corporation and (iii) junior to all other series of Preferred Stock of the Corporation.

(b) The holders of Series 2 Mandatorily Exchangeable Preferred Stock shall not be entitled to receive any dividends based on their holdings thereof.

(c) Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made (i) to the holders of shares of stock ranking junior (upon liquidation, dissolution or winding up) to the Series 2 Mandatorily Exchangeable Preferred Stock unless, prior thereto, the holders of shares of Series 2 Mandatorily Exchangeable Preferred Stock shall have received \$1.00 per share, or (ii) to the holders of shares of stock ranking on a parity (upon liquidation, dissolution or winding up) with the Series 2 Mandatorily Exchangeable Preferred Stock, except distributions made ratably on the Series 2 Mandatorily Exchangeable Preferred Stock and all such parity stock in proportion to the total amounts to which the holders of all such shares are entitled upon such liquidation, dissolution or winding up.

(d) Holders of Series 2 Mandatorily Exchangeable Preferred Stock shall not have any voting rights by virtue of their ownership of any shares of Series 2 Mandatorily Exchangeable Preferred Stock except as otherwise from time to time may be required by law.

(e) Shares of Series 2 Mandatorily Exchangeable Preferred Stock are not entitled to any preemptive or subscription rights in respect of any securities of the Corporation.

(f) To the fullest extent permitted by law, at the Mandatory Exchange Effective Time, each outstanding one one-hundredth of a share of

Series 2 Mandatorily Exchangeable Preferred Stock shall be redeemed by the Corporation, without notice, in exchange for one share of Class B common stock of Vimeo, Inc. (“Vimeo Class B Common Stock”) equal to the Spin-off Exchange Ratio. No fractional shares of Vimeo Class B Common Stock, or certificates representing fractional shares thereof, shall be delivered to the former holders of Series 2 Mandatorily Exchangeable Preferred Stock as a result of the Reclassification. Stockholders that otherwise would be entitled to receive fractional shares of Vimeo Class B Common Stock shall be entitled to receive cash (without interest) as contemplated by the Separation Agreement (taking into account all shares of capital stock held by such stockholders).

- (g) Shares of Series 2 Mandatorily Exchangeable Preferred Stock redeemed or otherwise acquired by the Corporation may thereafter be issued, but not as shares of Series 2 Mandatorily Exchangeable Preferred Stock and, upon their retirement, will be restored to the status of authorized and unissued shares of Preferred Stock.

FIFTH: Section 2 of the Certificate of Designations of Series A Cumulative Preferred Stock of the Company is hereby amended by deleting from the first sentence thereof the following text: “, \$0.001 par value per share,”.

SIXTH: Section 7 of the Certificate of Designations of Series A Cumulative Preferred Stock of the Company is hereby amended by deleting from the second sentence thereof the following text: “, \$0.001 par value per share,”.

SEVENTH: Sections A to D of Article XIII are hereby amended to read in their entirety as follows:

A. COMPETITION AND CORPORATE OPPORTUNITIES

(1) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Expedia Dual Opportunity about which an Expedia Dual Role Person acquires knowledge. An Expedia Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Expedia Dual Opportunity that such Expedia Dual Role Person has communicated or offered to Expedia, shall not be prohibited from communicating or offering any Expedia Dual Opportunity to Expedia, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Expedia Dual Opportunity that such Expedia Dual Role Person has communicated or offered to Expedia or (ii) the communication or offer to Expedia of any Expedia Dual Opportunity, so long as (x) the Expedia Dual Opportunity does not become known to the Expedia Dual Role Person in his or her capacity as a director or officer of the

Corporation, and (y) the Expedia Dual Opportunity is not presented by the Expedia Dual Role Person to any party other than Expedia, Match or Vimeo and the Expedia Dual Role Person does not pursue the Expedia Dual Opportunity individually.

(2) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Match Dual Opportunity about which an Match Dual Role Person acquires knowledge. A Match Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Match Dual Opportunity that such Match Dual Role Person has communicated or offered to Match, shall not be prohibited from communicating or offering any Match Dual Opportunity to Match, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Match Dual Opportunity that such Match Dual Role Person has communicated or offered to Match or (ii) the communication or offer to Match of any Match Dual Opportunity, so long as (x) the Match Dual Opportunity does not become known to the Match Dual Role Person in his or her capacity as a director or officer of the Corporation, and (y) the Match Dual Opportunity is not presented by the Match Dual Role Person to any party other than Match, Expedia or Vimeo and the Match Dual Role Person does not pursue the Match Dual Opportunity individually.

(3) To the extent provided in the following sentence, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any Vimeo Dual Opportunity about which a Vimeo Dual Role Person acquires knowledge. A Vimeo Dual Role Person shall have no duty to communicate or offer to the Corporation or any of its Affiliated Companies any Vimeo Dual Opportunity that such Vimeo Dual Role Person has communicated or offered to Vimeo, shall not be prohibited from communicating or offering any Vimeo Dual Opportunity to Vimeo, and shall not be liable to the Corporation or its stockholders for breach of any fiduciary duty as a stockholder, director or officer of the Corporation, as the case may be, resulting from (i) the failure to communicate or offer to the Corporation or any of its Affiliated Companies any Vimeo Dual Opportunity that such Vimeo Dual Role Person has communicated or offered to Vimeo or (ii) the communication or offer to Vimeo of any Vimeo Dual Opportunity, so long as (x) the Vimeo Dual Opportunity does not become known to the Vimeo Dual Role Person in his or her capacity as a director or officer of the Corporation, and (y) the Vimeo Dual Opportunity is not presented by the Vimeo Dual Role Person to any party other than Vimeo, Expedia or Match and the Vimeo Dual Role Person does not pursue the Vimeo Dual Opportunity individually.

B. CERTAIN MATTERS DEEMED NOT CORPORATE OPPORTUNITIES

In addition to and notwithstanding the foregoing provisions of this Article XIII, the Corporation renounces any interest or expectancy of the Corporation or any of its Affiliated Companies in, or in being offered an opportunity to participate in, any business

opportunity that the Corporation is not financially able or contractually permitted or legally able to undertake. Moreover, nothing in this Article XIII shall amend or modify in any respect any written contractual agreement between Expedia, Match or Vimeo on the one hand and the Corporation or any of its Affiliated Companies on the other hand.

C. CERTAIN DEFINITIONS

For purposes of this Article XIII:

“Affiliate” means with respect to any Person, any other Person directly or indirectly controlling, controlled by or under common control with such Person. For purposes of the foregoing definition, the term “controls,” “is controlled by,” or “is under common control with” means the power to direct or cause the direction of the management and policies of a Person, whether through the ownership of voting securities, by contract or otherwise.

“Affiliated Company” means (i) with respect to the Corporation, any Person controlled by the Corporation, (ii) with respect to Expedia, any Person controlled by Expedia, (iii) with respect to Match, any Person controlled by Match, and (iv) with respect to Vimeo, any Person controlled by Vimeo.

“Expedia” means Expedia Group, Inc., a Delaware corporation, and its Affiliated Companies.

“Expedia Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Expedia, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Expedia Dual Role Person” means any individual who is an officer or director of both the Corporation and Expedia.

“Match” means Match Group, Inc., a Delaware corporation originally incorporated on July 28, 1986 under the name Silver King Broadcasting Company, Inc., and its Affiliated Companies.

“Match Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Match, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Match Dual Role Person” means any individual who is an officer or director of both the Corporation and Match.

“Person” means an individual, a partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization and a governmental entity or any department, agency or political subdivision thereof.

“Vimeo” means a corporation to be incorporated and subsequently renamed to Vimeo, Inc., and its Affiliated Companies.

“Vimeo Dual Opportunity” means any potential transaction or matter which may be a corporate opportunity for both Vimeo, on the one hand, and the Corporation or any of its Affiliated Companies, on the other hand.

“Vimeo Dual Role Person” means any individual who is an officer or director of both the Corporation and Vimeo.

D. TERMINATION

The provisions of this Article XIII shall have no further force or effect (i) with respect to Expedia Dual Role Persons or Expedia Dual Opportunities at such time as (a) the Corporation and Expedia are no longer Affiliates and (b) none of the directors and officers of Expedia serve as directors or officers of the Corporation and its Affiliated Companies, (ii) with respect to Match Dual Role Persons and Match Dual Opportunities at such time as (a) the Corporation and Match are no longer Affiliates and (b) none of the directors and officers of Match serve as directors or officers of the Corporation and its Affiliated Companies and (iii) with respect to Vimeo Dual Role Persons and Vimeo Dual Opportunities at such time as (a) the Corporation and Vimeo are no longer Affiliates and (b) none of the directors and officers of Vimeo serve as directors or officers of the Corporation and its Affiliated Companies; provided, however, that any such termination shall not terminate the effect of such provisions with respect to any agreement, arrangement or other understanding between the Corporation or an Affiliated Company thereof on the one hand, and Expedia, Match or Vimeo, on the other hand, as applicable, that was entered into before such time or any transaction entered into in the performance of such agreement, arrangement or other understanding, whether entered into before or after such time.

EIGHTH: This Certificate of Amendment shall become effective at 12:02 a.m., Eastern time, on May 25, 2021.

[signature appears on next page]

IN WITNESS WHEREOF, said Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of May, 2021.

IAC/INTERACTIVECORP

By: Kendall Handler

Name: Kendall Handler

Title: Senior Vice President, General Counsel and
Assistant Secretary

Exhibit

4.14b1

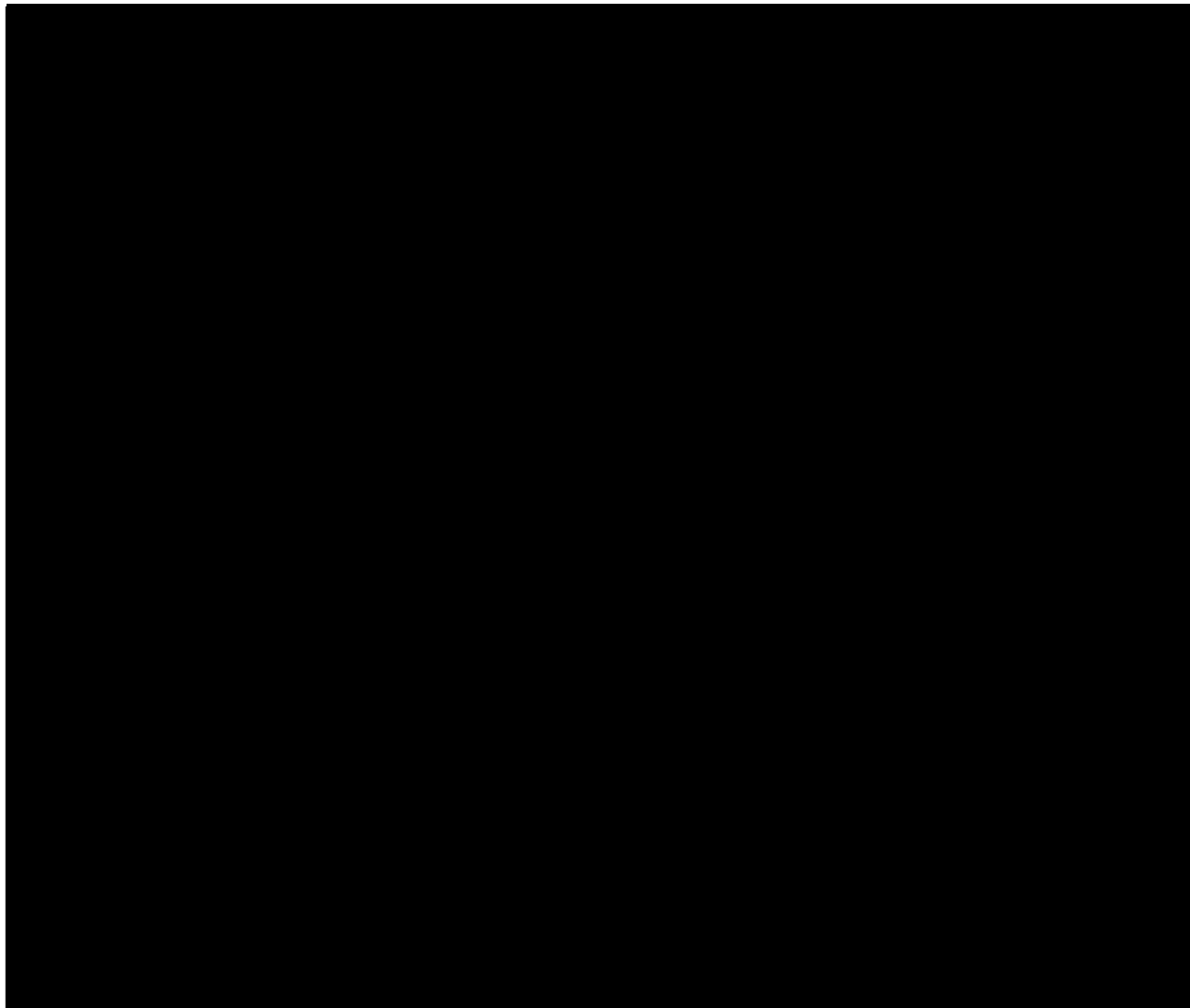
**BY-LAWS
OF
GVC HOLDINGS (USA) INC.**

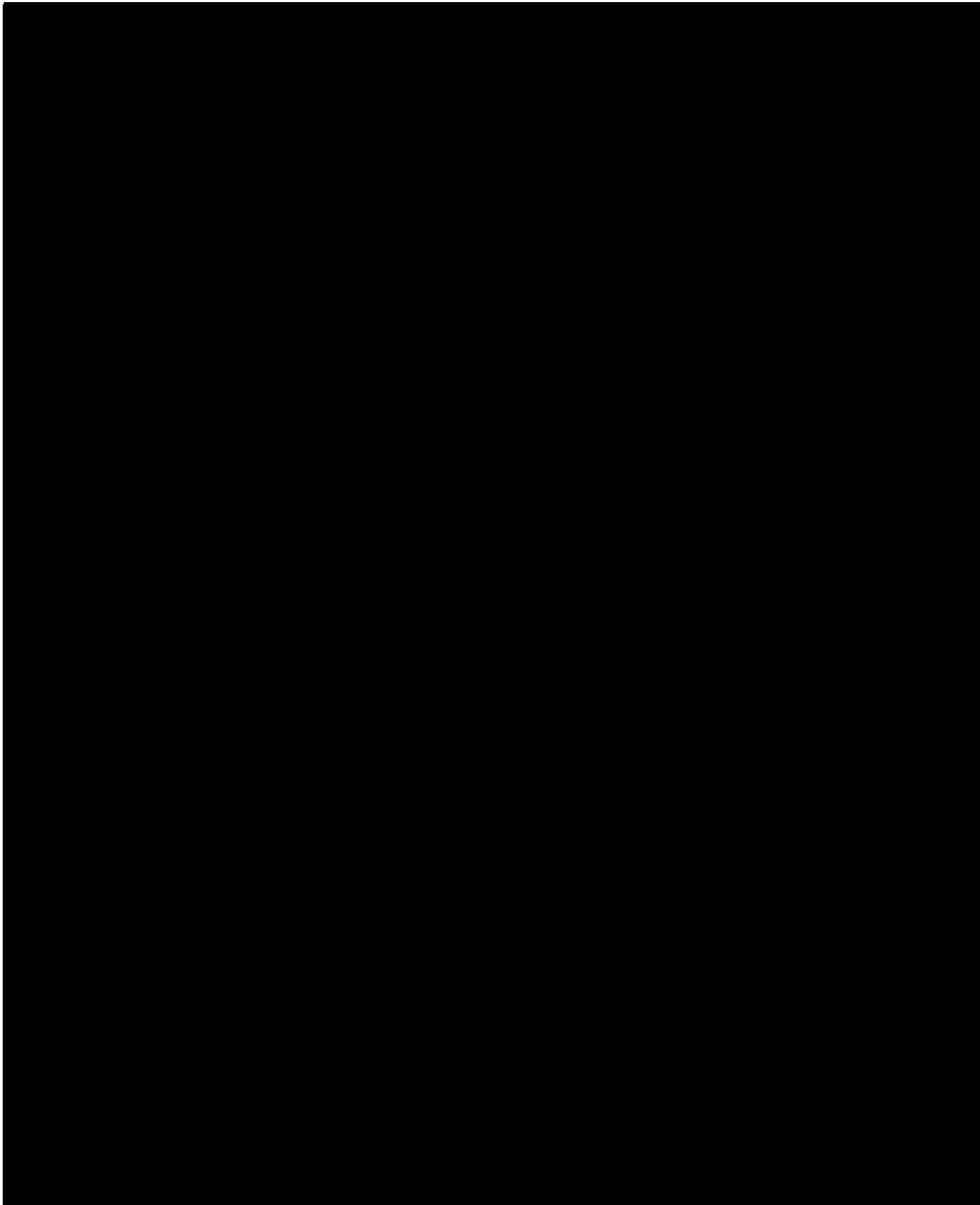


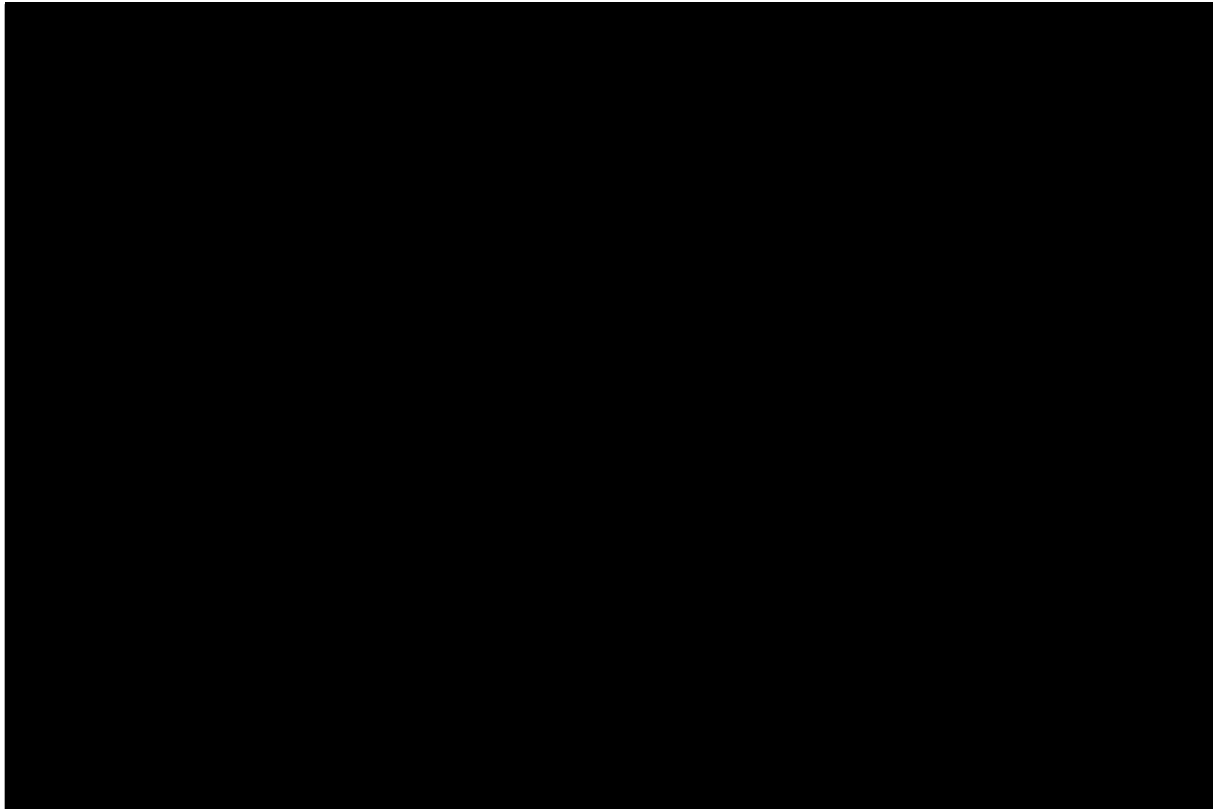
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OF
GVC HOLDINGS (USA) INC.

PREAMBLE

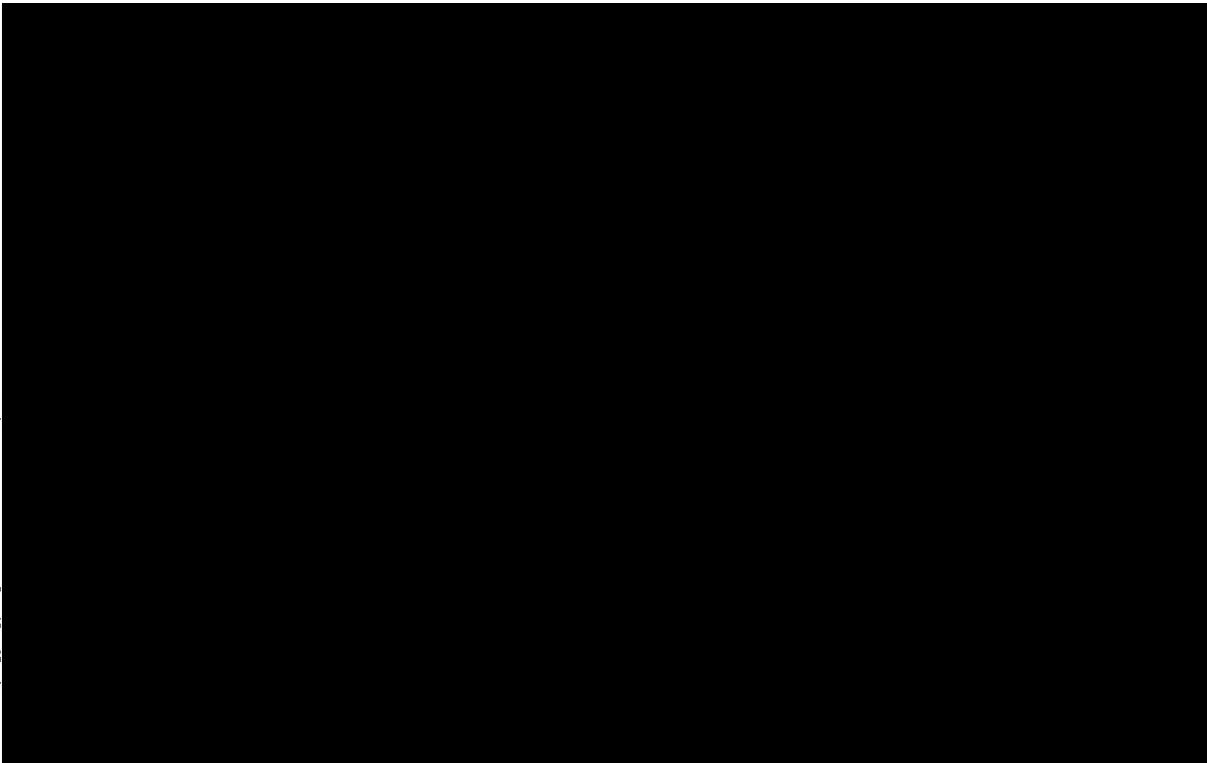
These by-laws (the “**By-Laws**”), are subject to, and governed by, the General Corporation Law of the State of Delaware (the “**DGCL**”) and the certificate of incorporation of GVC Holdings (USA) Inc. (the “**Certificate of Incorporation**”), a Delaware corporation (the “**Corporation**”) then in effect. In the event of a direct conflict between the provisions of these By-Laws and the mandatory provisions of the DGCL or the provisions of the Certificate of Incorporation, such provisions of the DGCL or the Certificate of Incorporation, as the case may be, will be controlling.

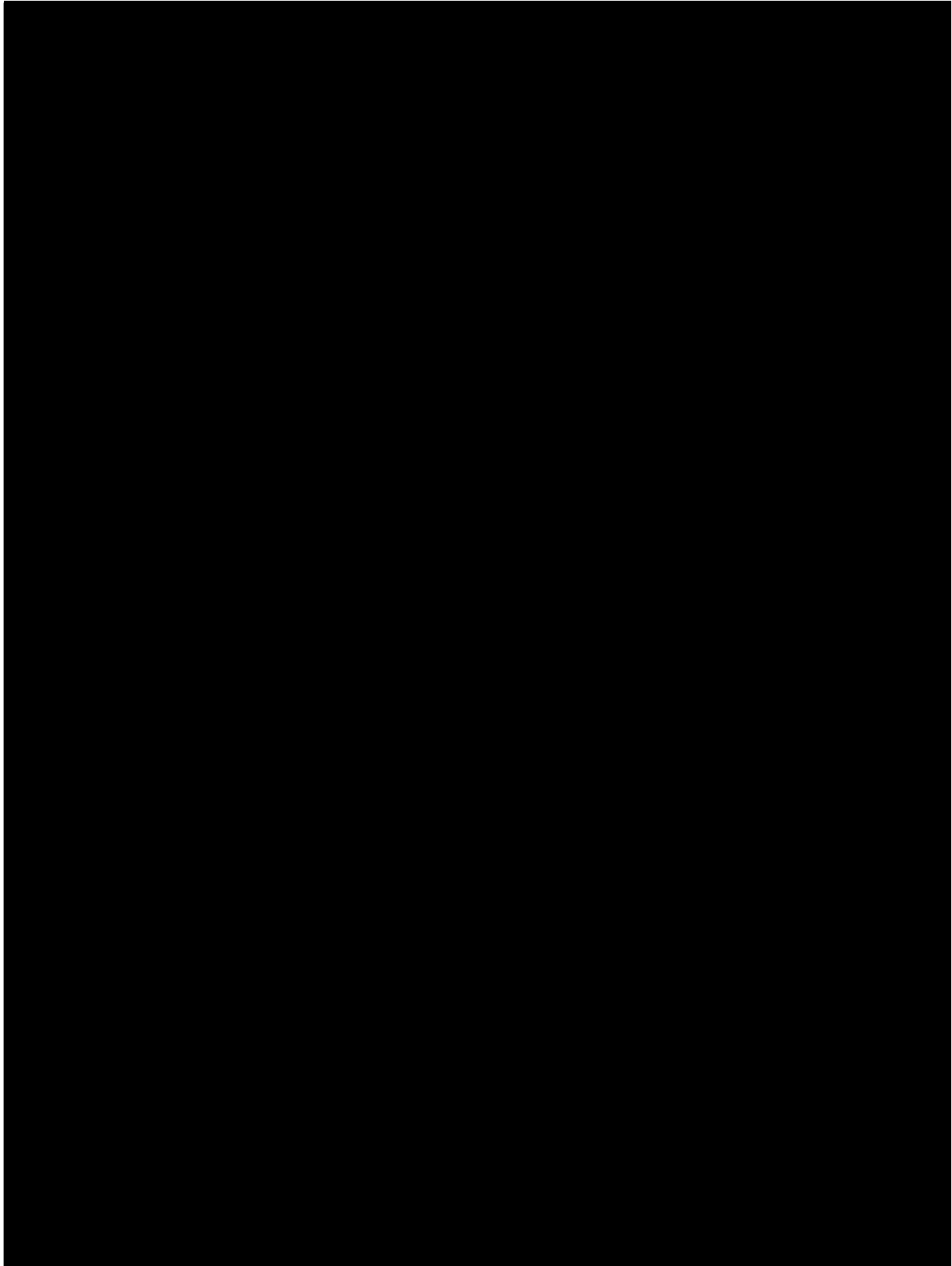


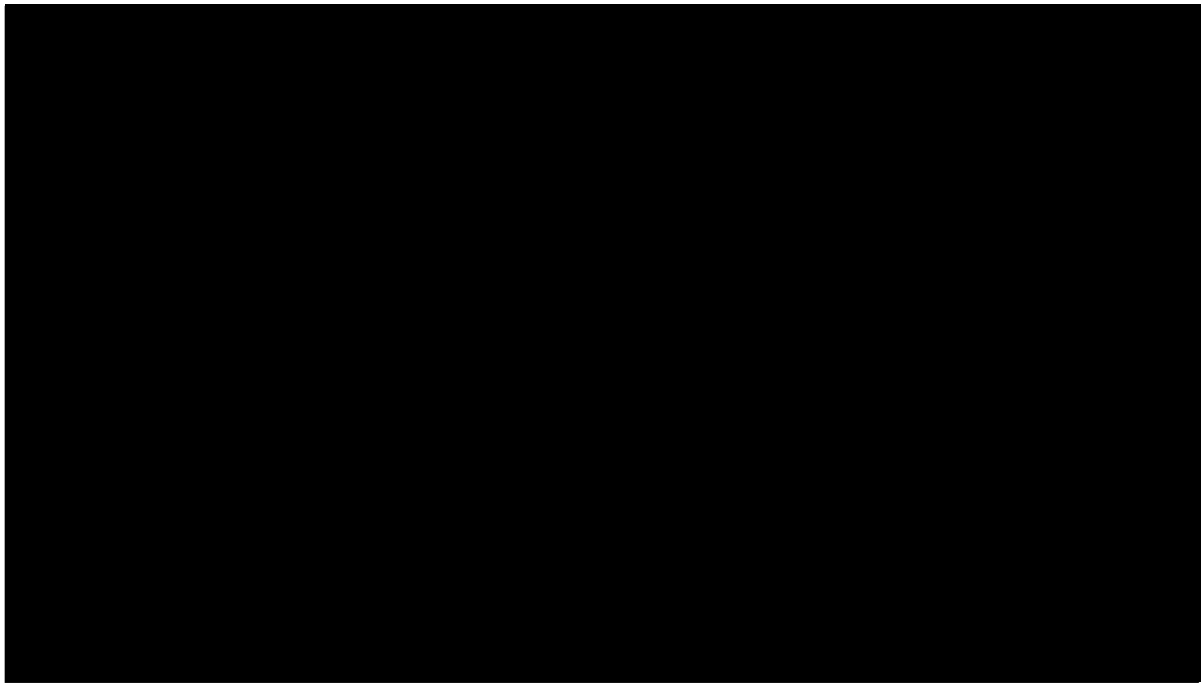




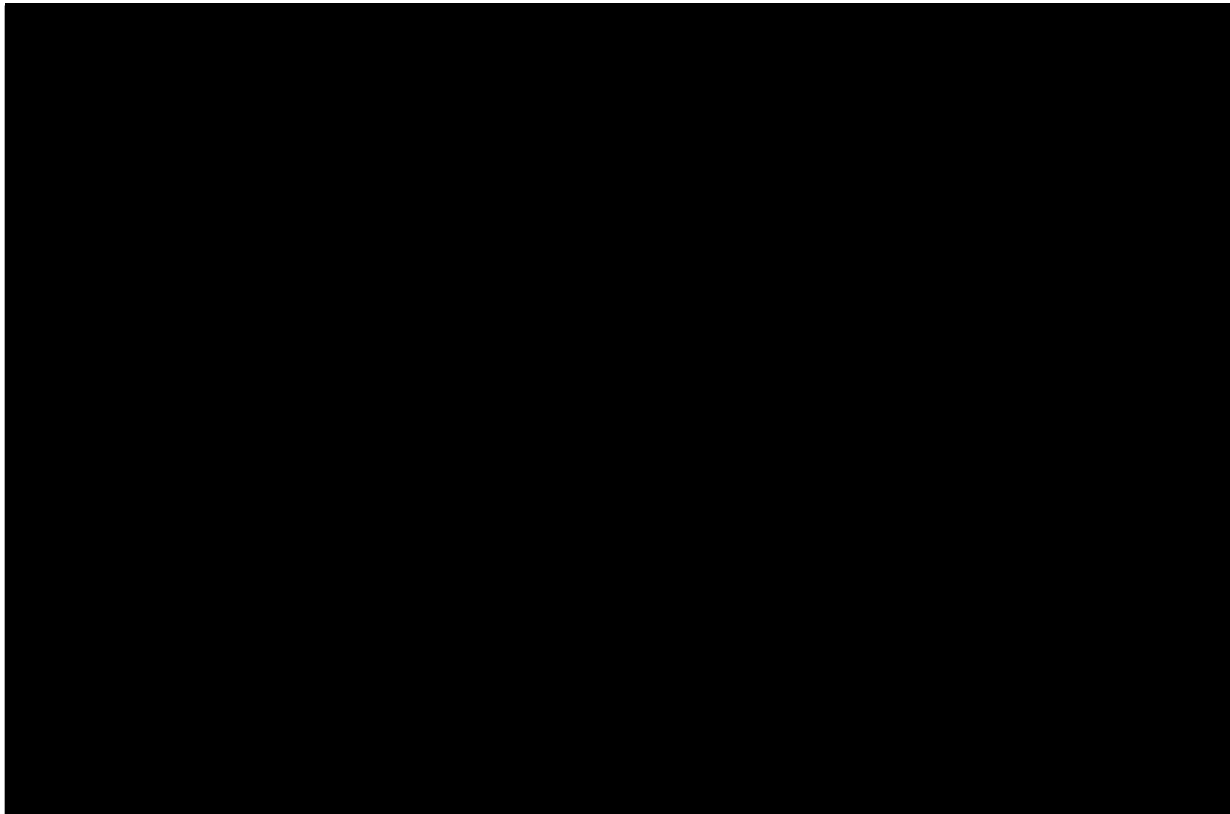
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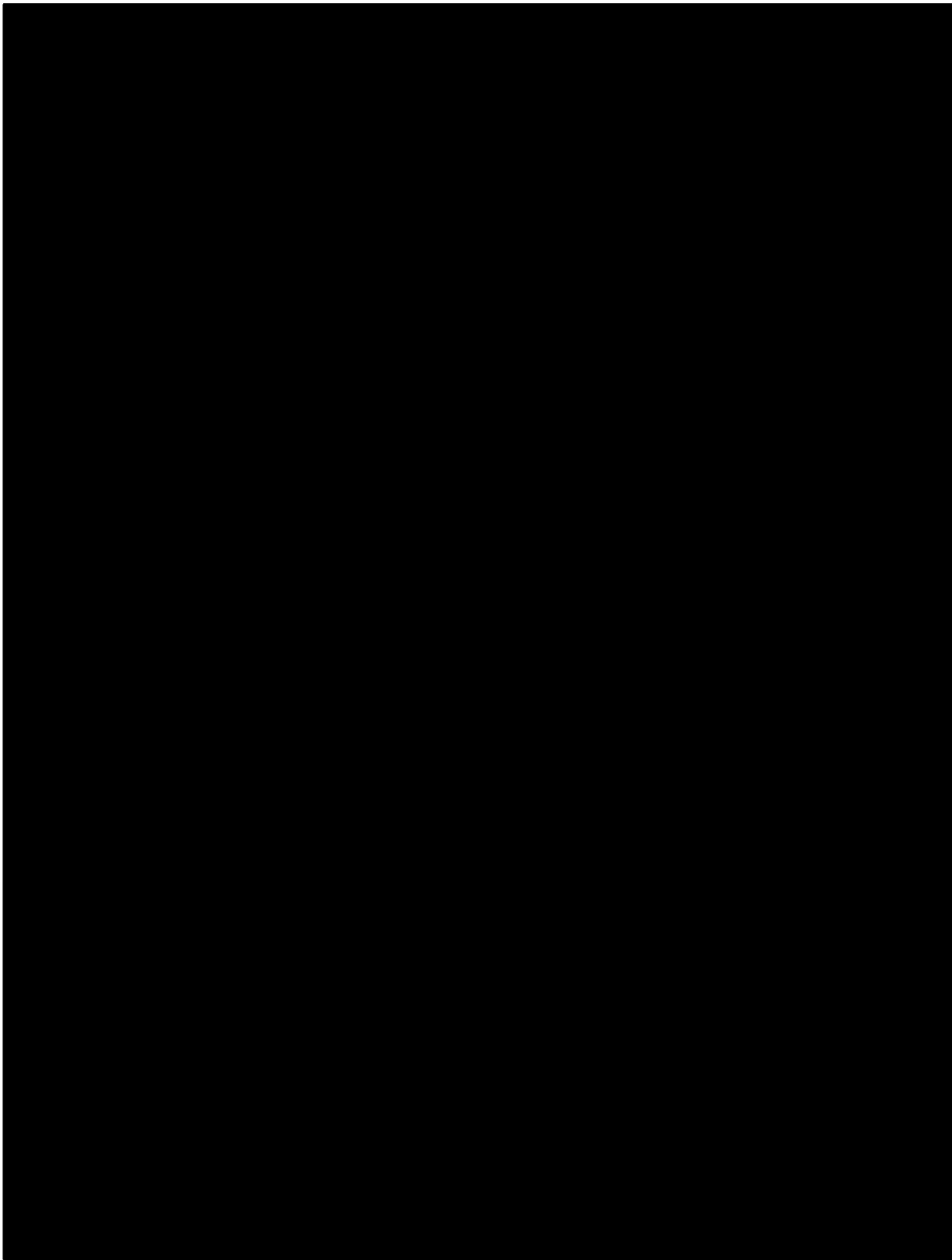


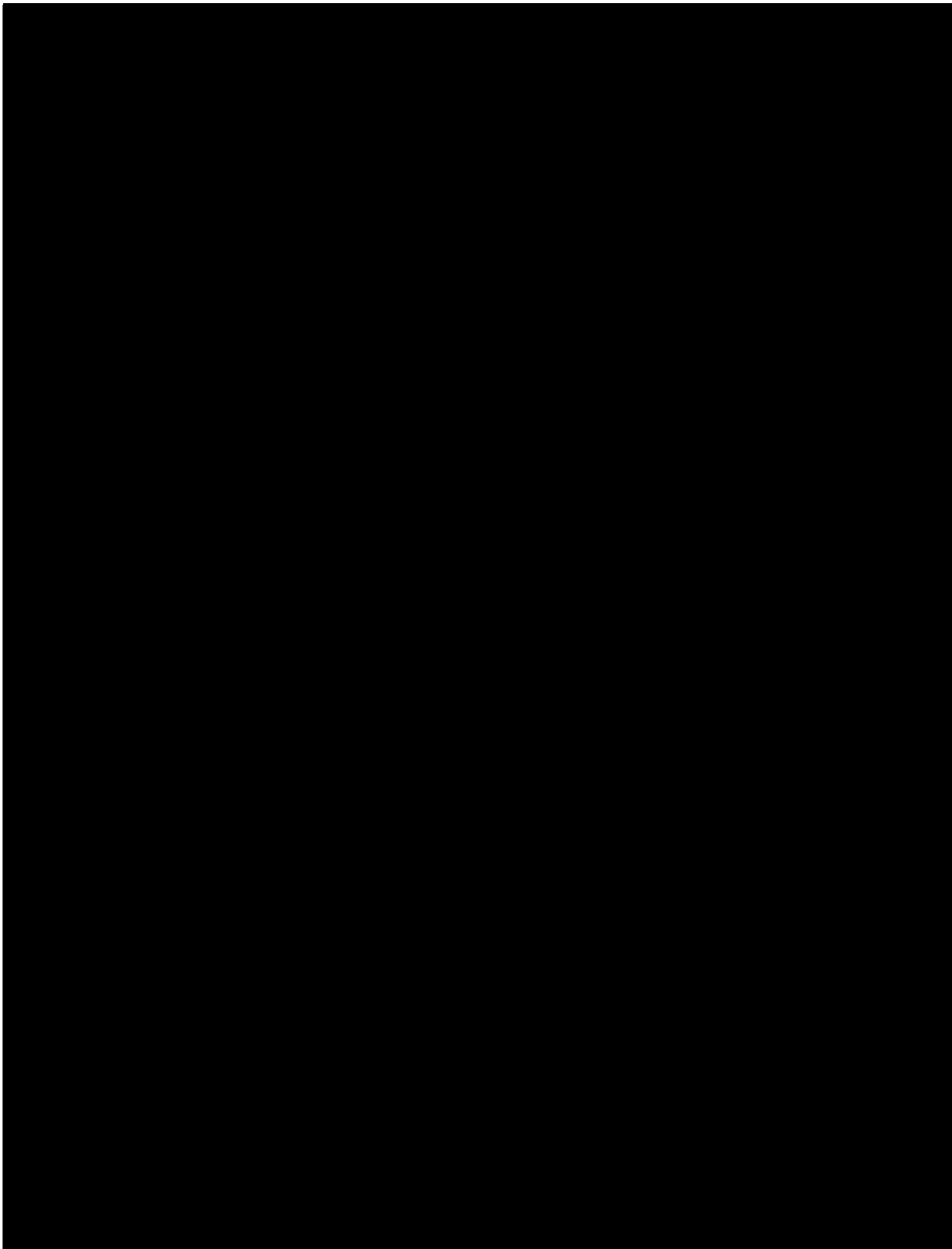




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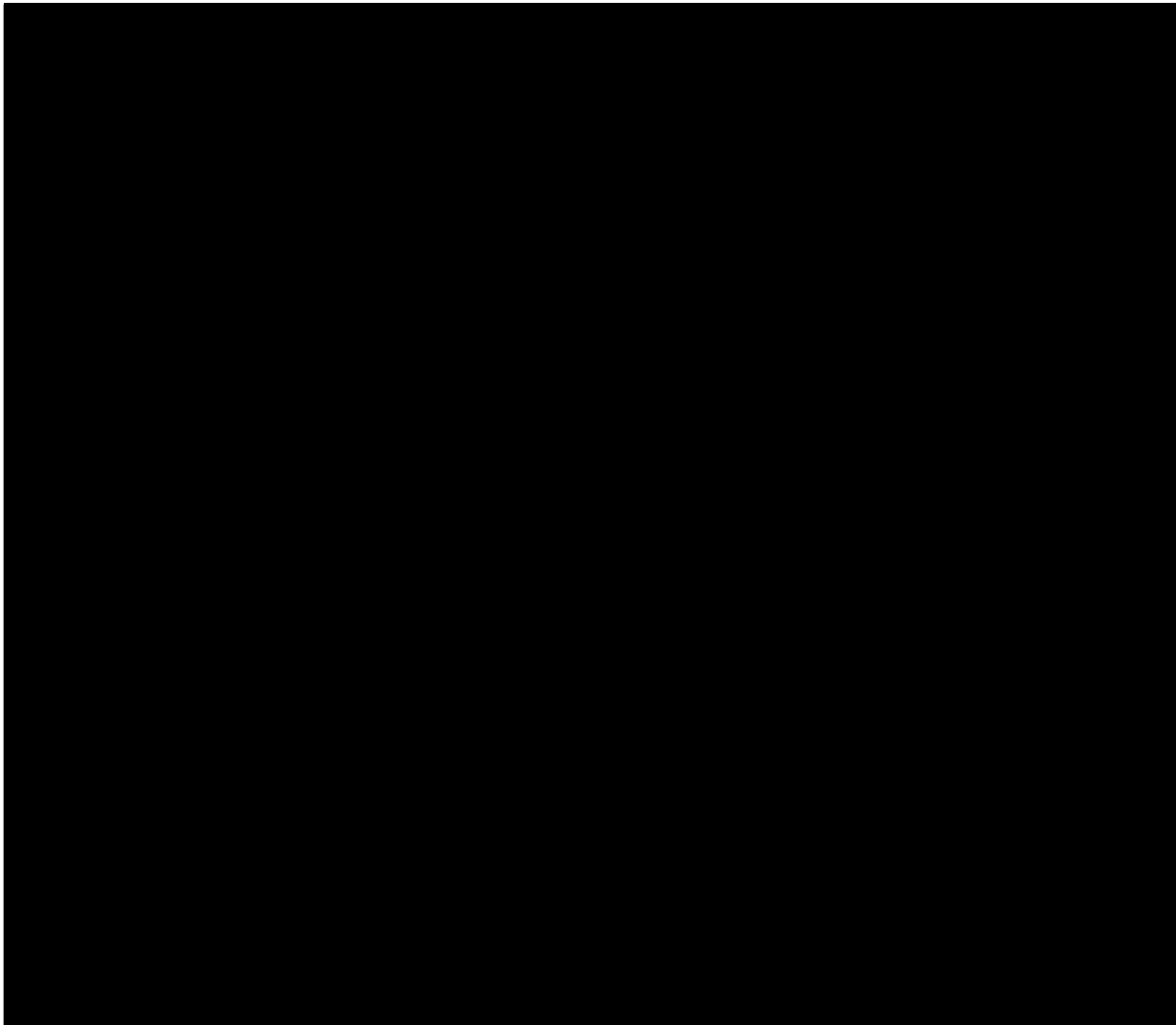


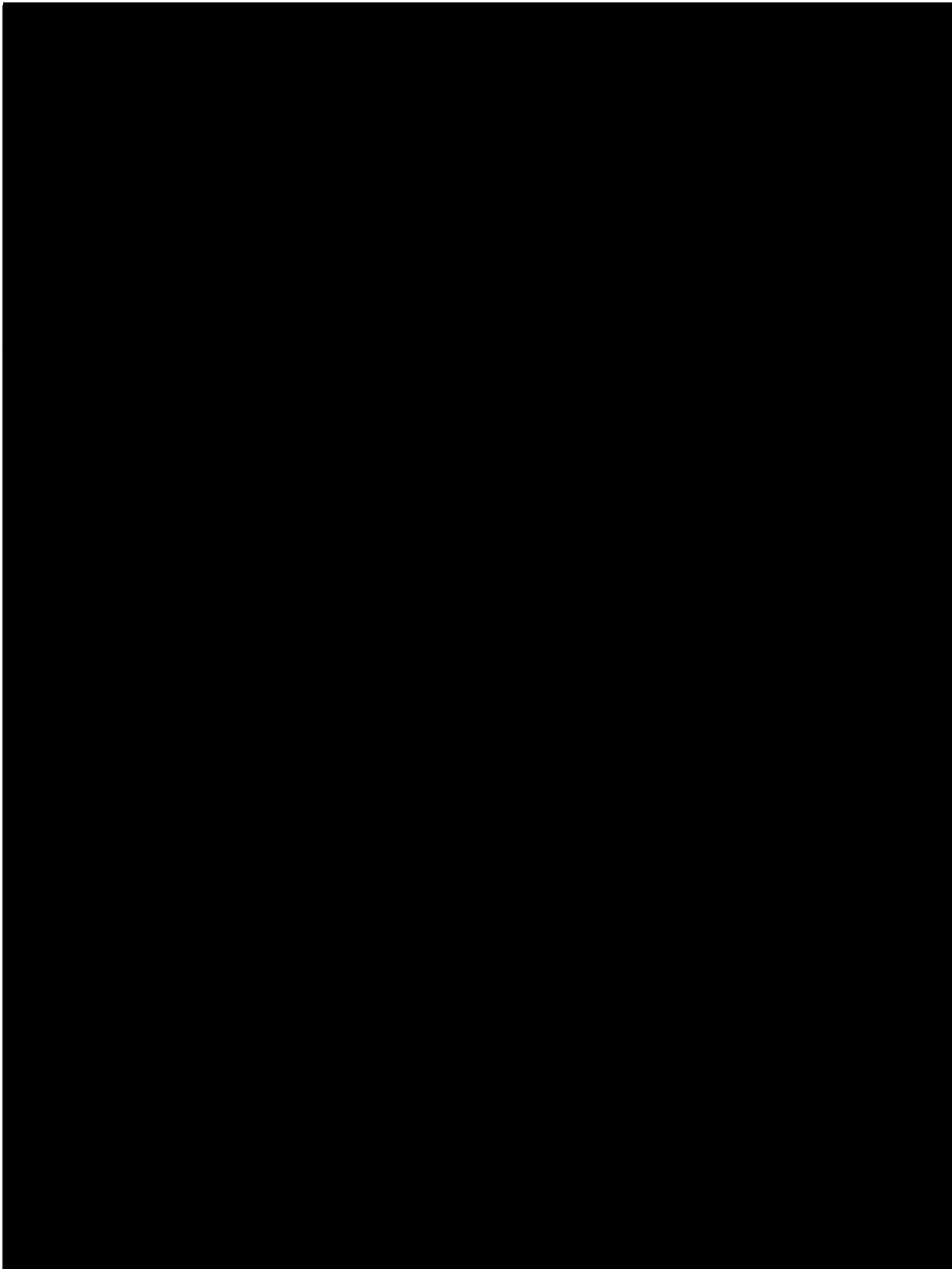




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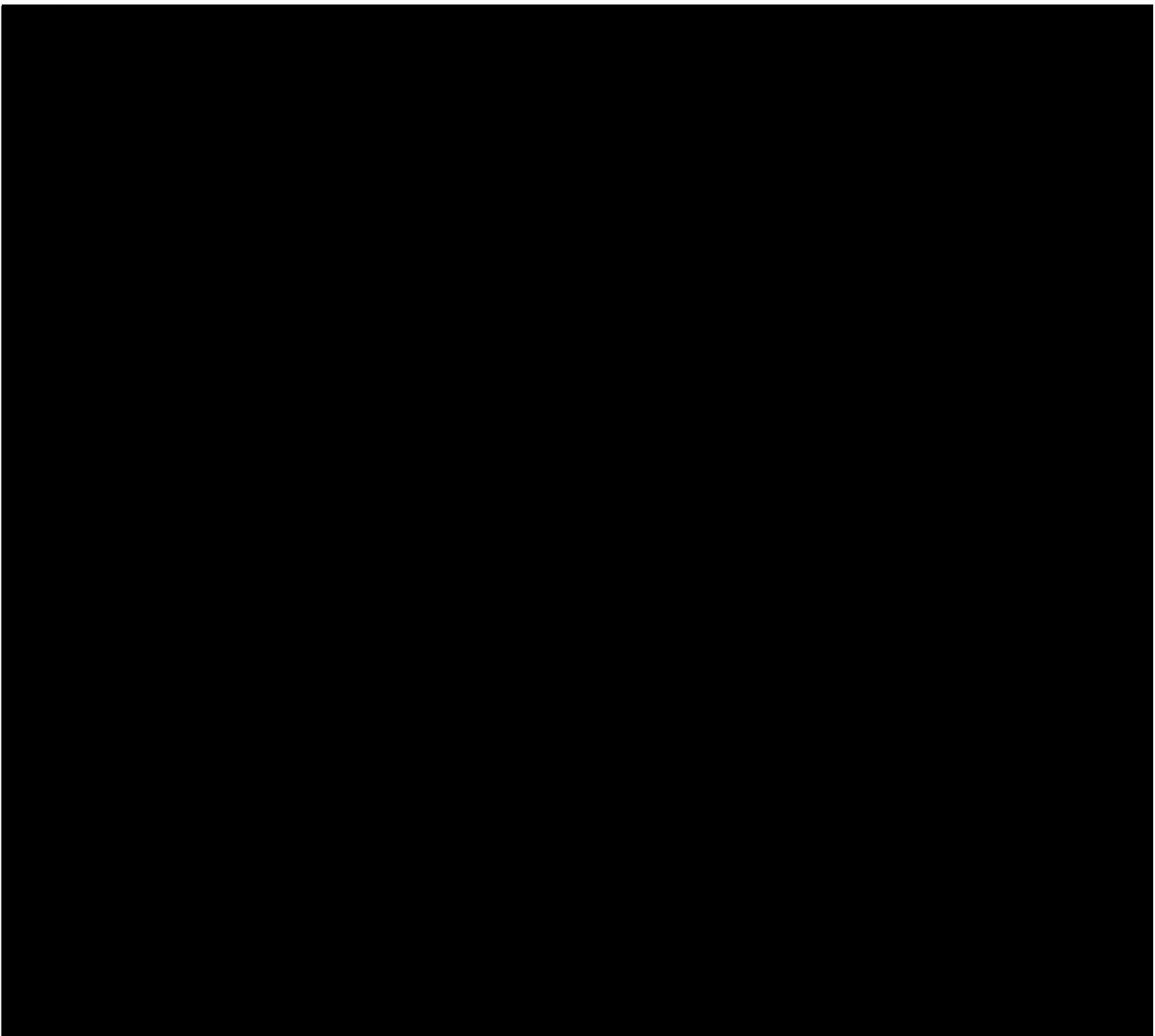
CERTIFICATES OF STOCK

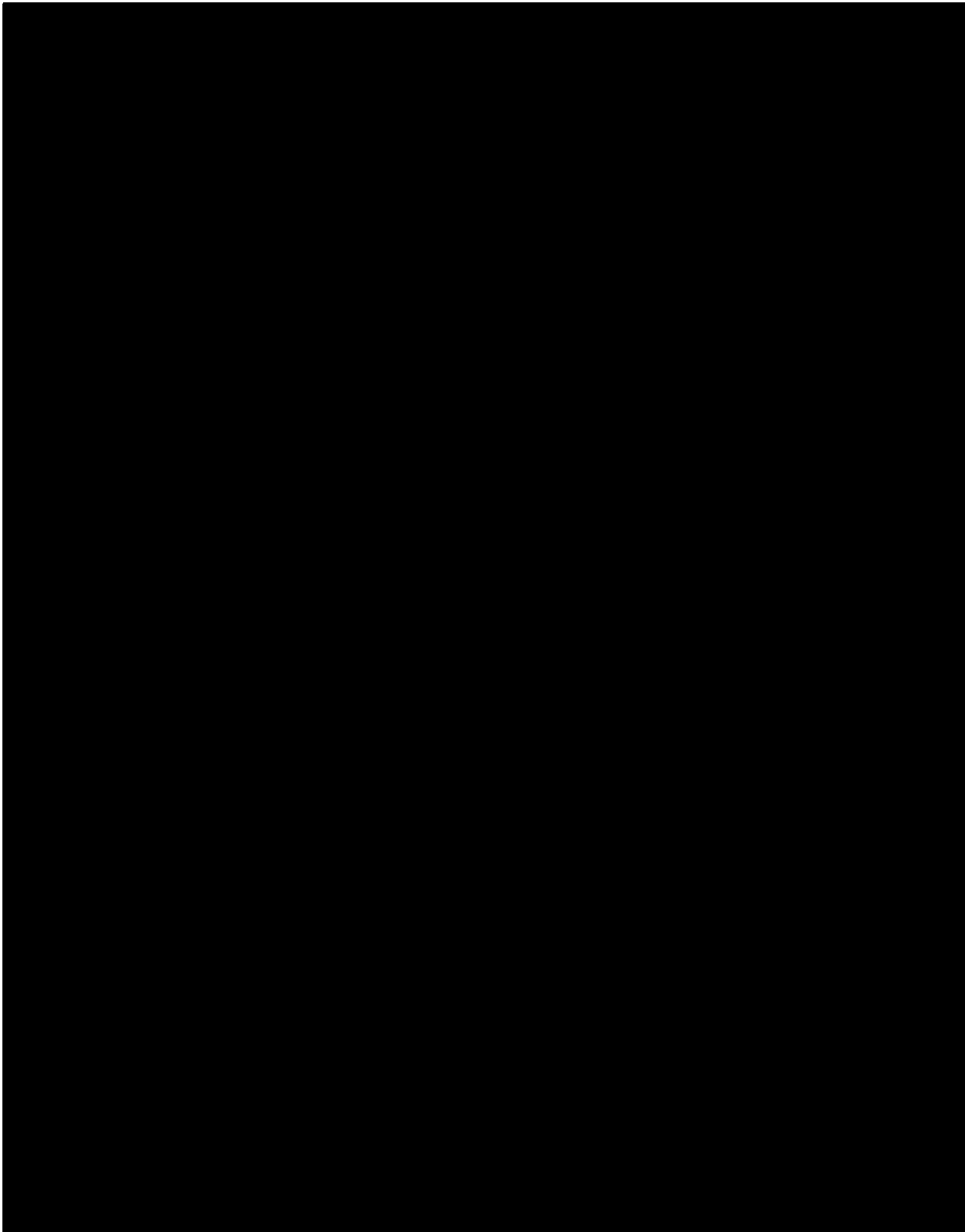


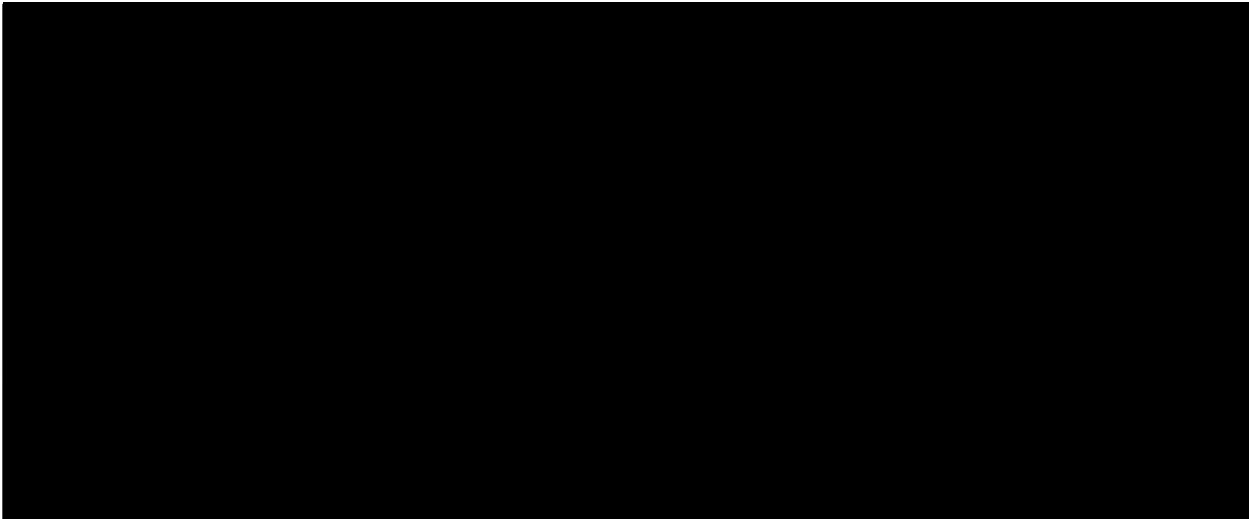




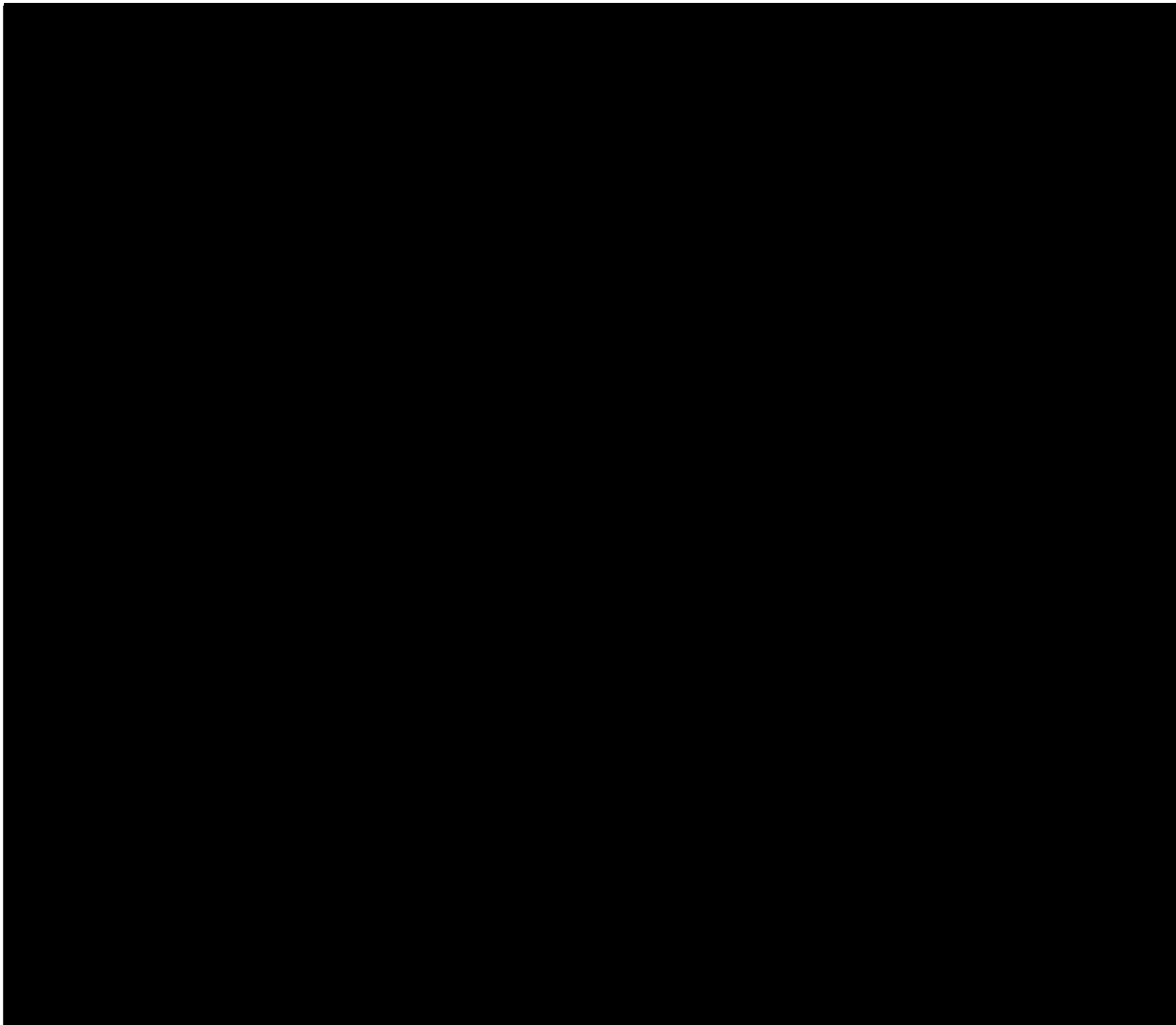
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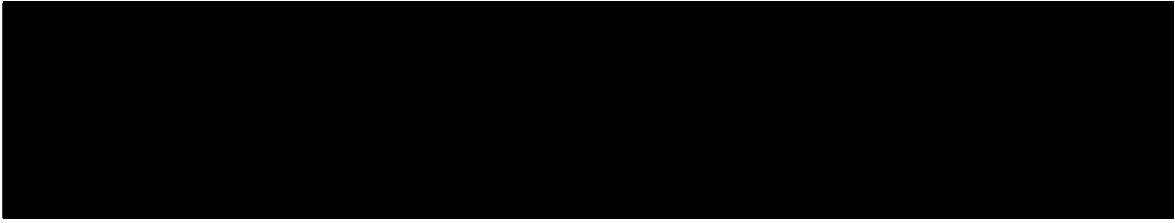




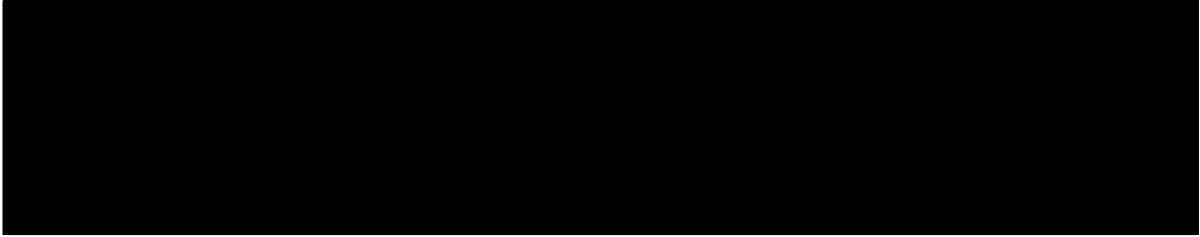


VII.





VIII.



IX.



* * * *END OF BY-LAWS* * * *

Exhibit

4.14b2

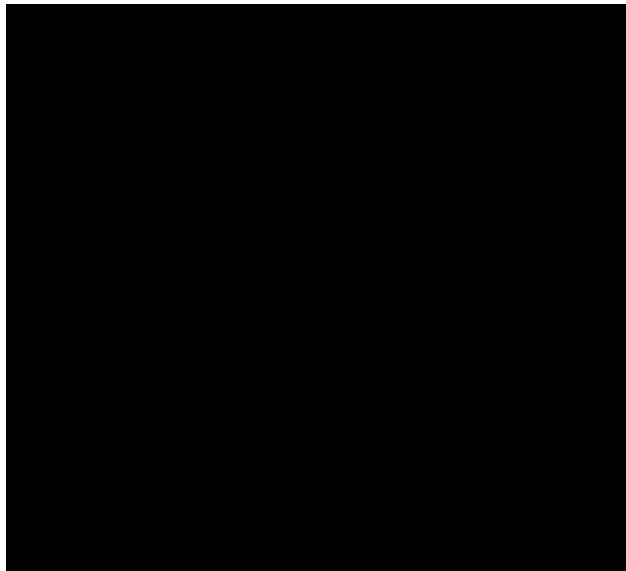
ISLE OF MAN

COMPANIES ACT 2006

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

GVC HOLDINGS PLC



ISLE OF MAN COMPANIES ACT 2006

MEMORANDUM OF ASSOCIATION

OF

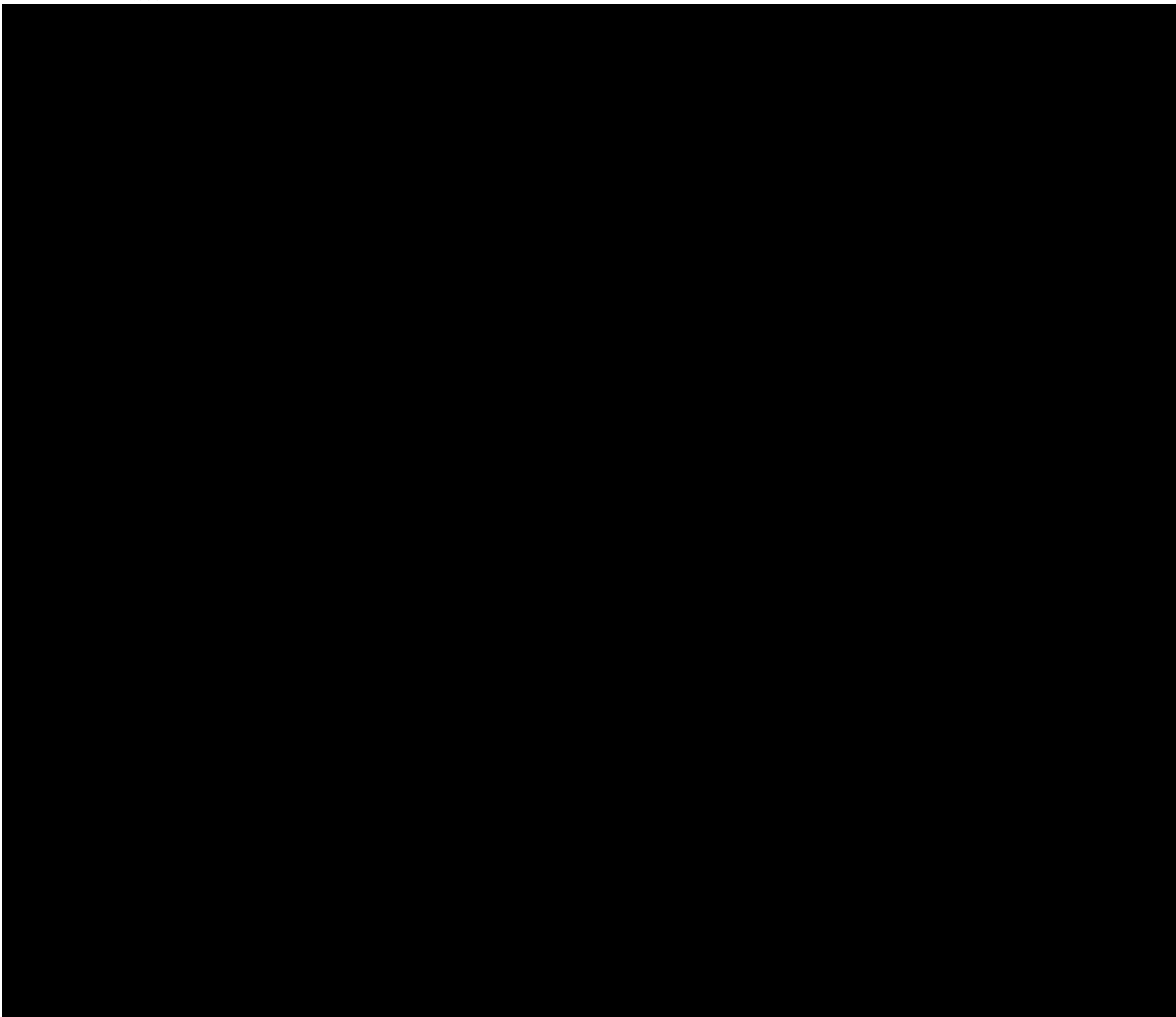
GVC HOLDINGS PLC

1. The name of the Company is GVC Holdings PLC.
2. The Company is a company limited by shares.
3. The address of the Company's registered office is at:

15-19 Athol Street Douglas

Isle of Man

IM1 1LB





THE COMPANIES ACT 2006

ISLE OF MAN

A COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

OF

GVC HOLDINGS PLC

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Exhibit

4.14b3

Exhibit A: Series A Cumulative Preferred Stock

CERTIFICATE OF DESIGNATIONS

of

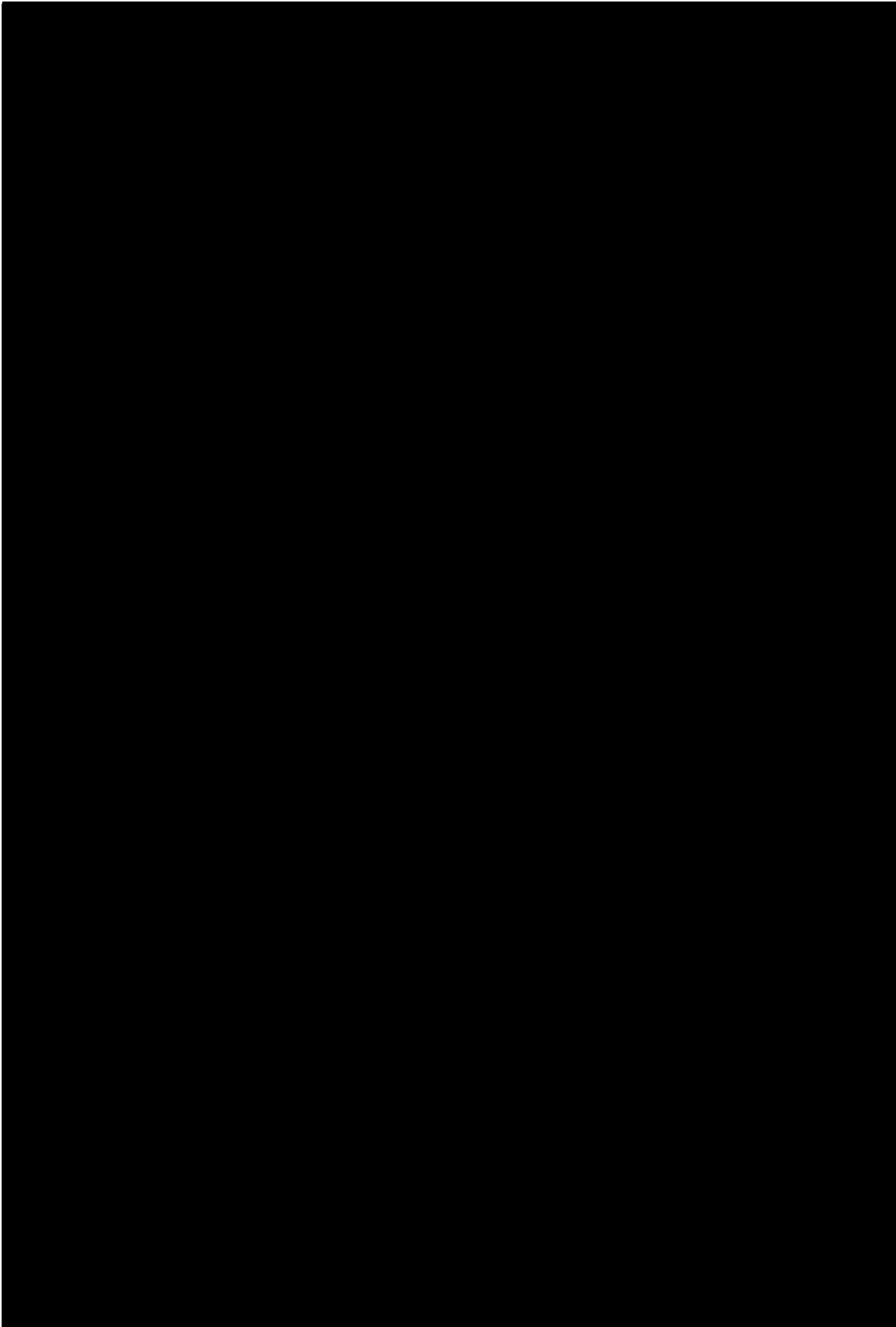
SERIES A CUMULATIVE PREFERRED STOCK

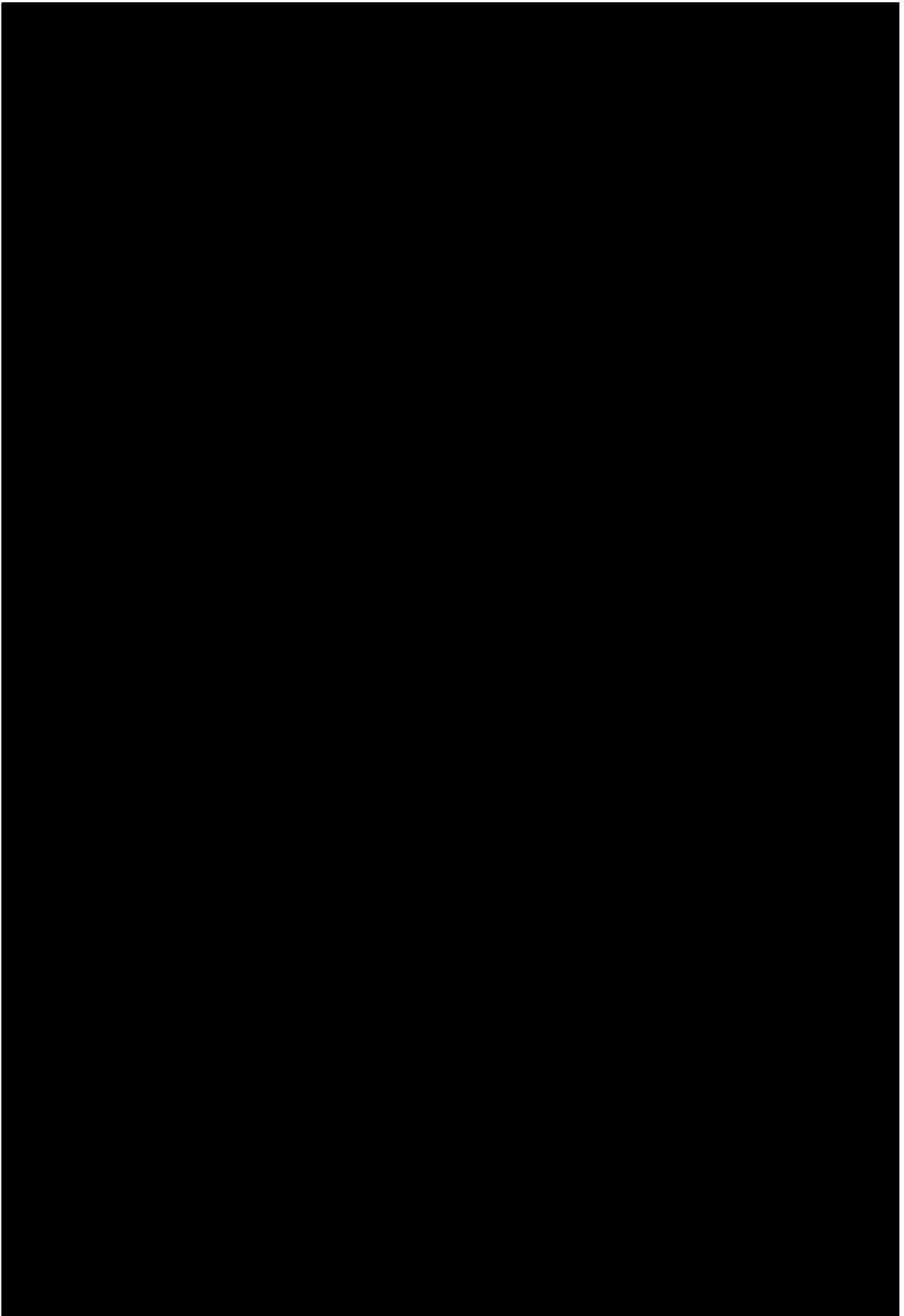
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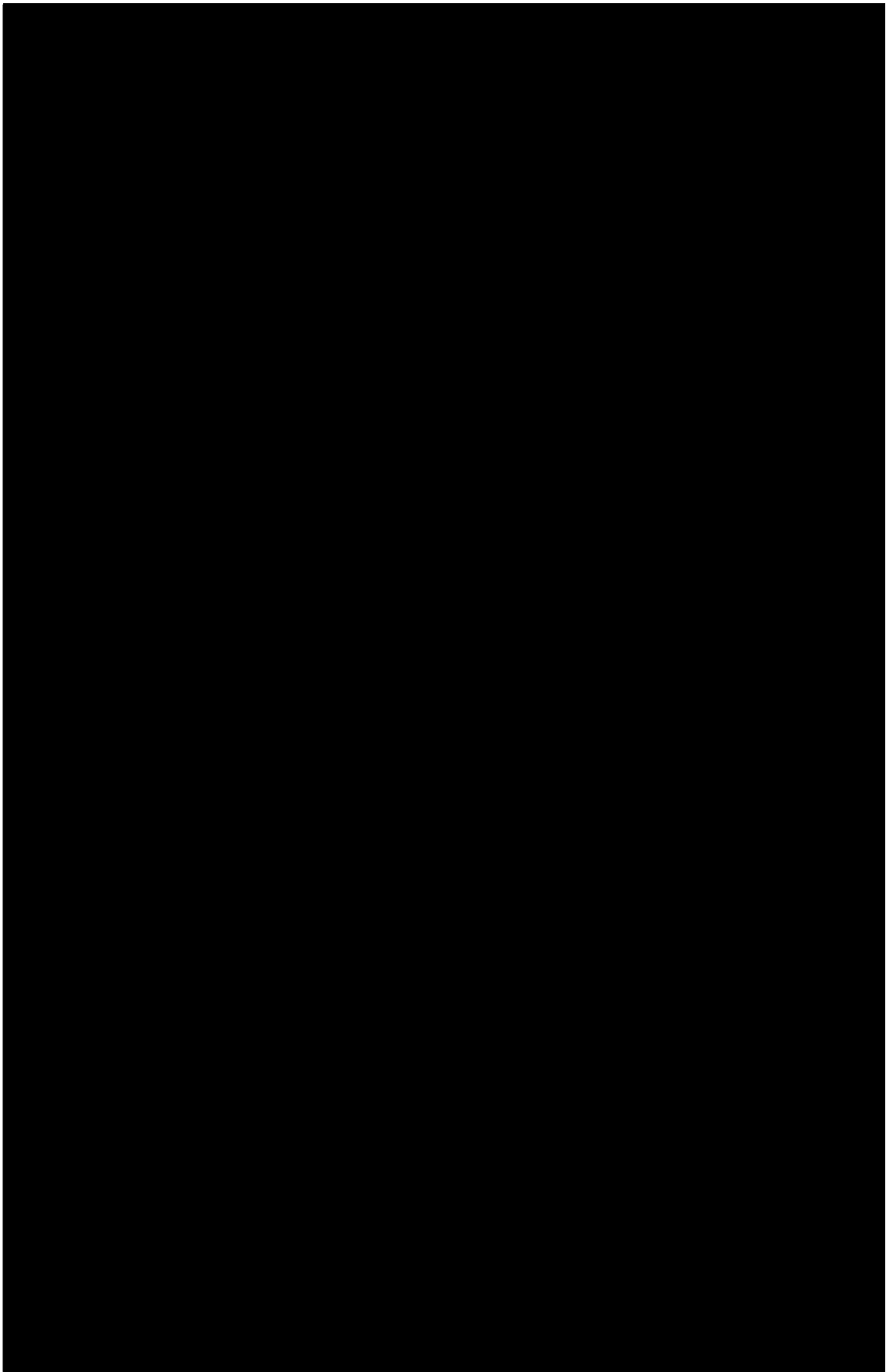
IAC HOLDINGS, INC.

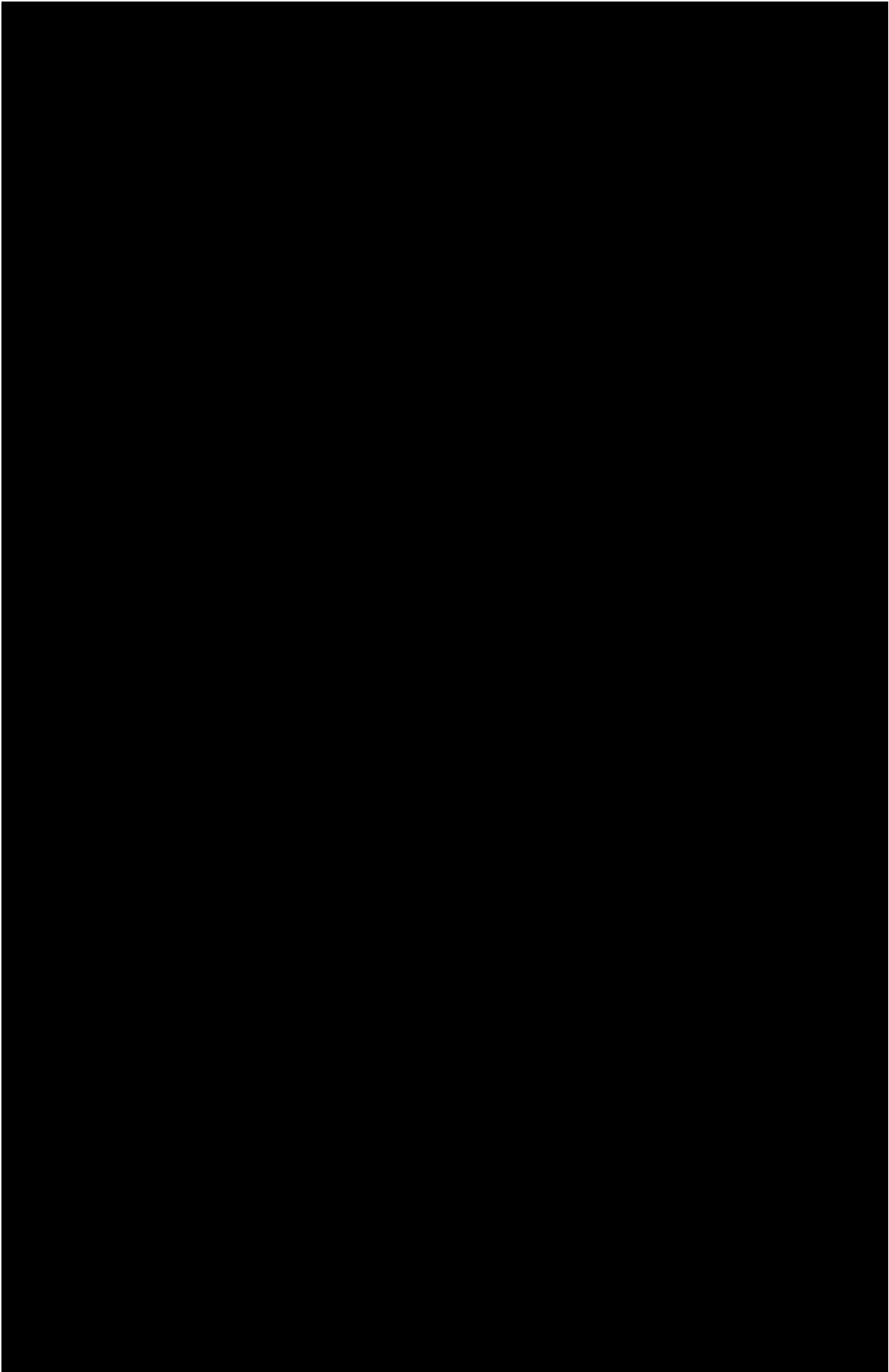
(Pursuant to Section 151 of the
Delaware General Corporation Law)

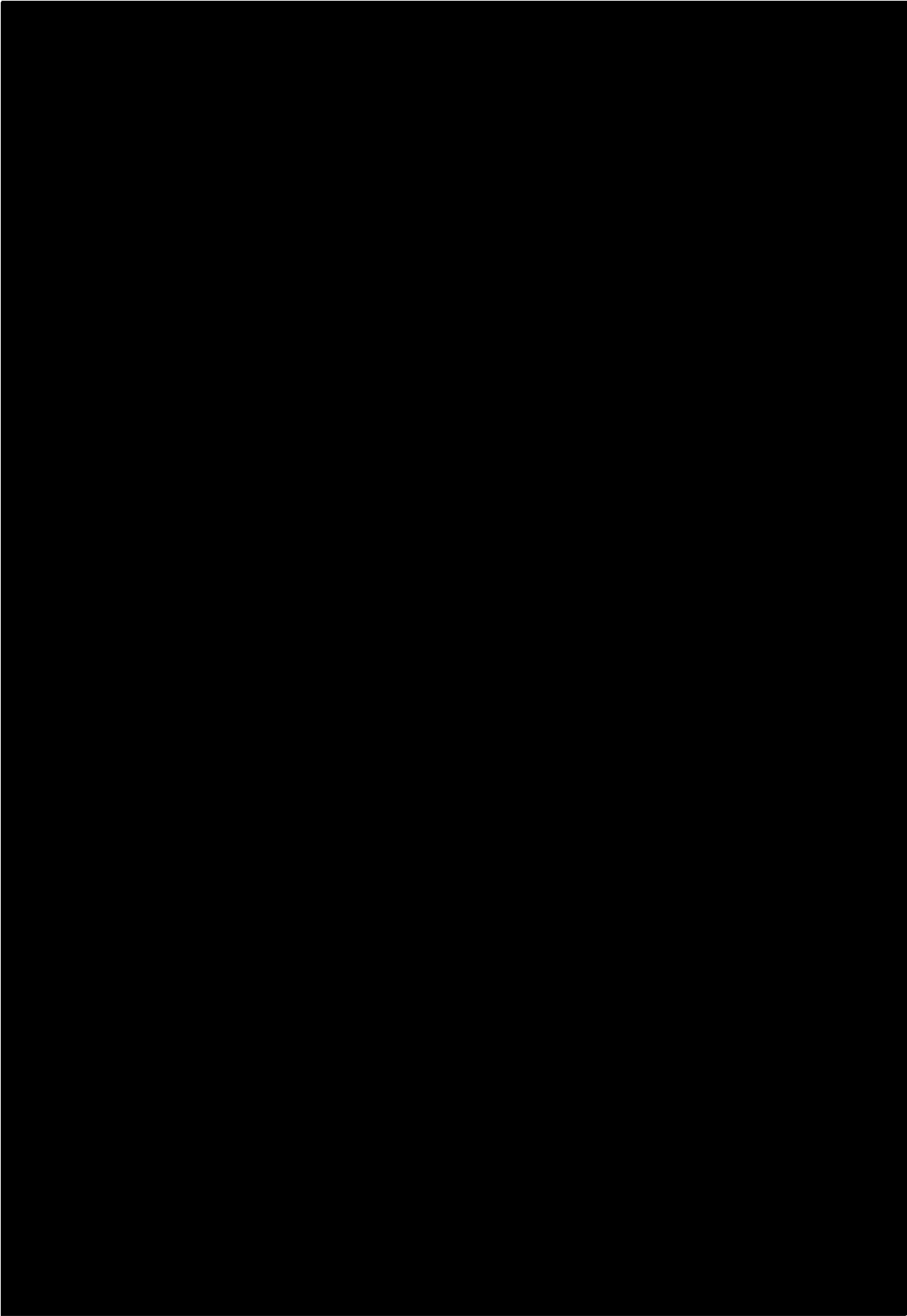














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IN WITNESS WHEREOF, this Certificate of Designations is executed on behalf of the Corporation by Joanne Hawkins, its Senior Vice President and Deputy General Counsel this 30th day of June, 2020.

IAC Holdings, Inc.



Name: Joanne Hawkins
Title: SVP and Deputy General Counsel

Exhibit

4.14c1

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BETMGM, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-FIFTH DAY OF JULY, A.D. 2018, AT 10:20 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "GAMEDAY INTERACTIVE, LLC" TO "MGM GVC INTERACTIVE, LLC", FILED THE THIRTIETH DAY OF JULY, A.D. 2018, AT 1:28 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MGM GVC INTERACTIVE, LLC" TO "ROAR DIGITAL, LLC", FILED THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 2018, AT 4:50 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "ROAR DIGITAL, LLC" TO "BETMGM, LLC", FILED THE THIRD DAY OF AUGUST, A.D. 2020, AT 10:22 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

6989177 8100H
SR# 20212842319

Authentication: 203799197
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

Delaware

Page 2

The First State

*AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID LIMITED LIABILITY COMPANY, "BETMGM, LLC".*




Jeffrey W. Bullock, Secretary of State

6989177 8100H
SR# 20212842319

Authentication: 203799197
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:20 AM 07/25/2018
FILED 10:20 AM 07/25/2018
SR 20185829646 - File Number 6989177

CERTIFICATE OF FORMATION
OF
GAMEDAY INTERACTIVE, LLC

This Certificate of Formation of Gameday Interactive, LLC, dated as of July 25, 2018, is being duly executed and filed by Eric W. Yang, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST. The name of the limited liability company formed hereby is Gameday Interactive, LLC (the "Company").

SECOND. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

/s/ Eric W. Yang
Eric W. Yang,
Authorized Person

STATE OF DELAWARE
LIMITED LIABILITY COMPANY
CERTIFICATE OF AMENDMENT

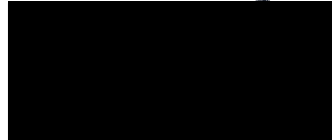
1. Name of Limited Liability Company: Gameday Interactive, LLC
2. The Certificate of Formation of the limited liability company is hereby amended as follows:
 - a. "FIRST. The name of the limited liability company formed hereby is MGM GVC Interactive, LLC (the "Company")."
3. This Certificate of Amendment shall be effective July 30, 2018.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on the 30th day of July, 2018.

By: MGM SPORTS & INTERACTIVE
GAMING, LLC, a member

By:



Name: Daniel J. Arango
Title: Chief Financial Officer

By: GVC HOLDINGS (USA) INC., a member

By:

Name: Robert Hoskin
Title: President and Secretary

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment on the 30th day of July, 2018.

By: MGM SPORTS & INTERACTIVE
GAMING, LLC, a member

By: _____
Name: Daniel J. D'Arrigo
Title: Chief Financial Officer

By: GVC HOLDINGS (USA) INC., a member

By: 
Name: Robert Hoskin
Title: President and Secretary

STATE OF DELAWARE CERTIFICATE OF AMENDMENT

1. Name of Limited Liability Company: MGM GVC Interactive, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the limited liability company formed hereby is Roar Digital, LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 21st day of November, A.D. 2018.

By: /s/ Scott Butera
Authorized Person(s)

Name: Scott Butera
Print or Type

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT**

1. Name of Limited Liability Company: Roar Digital, LLC

2. The Certificate of Formation of the limited liability company is hereby amended as follows:

FIRST: The name of the limited liability company formed hereby is BetMGM, LLC (the "Company").

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the 3rd day of August, A.D. 2020.

By:  _____
Authorized Person(s)

Name: Adam Greenblatt, CEO
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:22 AM 08/03/2020
FILED 10:22 AM 08/03/2020
SR 20206538443 - File Number 6989177

State Of Delaware

Name Reservation Status

Reservation Name	Entity Name	Entity Type	Cost	Status	Expiration Date
3349320	BetMGM LLC	LimitedLiabilityCompa ny	\$75.00	Reserved	11/27/2020

Exhibit

4.14c2

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "MGM SPORTS & INTERACTIVE GAMING, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTIETH DAY OF JULY, A.D. 2018, AT 3:40 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY, "MGM SPORTS & INTERACTIVE GAMING, LLC".



Jeffrey W. Bullock, Secretary of State

6982606 8100H
SR# 20212842987

Authentication: 203799779
Date: 07-29-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF FORMATION

OF

MGM Sports & Interactive Gaming, LLC


This Certificate of Formation of MGM Sports & Interactive Gaming, LLC, dated as of July 20, 2018, is being duly executed and filed by Duke Amponsah, as an authorized person, to form a limited liability company under the Delaware Limited Liability Company Act (6 Del. C. § 18-101, *et seq.*).

FIRST. The name of the limited liability company formed hereby is MGM Sports & Interactive Gaming, LLC (the "Company").

SECOND. The address of the registered office of the Company in the State of Delaware is c/o Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

THIRD. The name and address of the registered agent for service of process on the Company in the State of Delaware is Corporation Service Company, 251 Little Falls Drive, Wilmington, Delaware 19808.

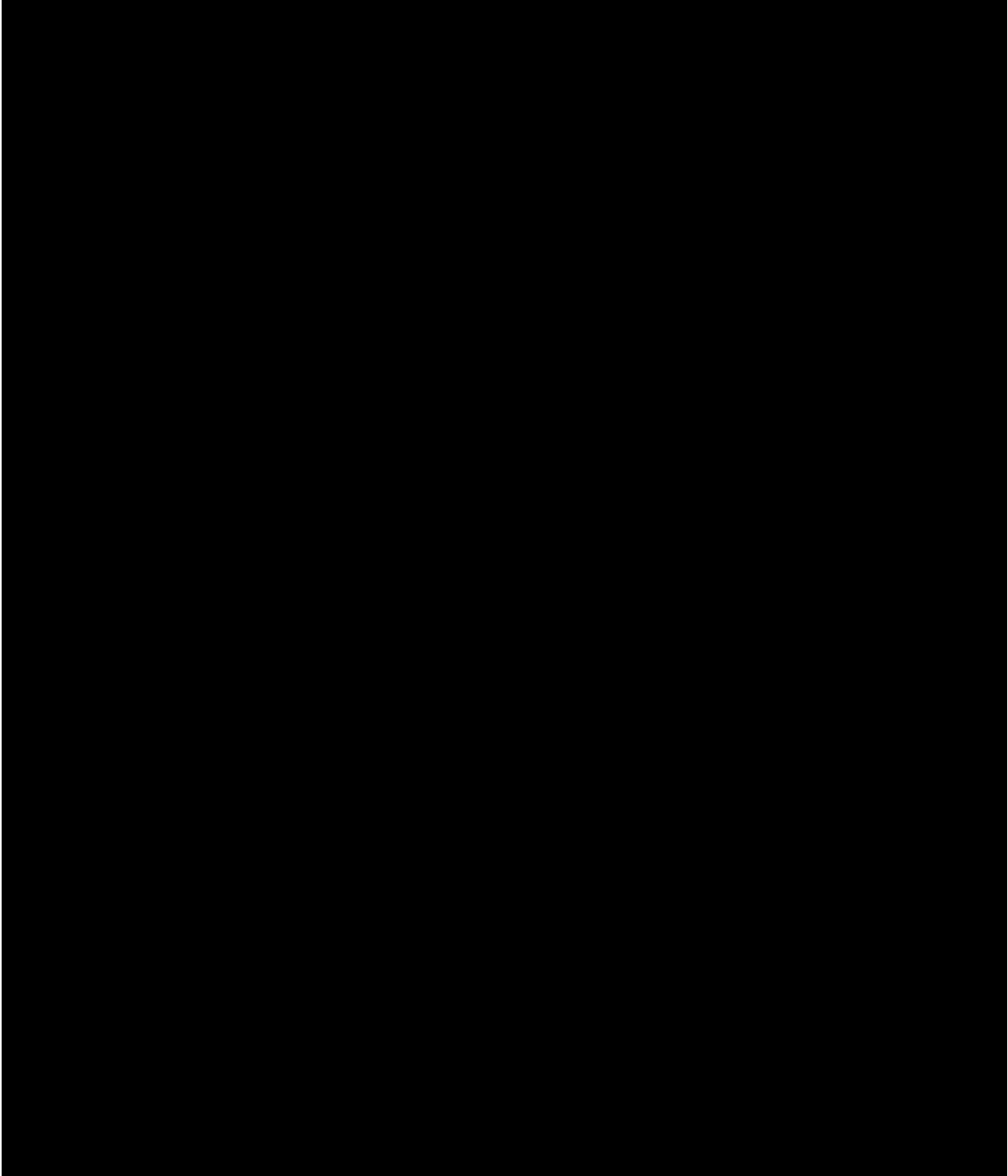
IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation as of the date first above written.

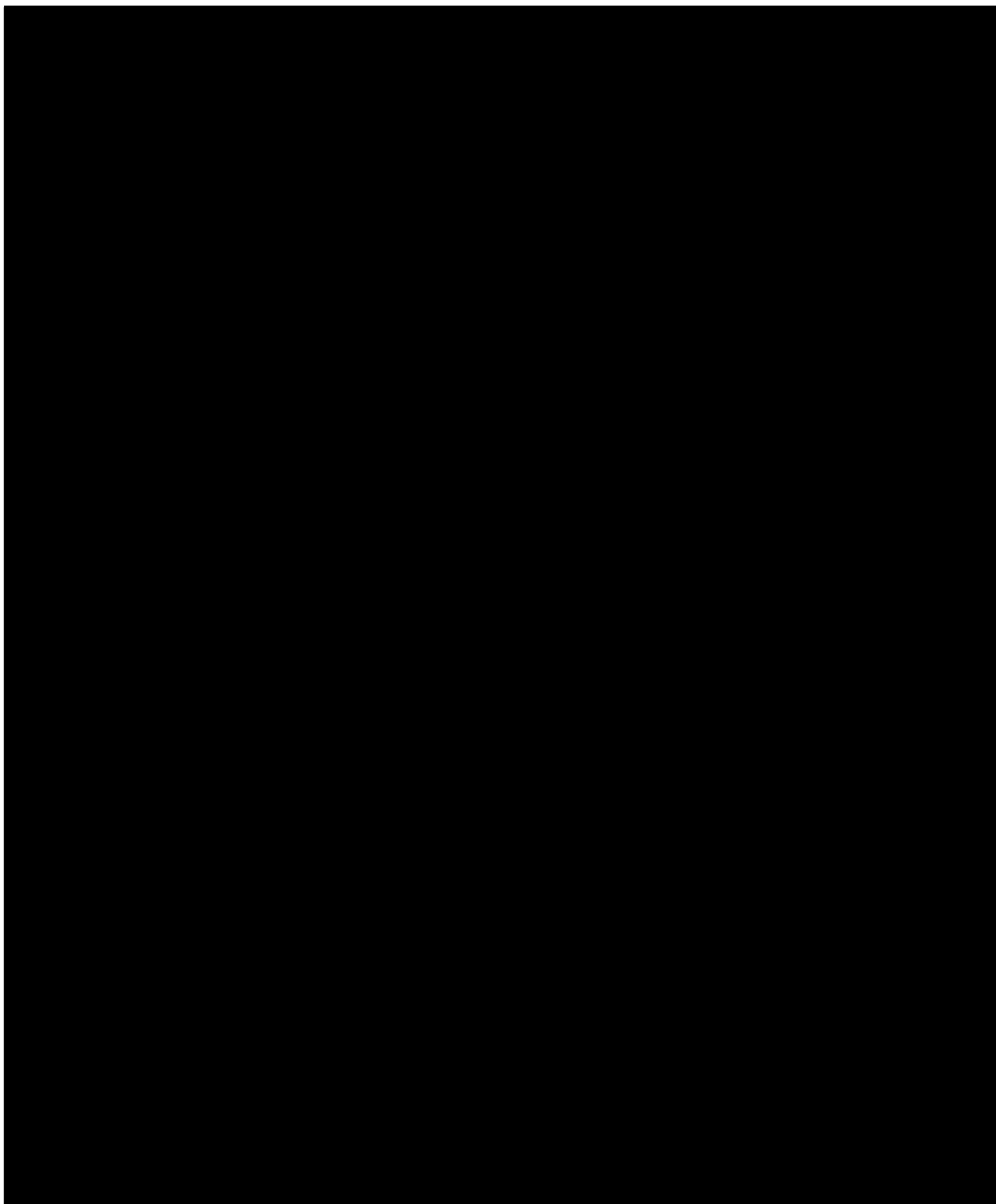
By: 
Name: Duke Amponsah
Title: Organizer

Exhibit

4.14d1

**ACTION OF THE BOARD OF DIRECTORS OF
GVC HOLDINGS (USA) INC**







[Signature page follows]

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Directors, do hereby execute this Written Consent and adopt and approve the foregoing actions as of the date first written above.



[Signature Page to Board Consent of GVC Holdings (USA) Inc.]

EXHIBIT A

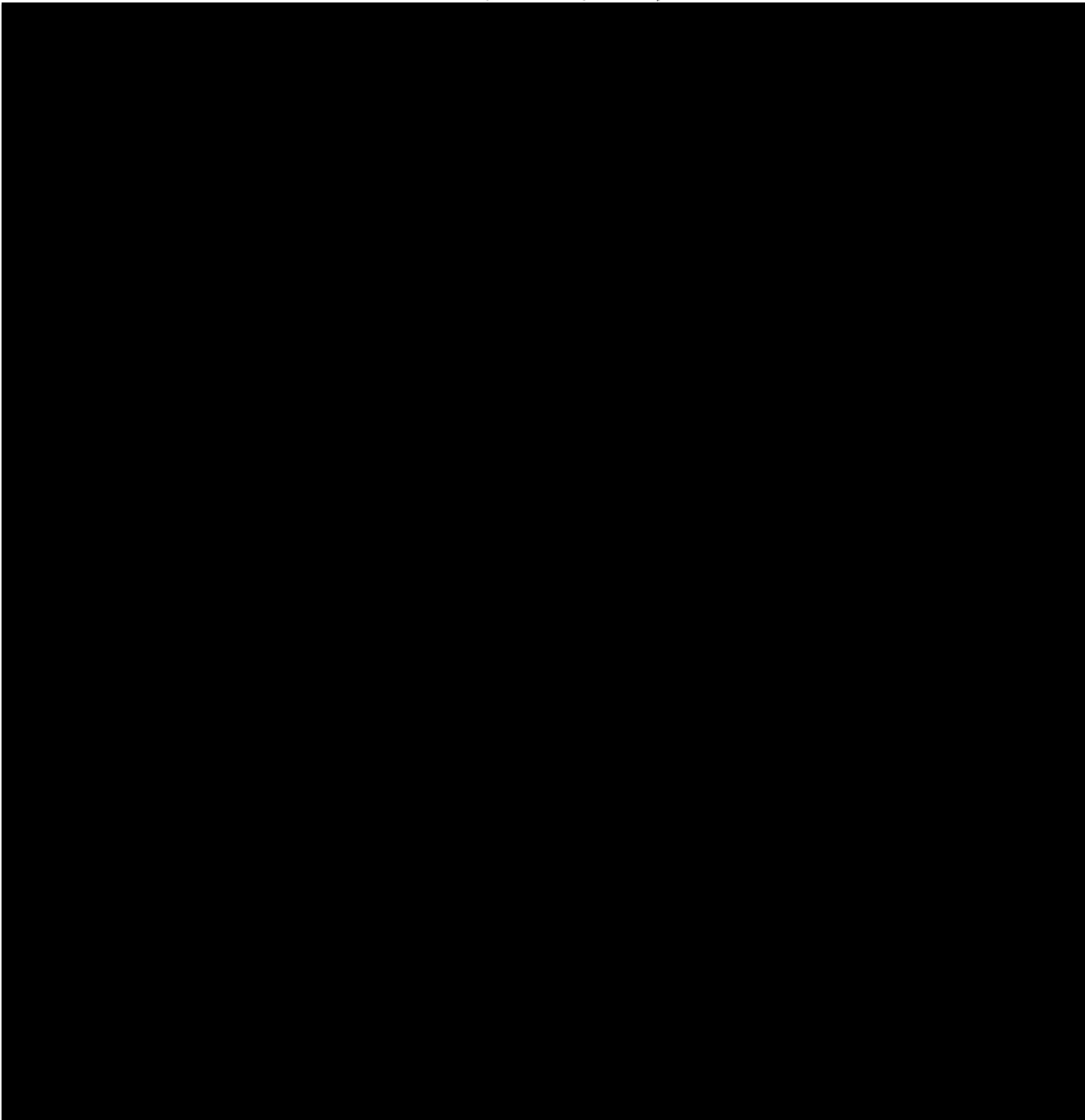
Amendment to Certificate of Incorporation

[*See attached.*]

Exhibit

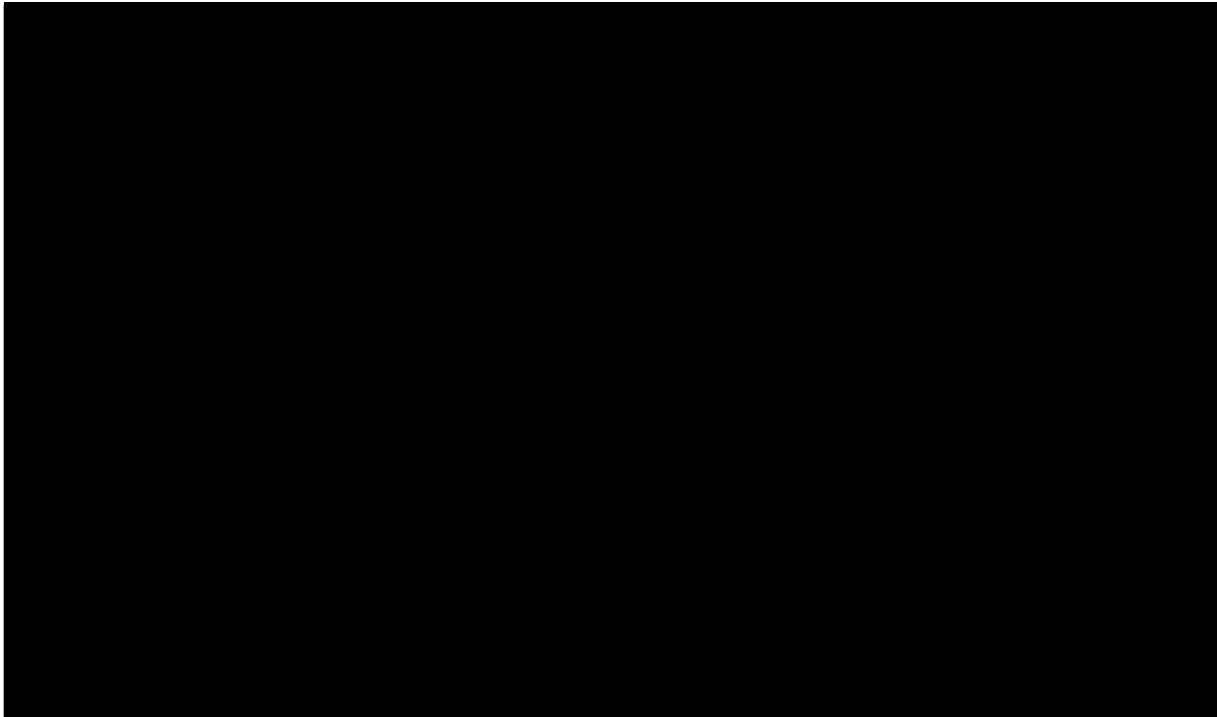
4.14d2

GVC HOLDINGS (USA) INC.
399 Thornall Street, 8th Floor, Edison, NJ 08837



**CONSENT OF THE SOLE SHAREHOLDER
OF
GVC HOLDINGS (USA) INC.**

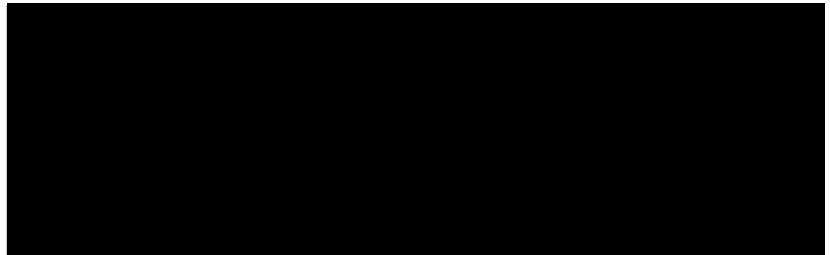
Pursuant to Section 228 of the
General Corporation Law of the
State of Delaware



[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned sole shareholder of the Corporation does hereby consent to the foregoing action as of the day and year first above written.

SHAREHOLDER:



[Signature Page to Shareholder Consent of GVC Holdings (USA) Inc.]

Exhibit 4.14d3

LIMITED LIABILITY COMPANY AGREEMENT

OF

GAMEDAY INTERACTIVE, LLC

a Delaware limited liability company

This Limited Liability Company Agreement (this "Agreement") of Gameday Interactive, LLC (the "Company") is made as of July 27, 2018 by MGM Sports & Interactive Gaming, LLC as the sole member (the "Member").

[REDACTED]

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IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, has duly executed this Agreement as of the date first set forth above.

MGM SPORTS & INTERACTIVE GAMING,

LLC



Name: Daniel J. D'Arigo

Title: Chief Financial Officer

**AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
GAMEDAY INTERACTIVE, LLC
July 30, 2018**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT

This AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Agreement") of Gameday Interactive, LLC (the "Company"), dated as of July 30, 2018, is made by and between the Members (as defined below).

[REDACTED]

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WHEREAS, [REDACTED]

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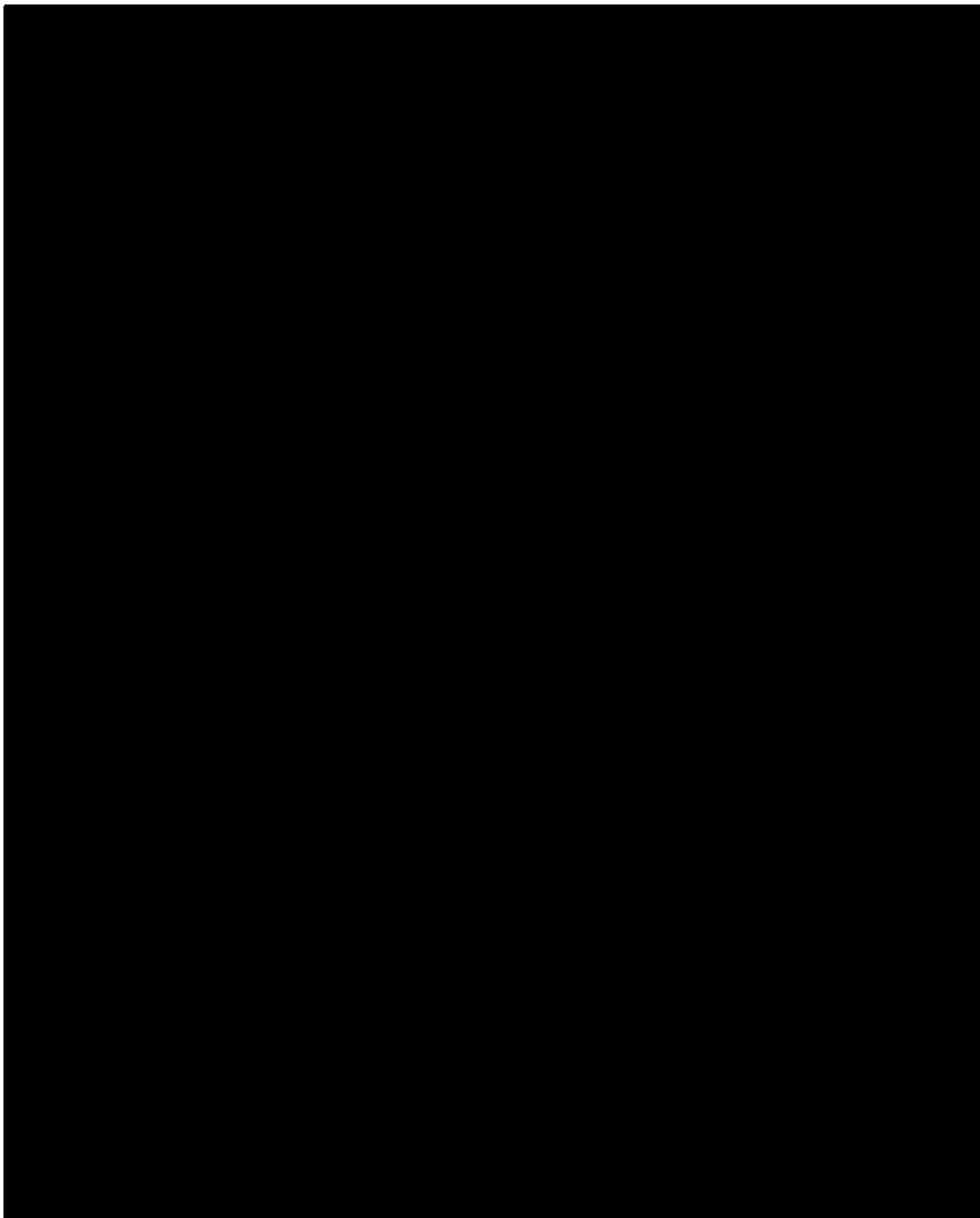
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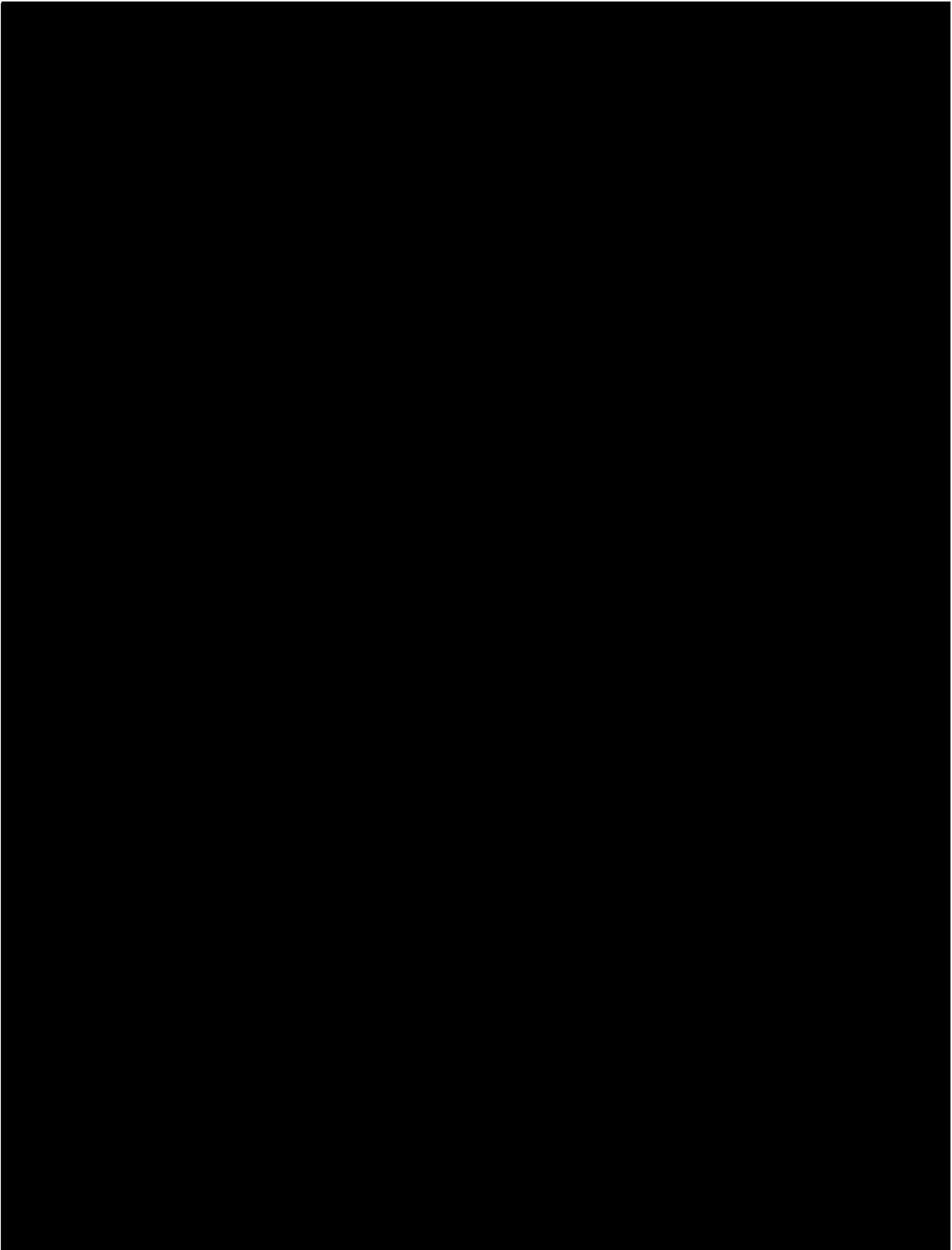
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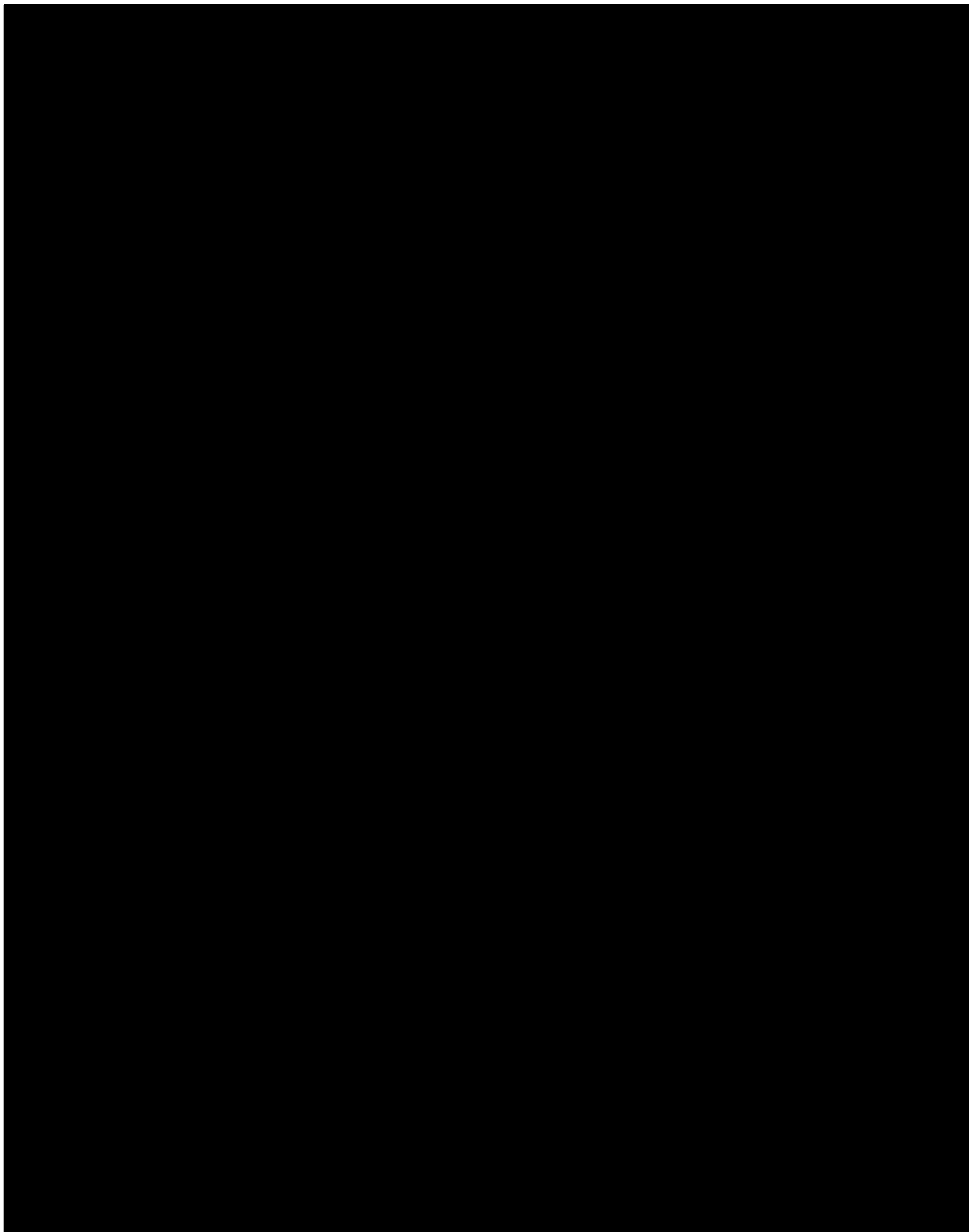
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in such transaction

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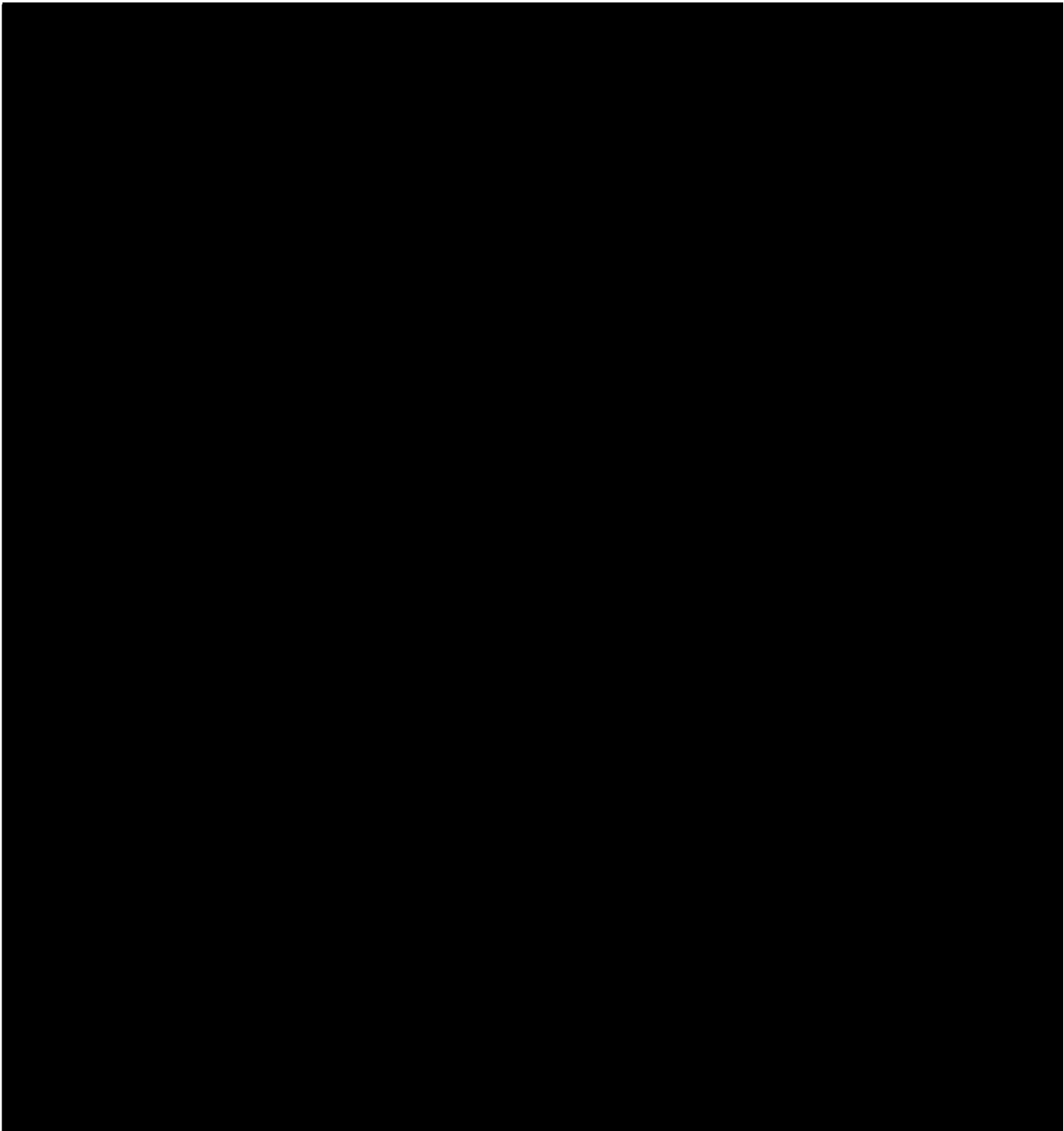
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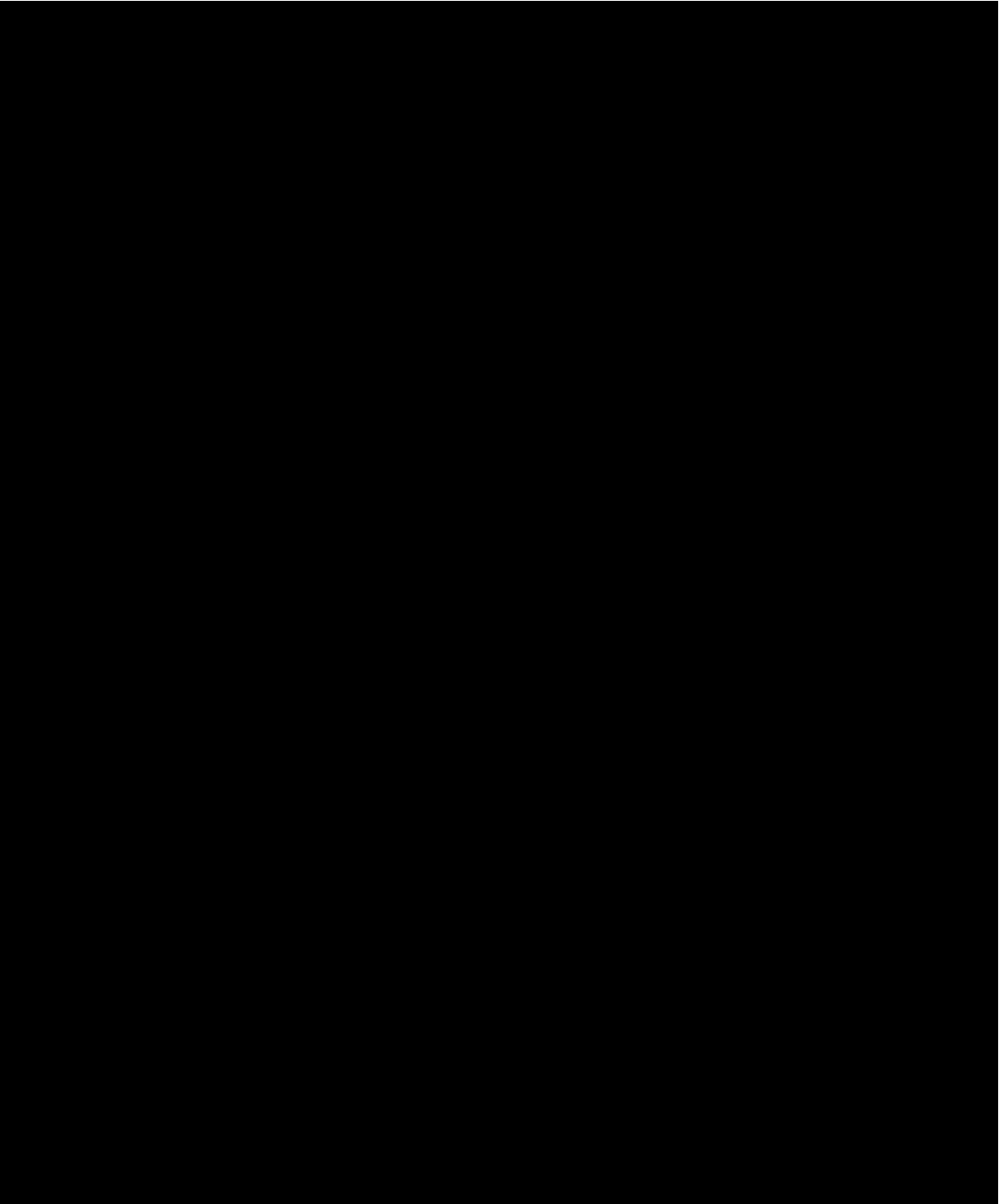
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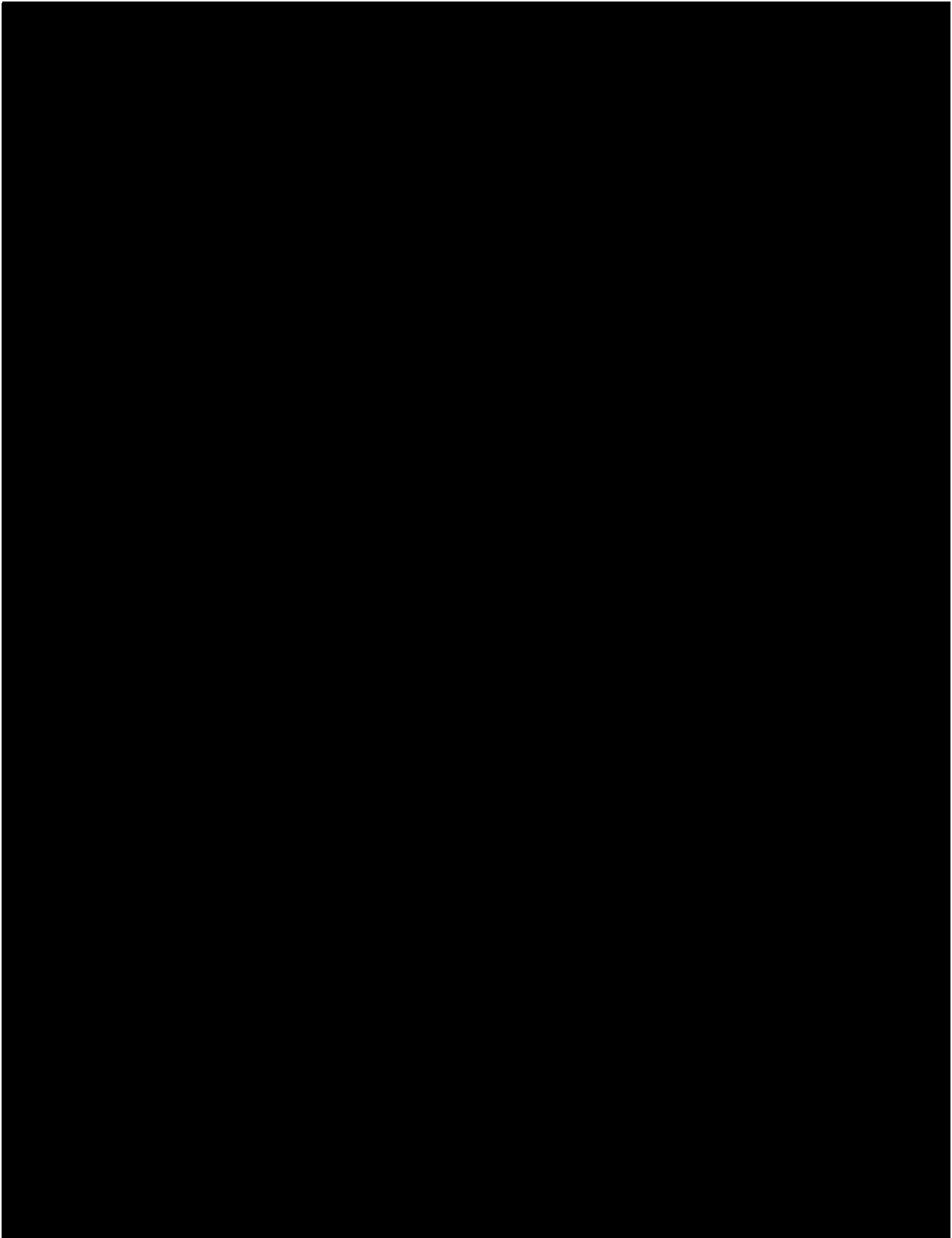
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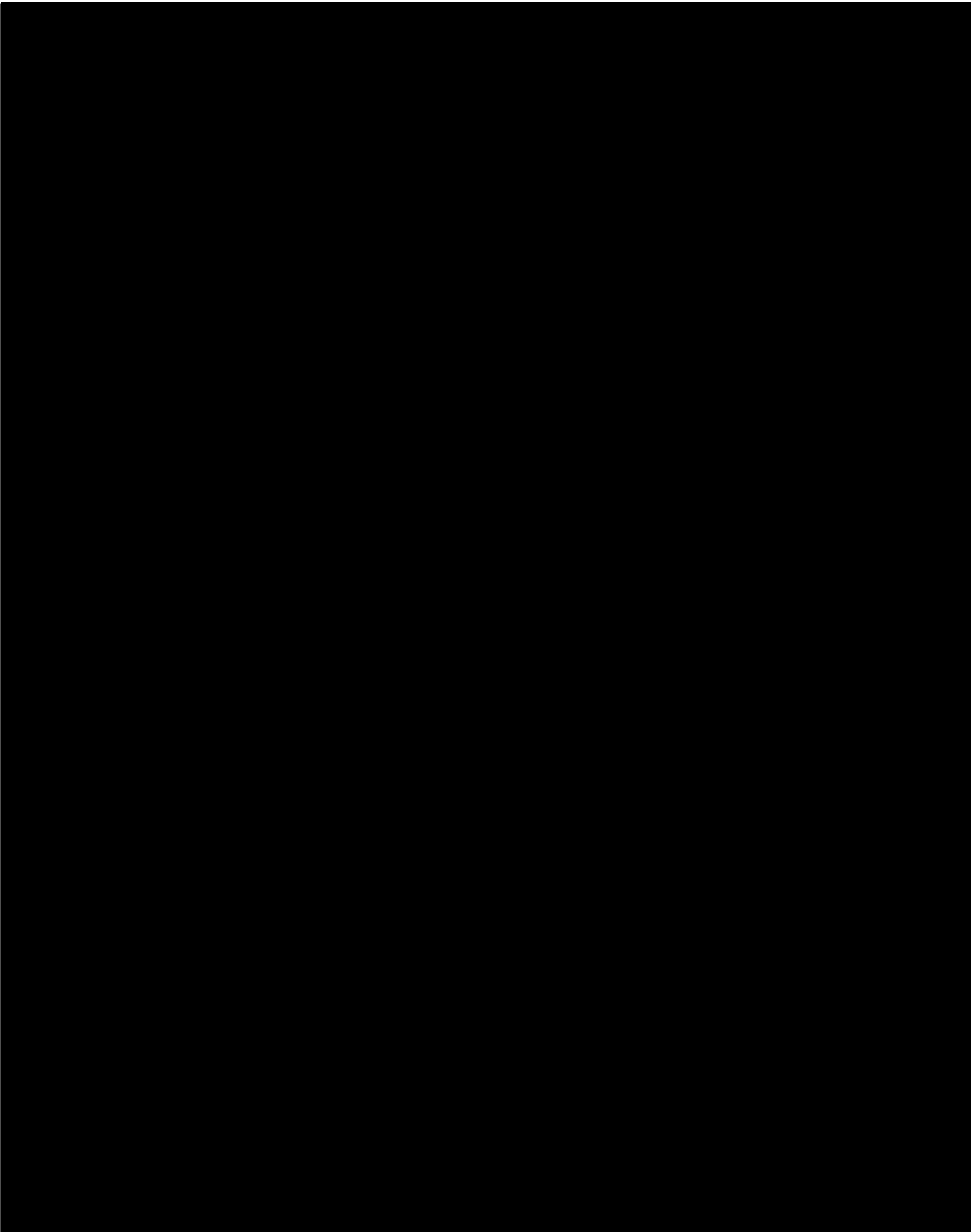
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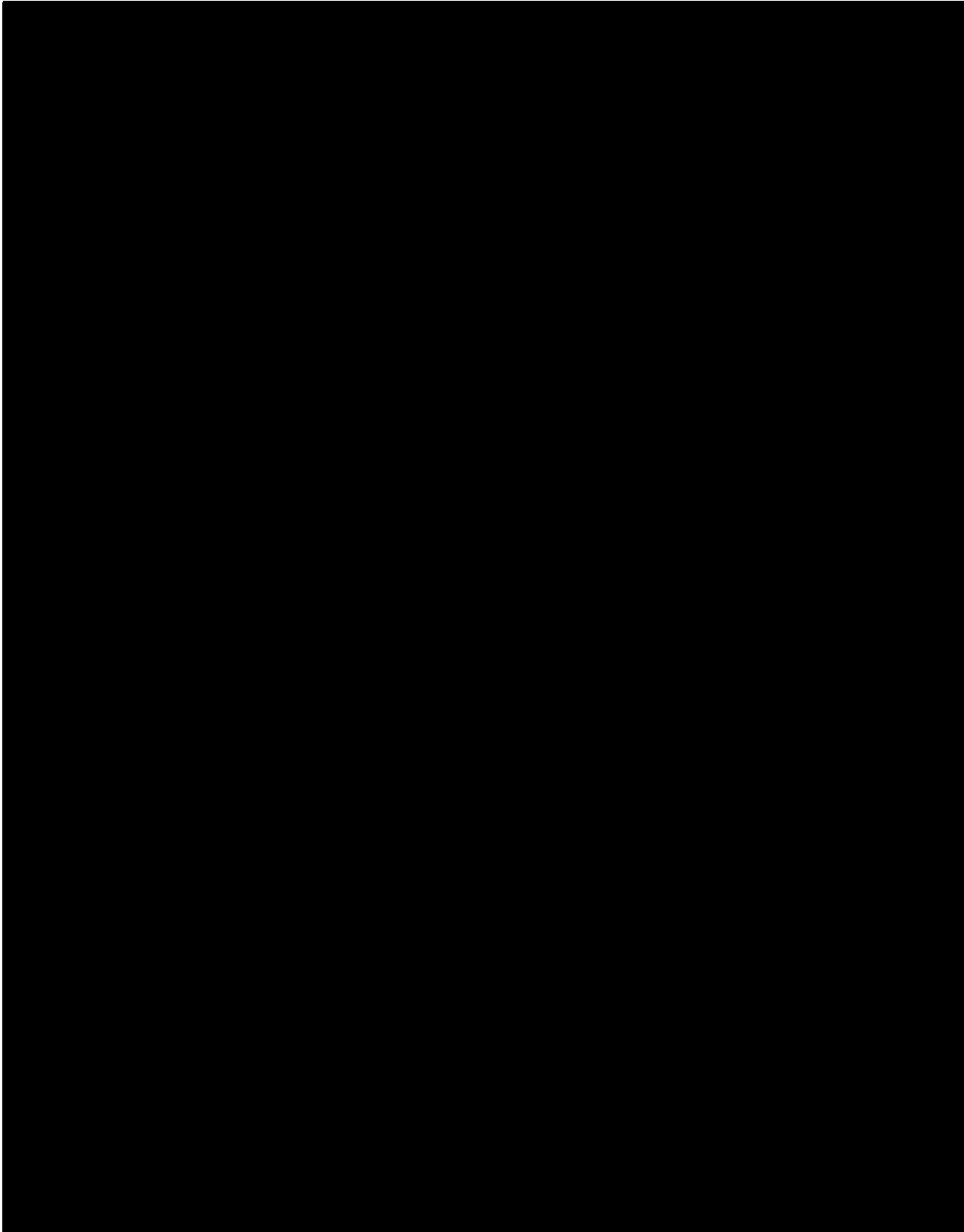
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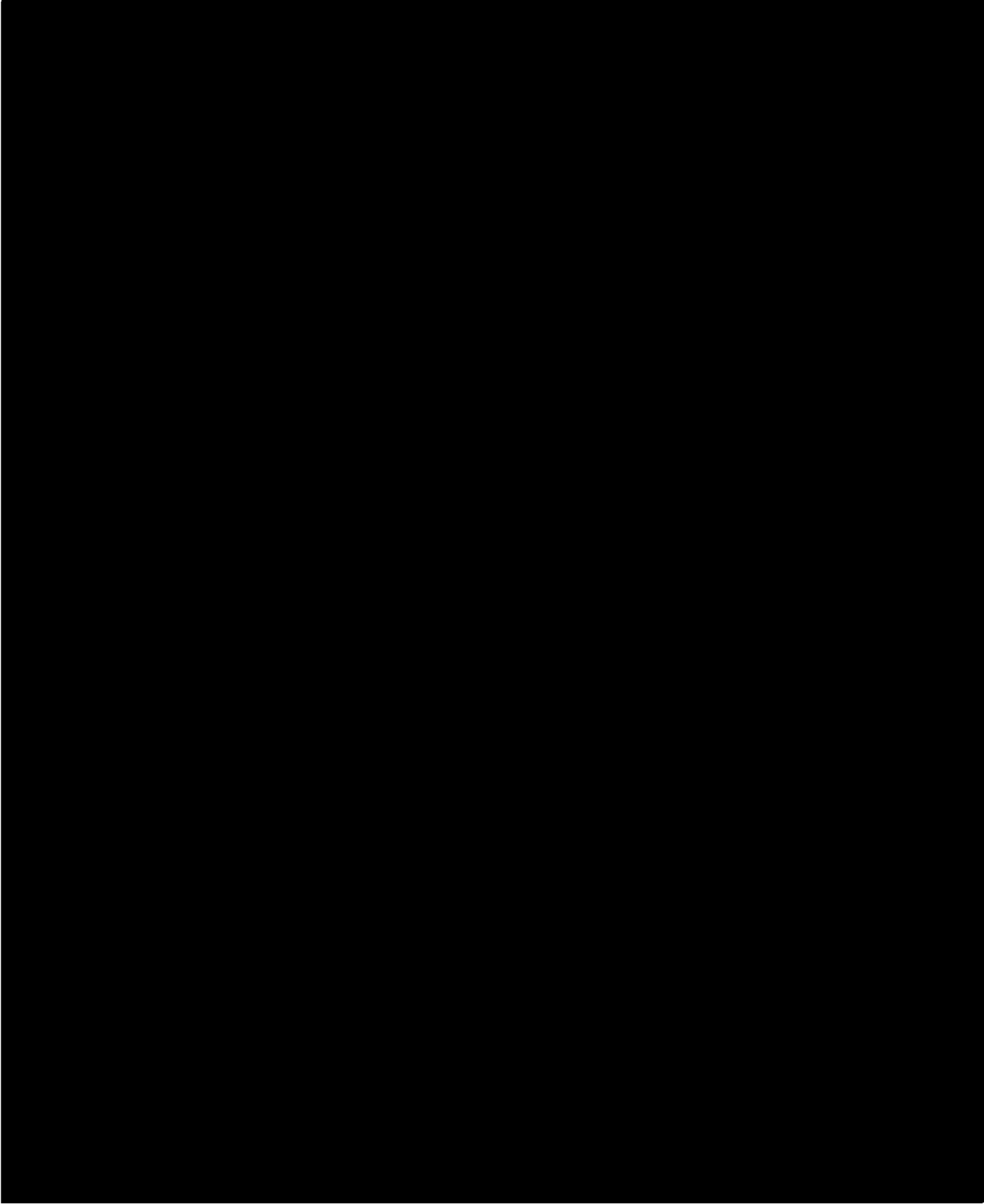












[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, each of the undersigned has executed this Agreement or caused this Agreement to be executed on its behalf as of the date first written above.

CVC HOLDINGS (USA) INC



Name: Robert Hoskin
Title: President and Secretary

[Signature Page to A&R LLC Agreement]

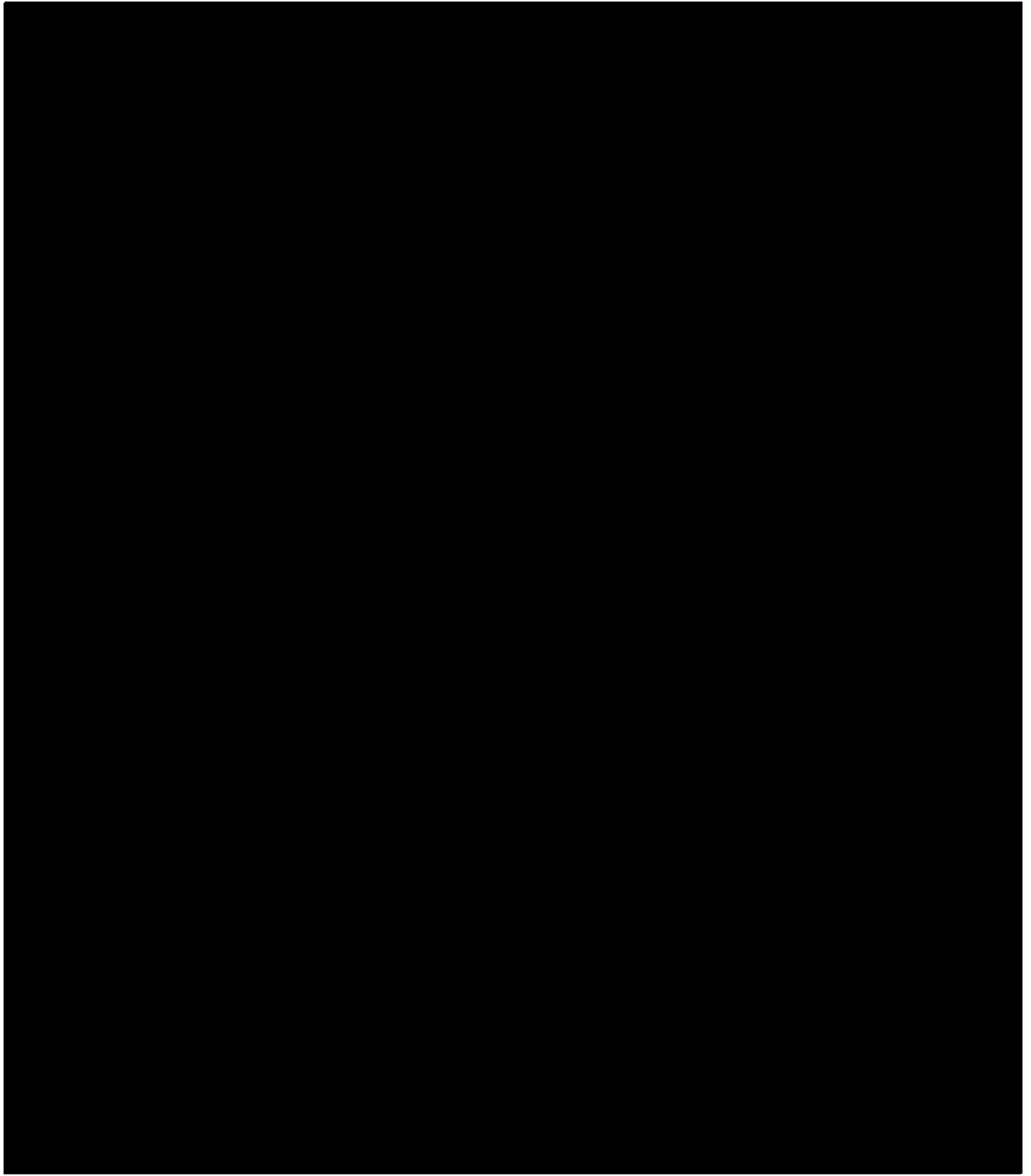
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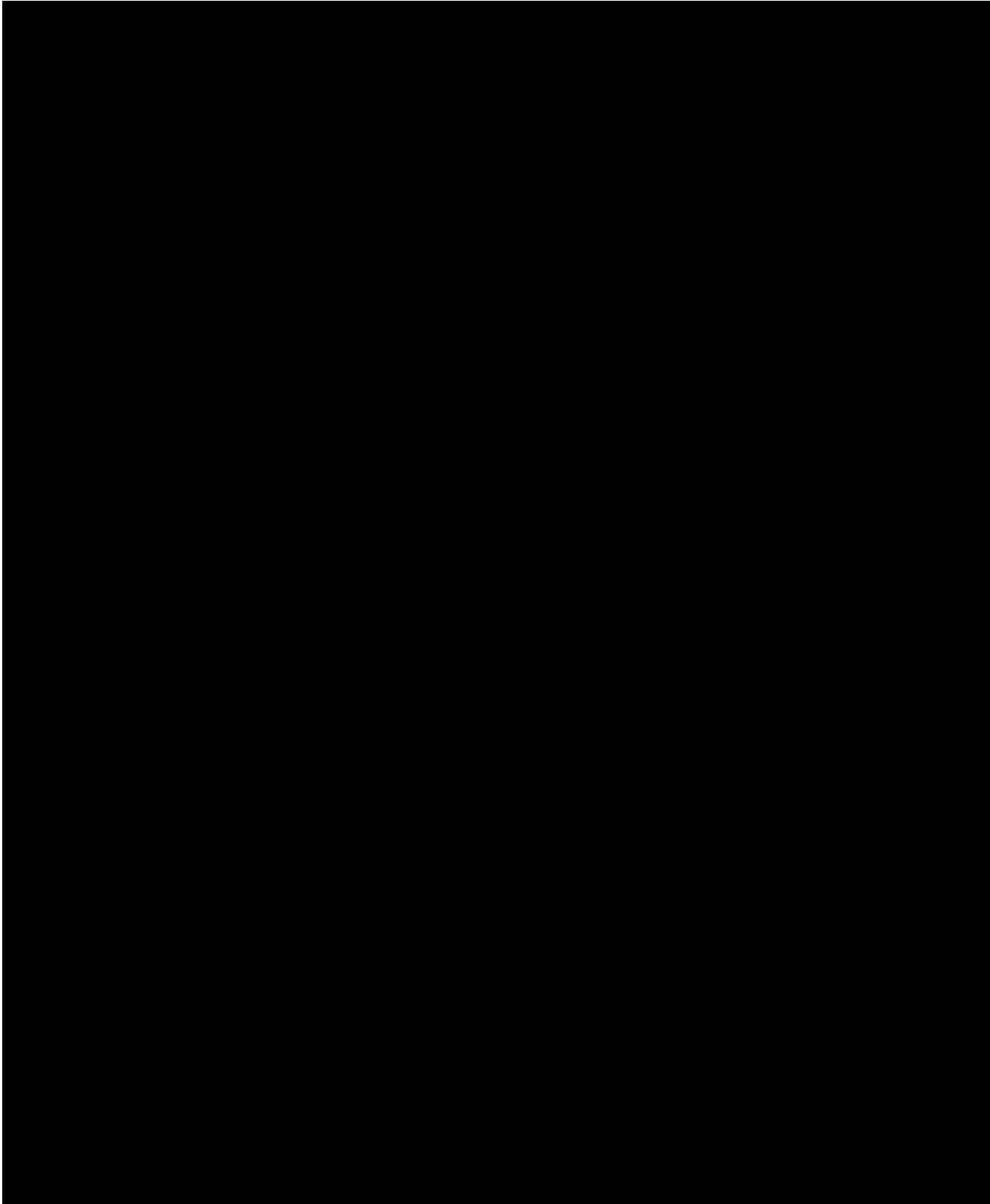


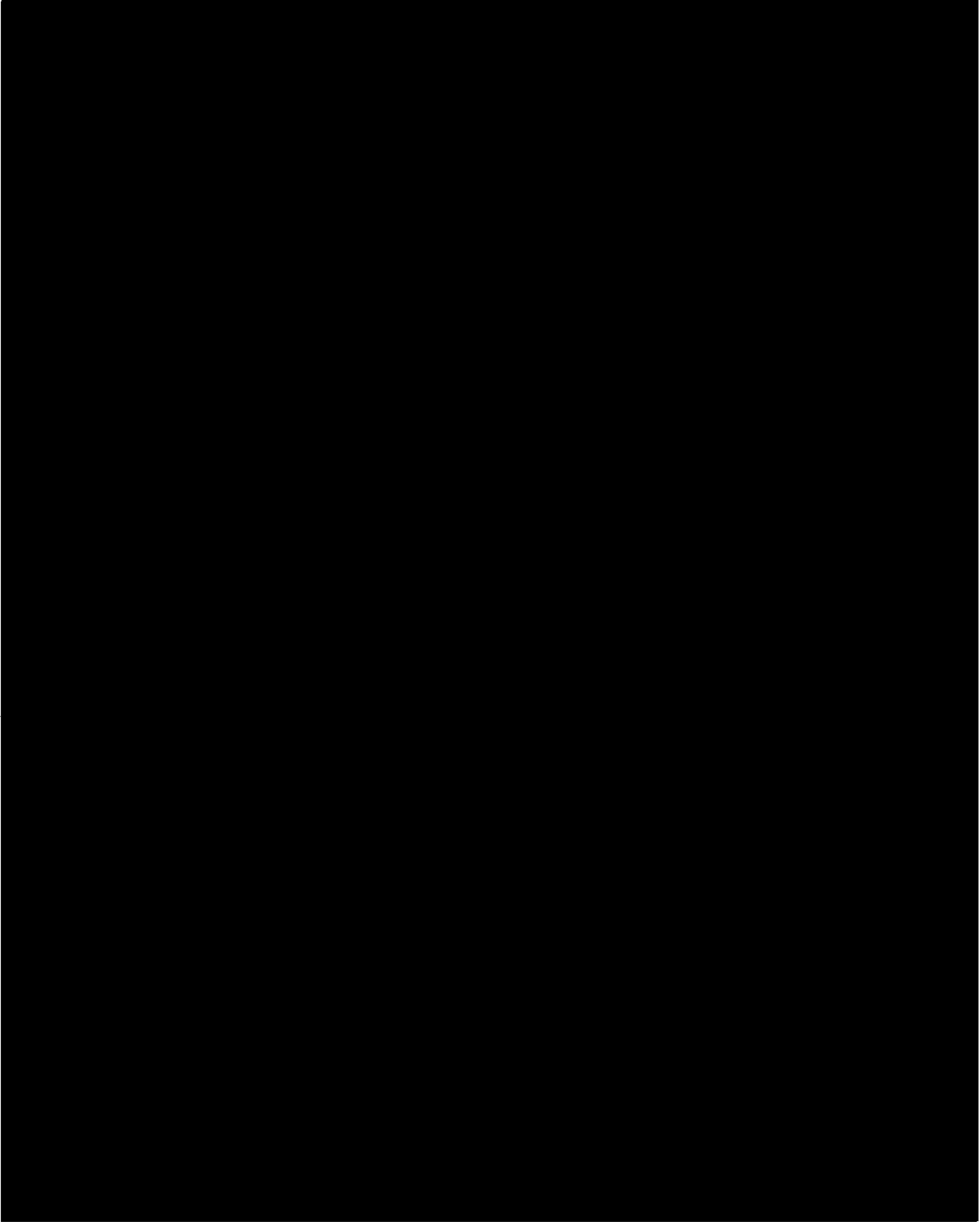
Name: Daniel J. D'Arrigo
Title: Chief Financial Officer

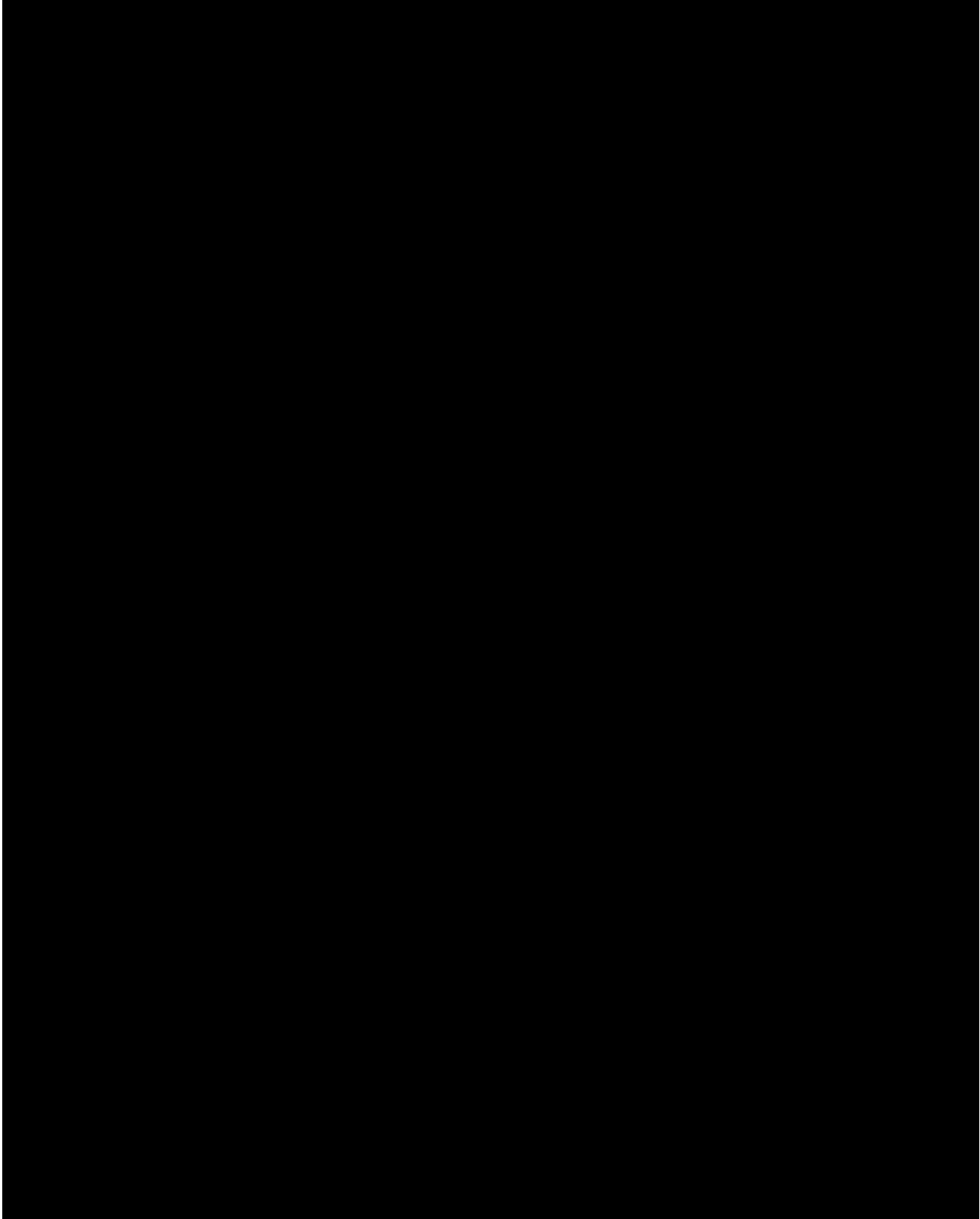
APPENDIX I

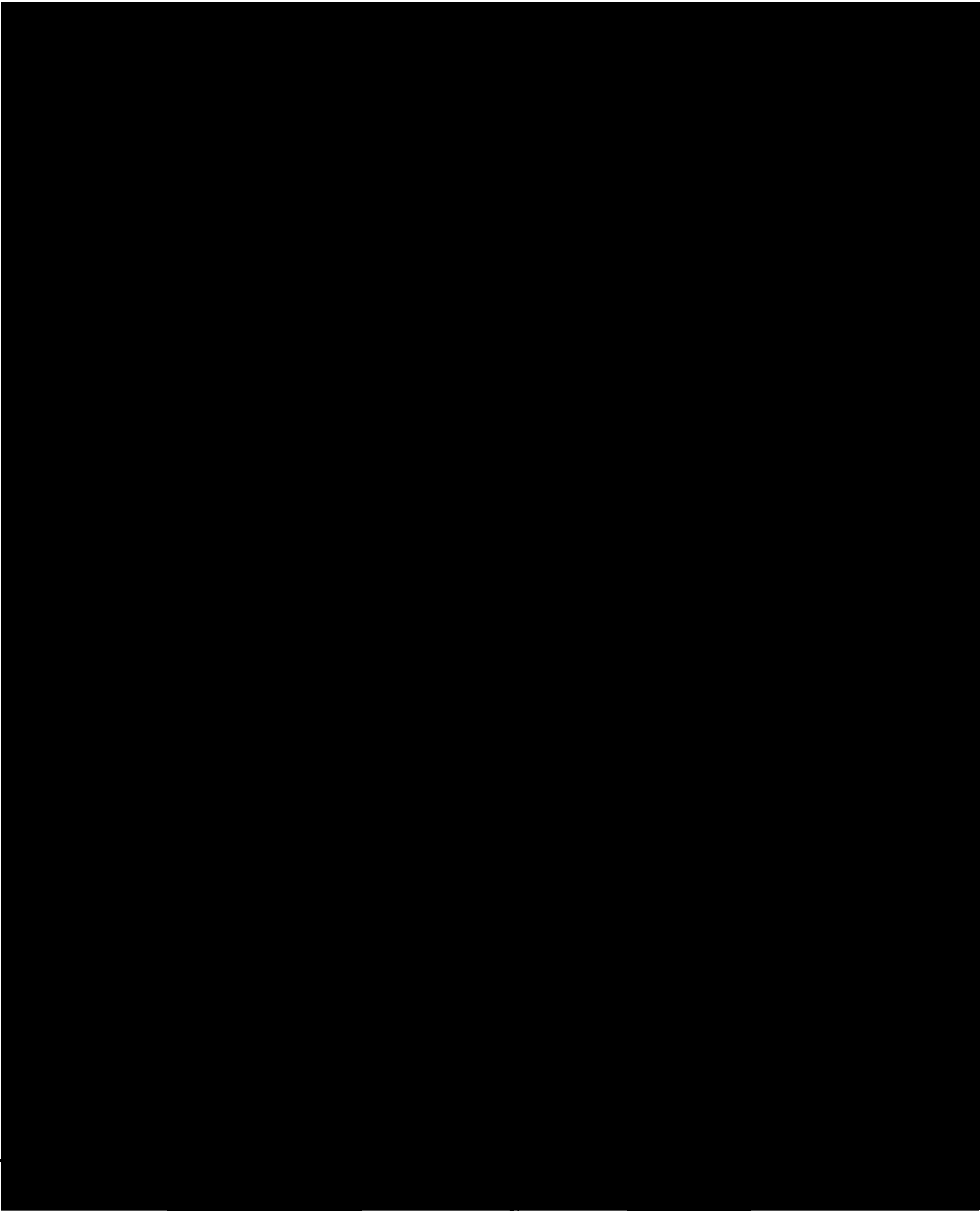
DEFINITIONS

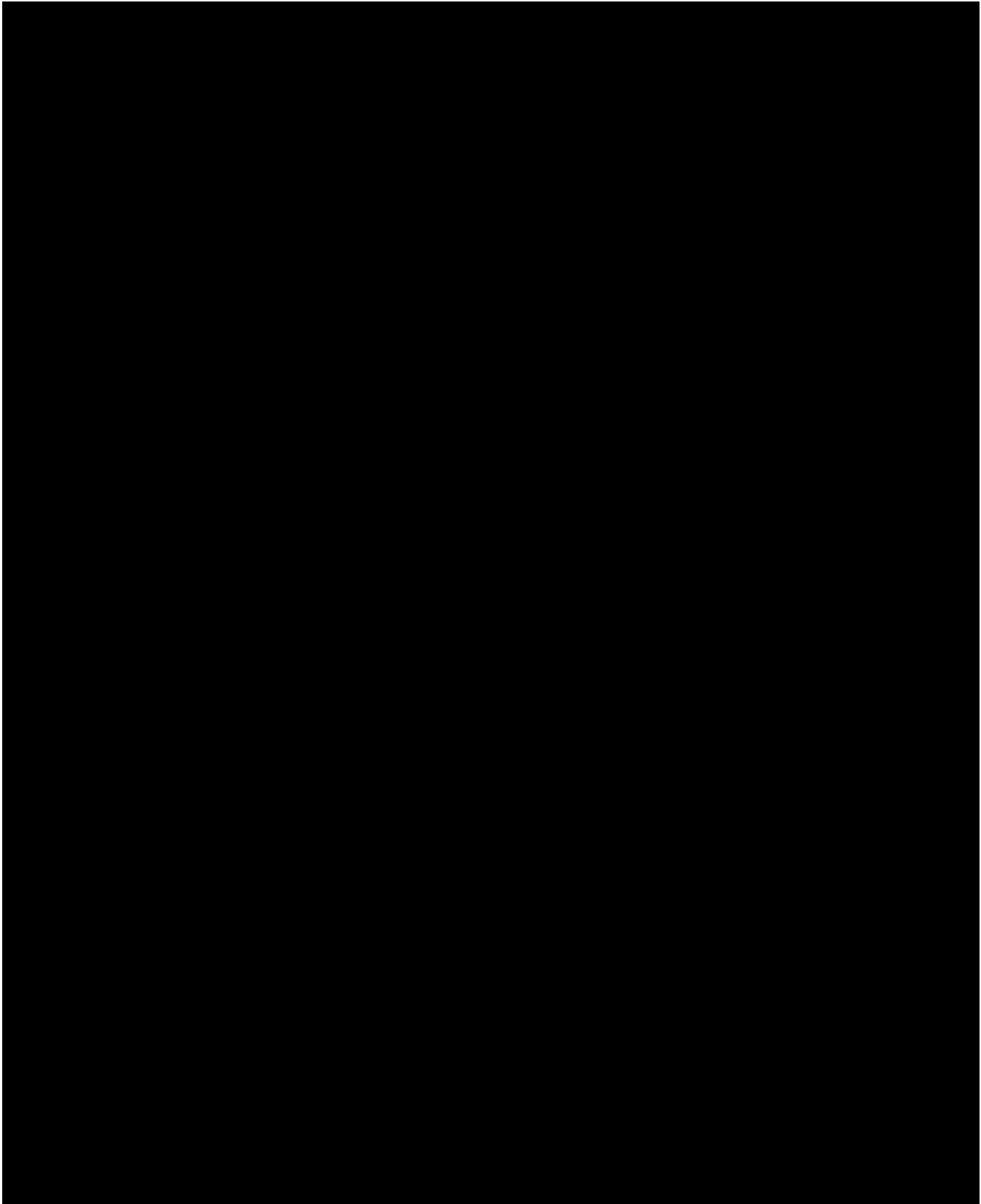


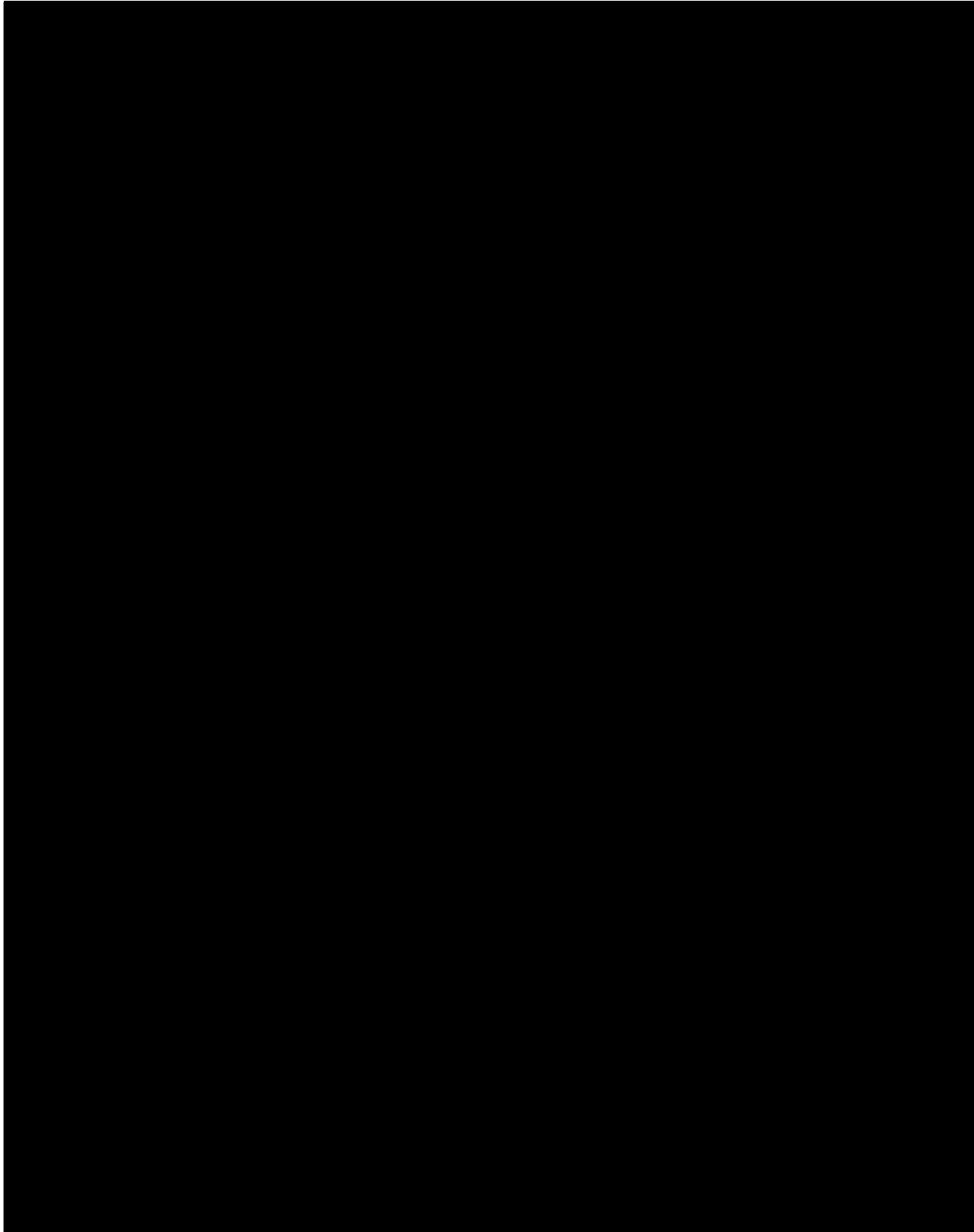


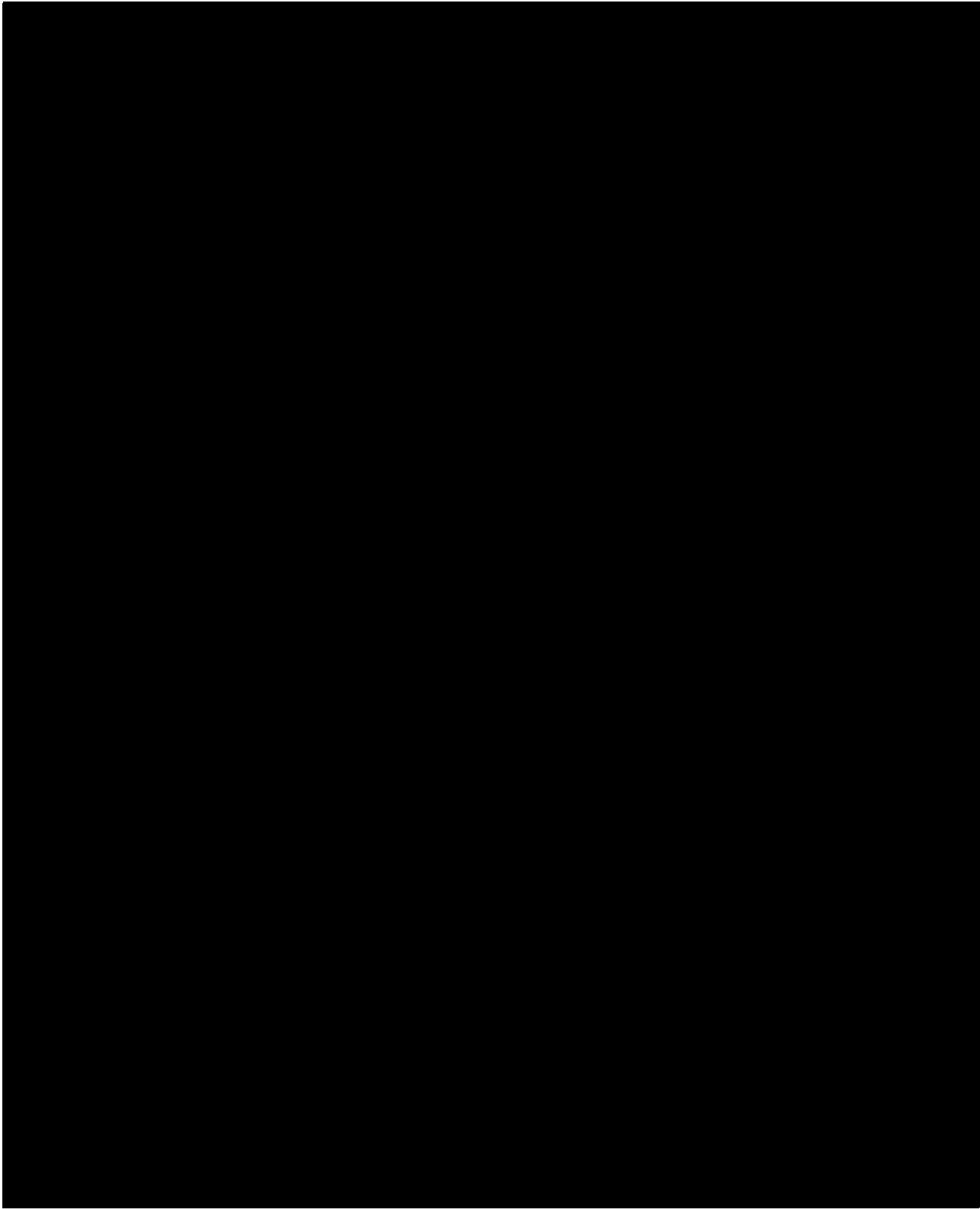


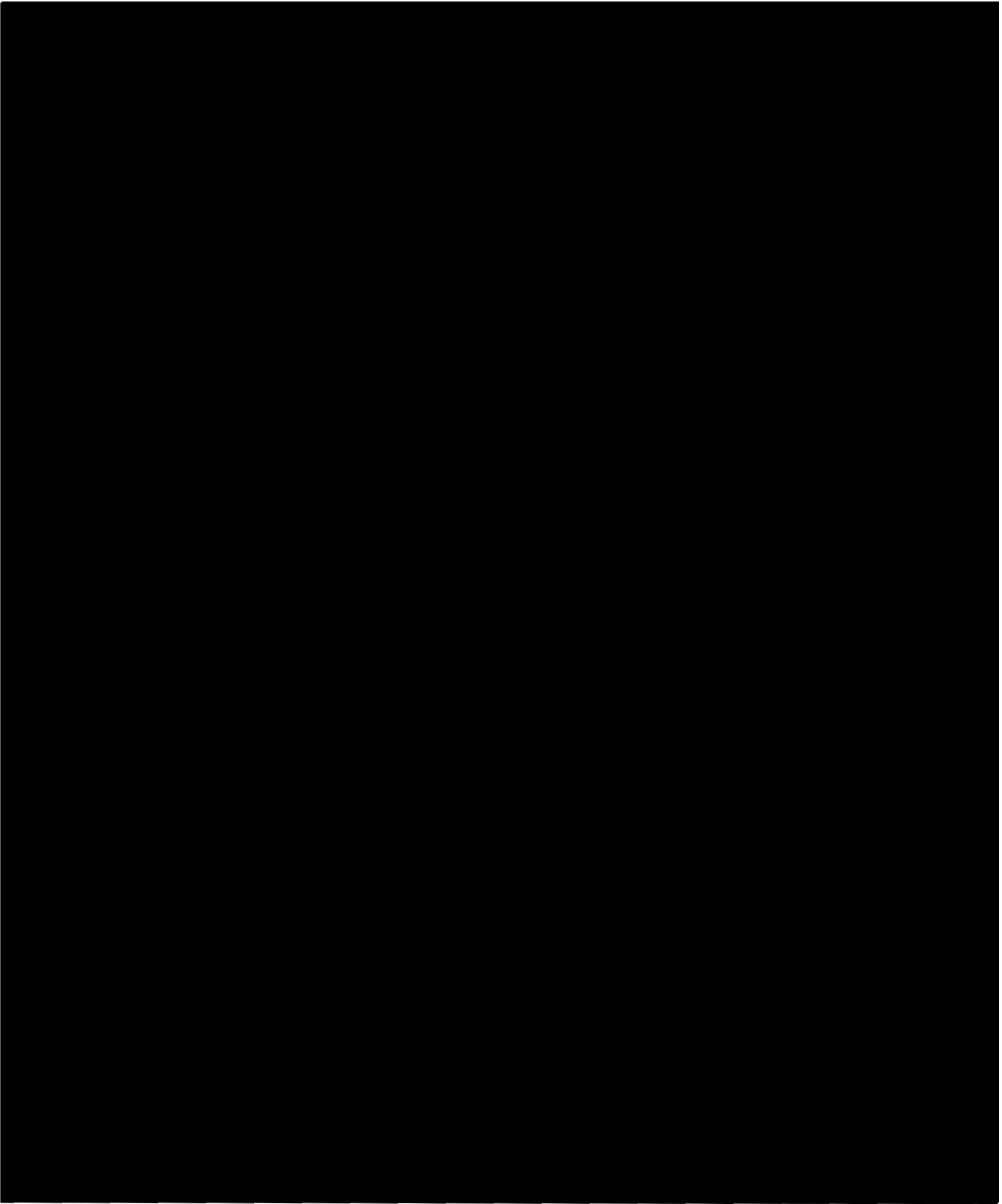


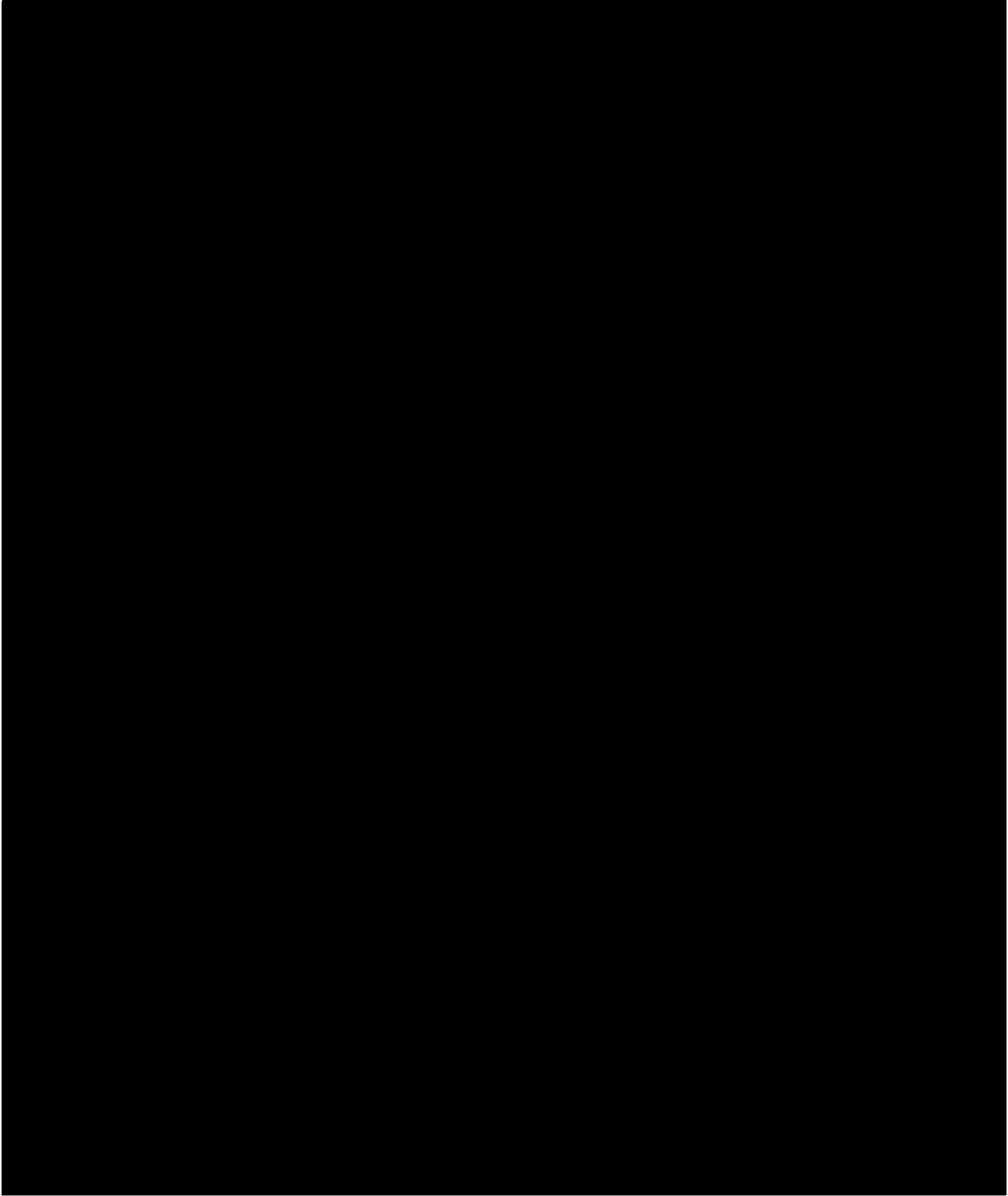


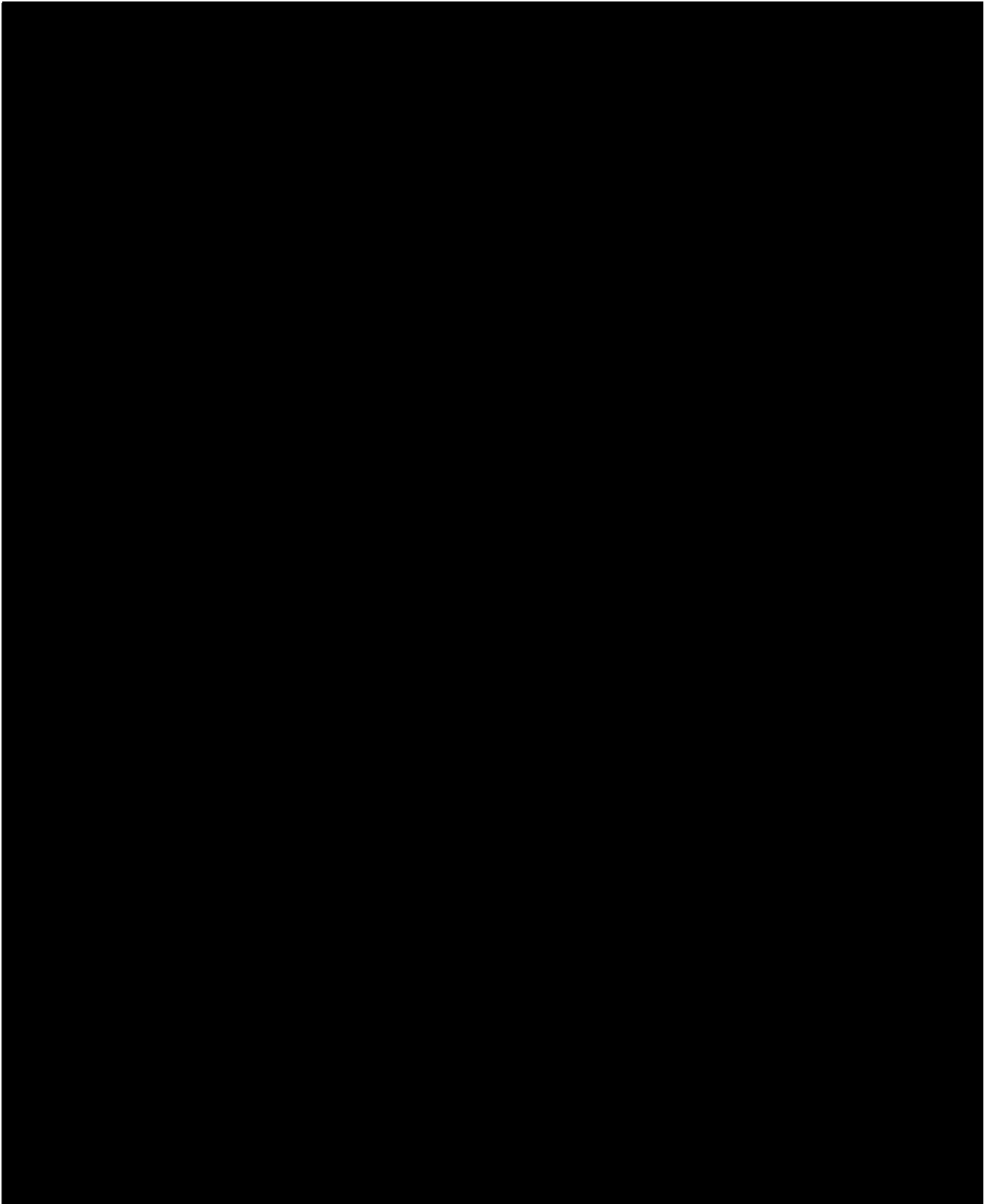


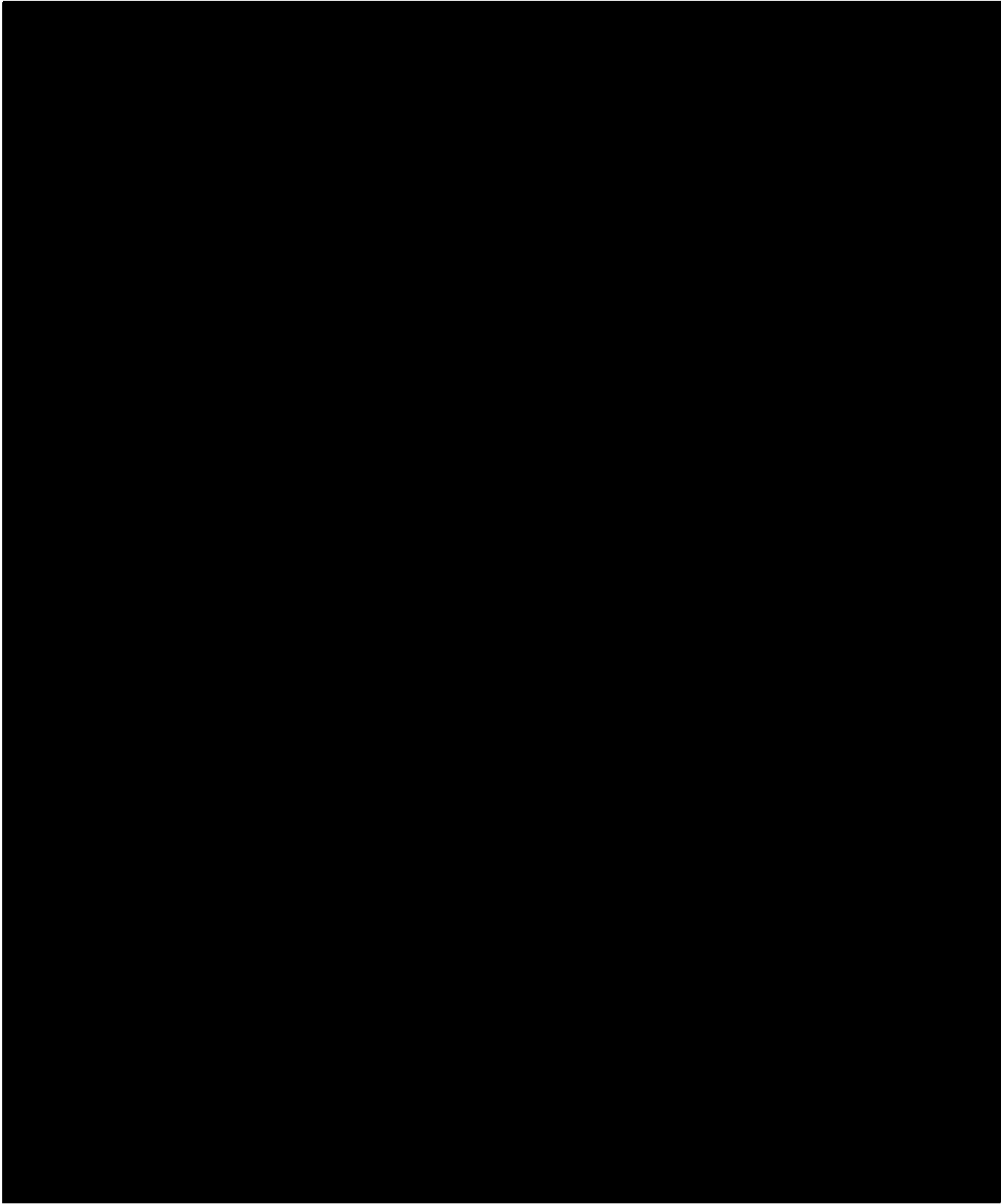


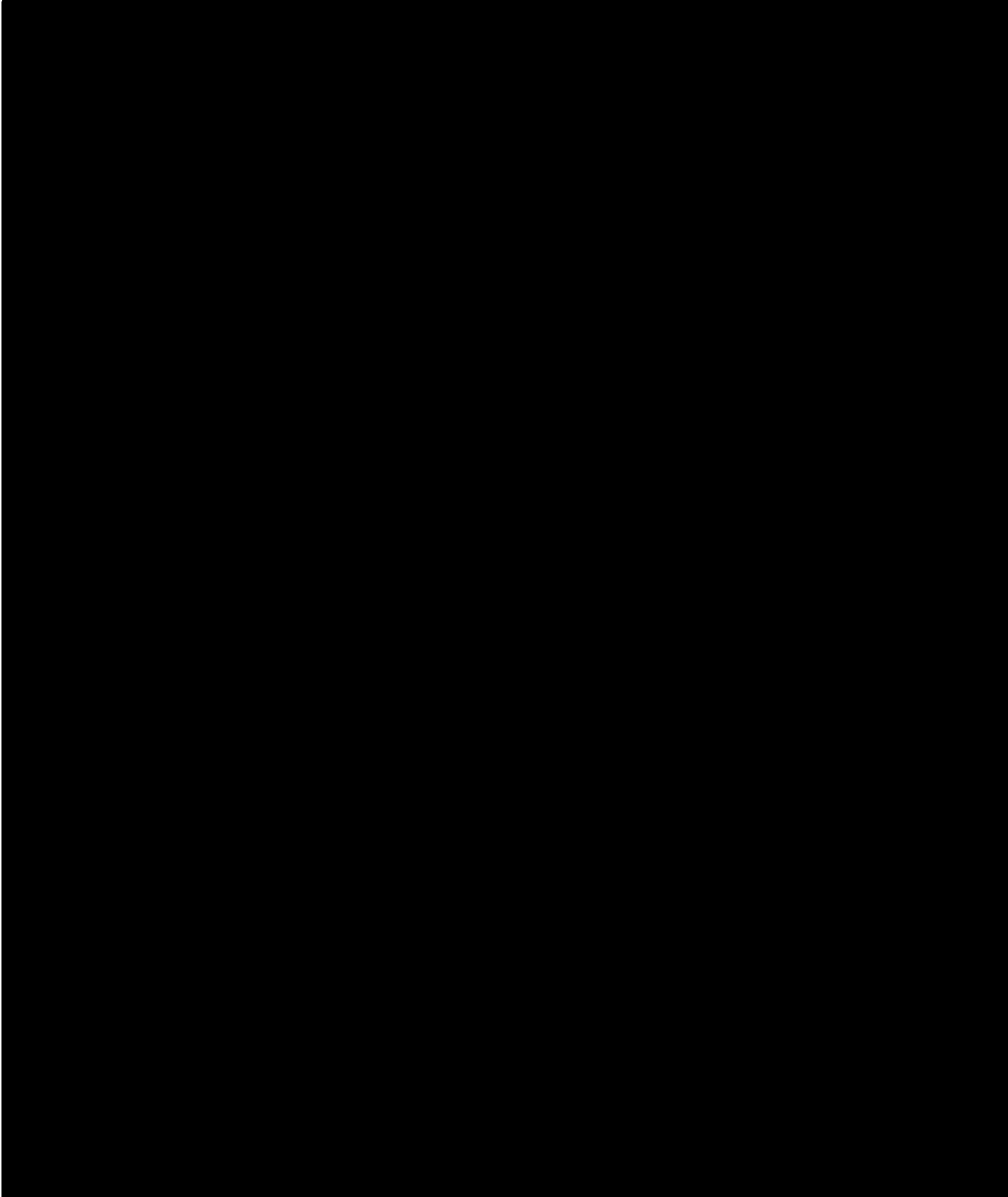


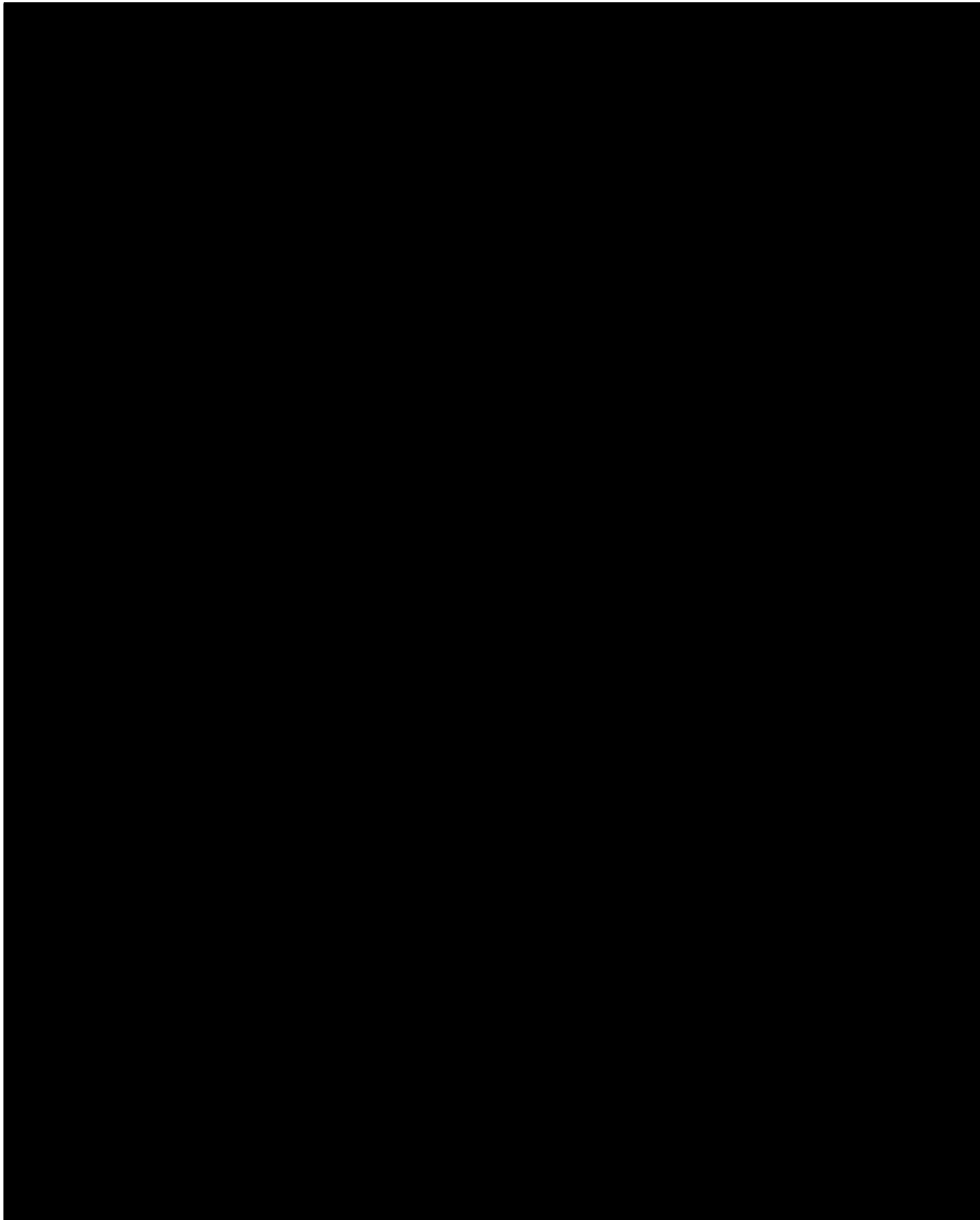


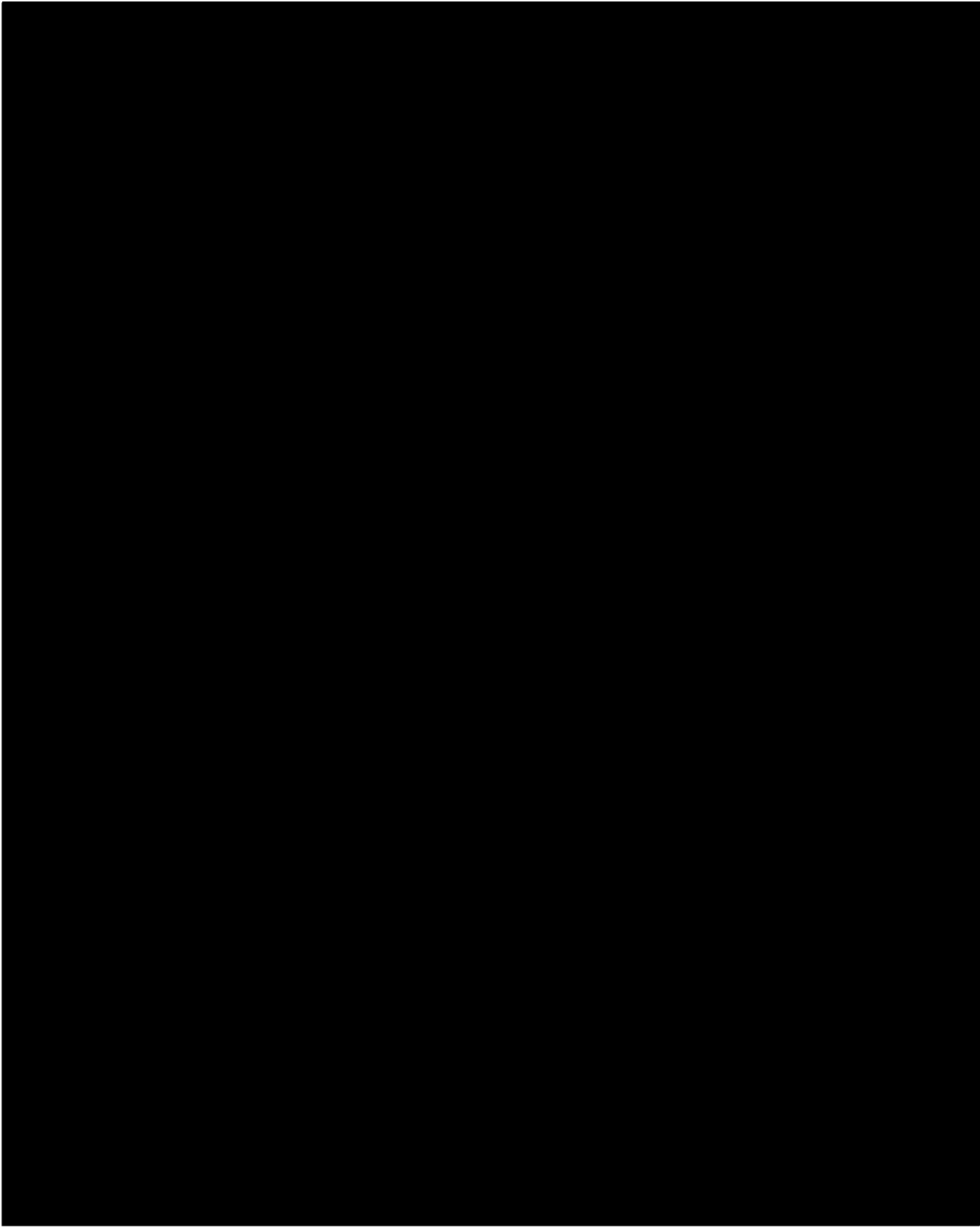












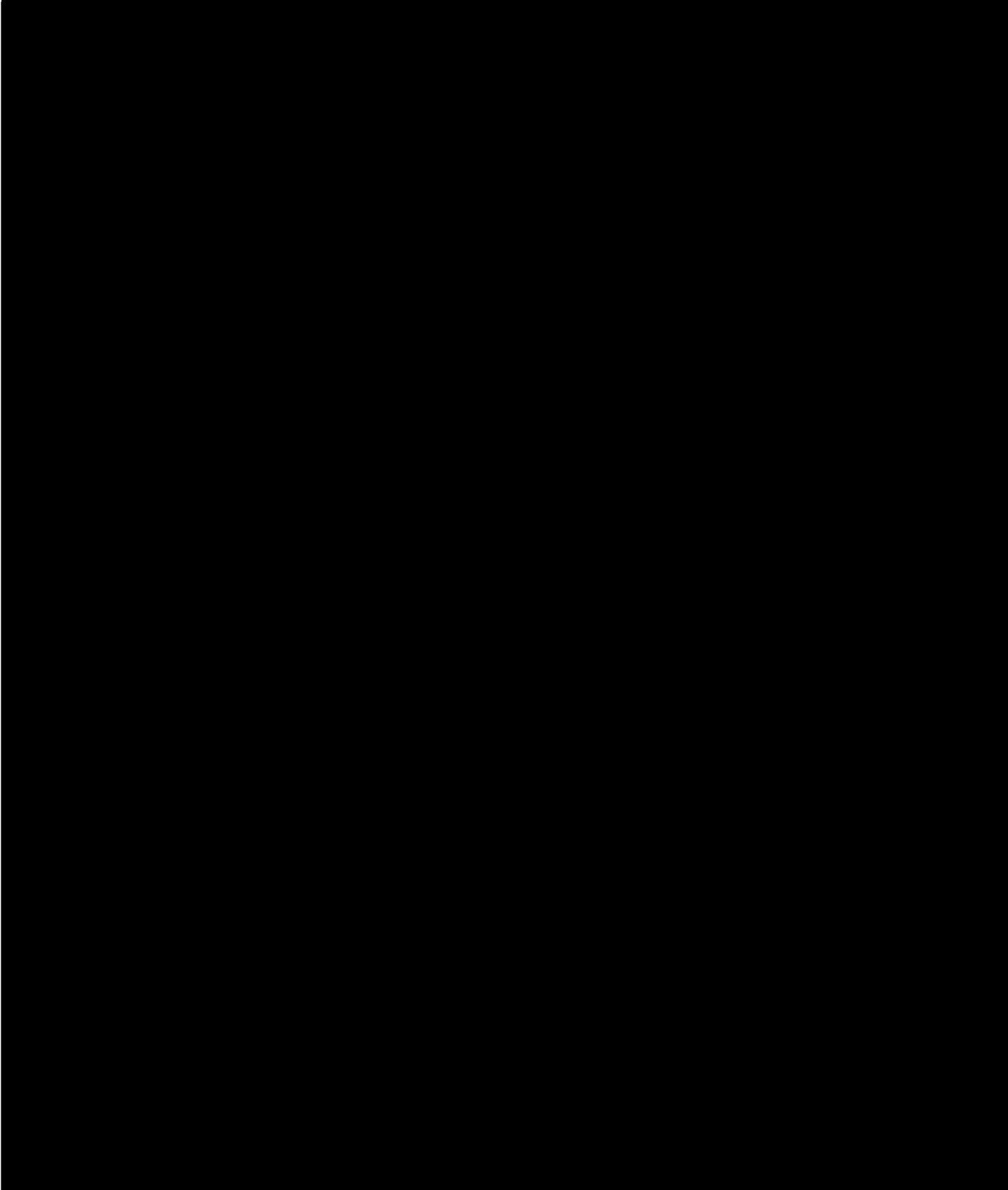


EXHIBIT A

The table consists of three columns and approximately seven rows of data. All content within the table is redacted with black boxes. A horizontal line is drawn across the middle of the table, separating the top two rows from the bottom five rows.

EXHIBIT B

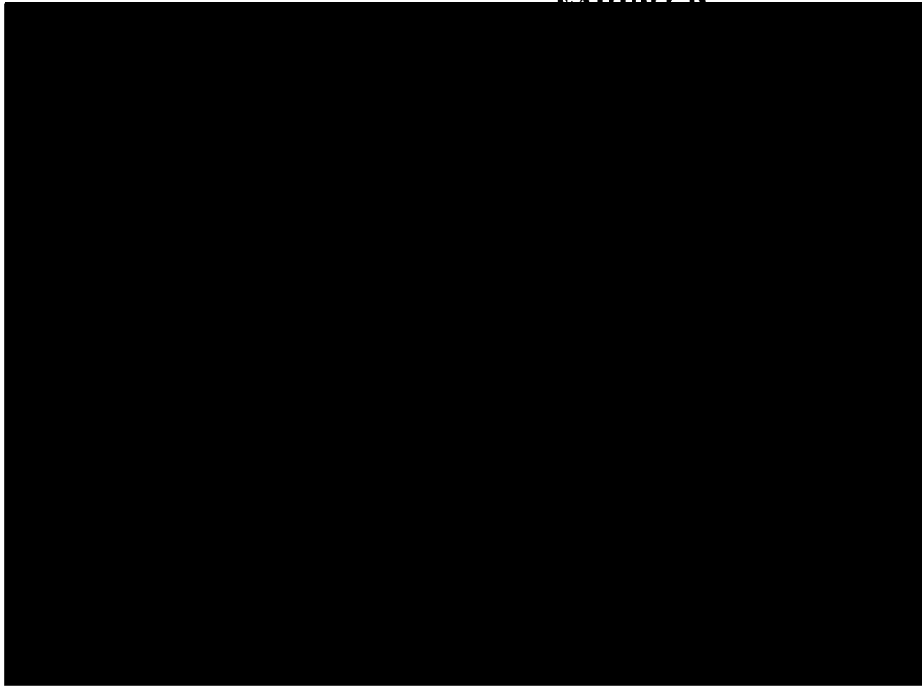
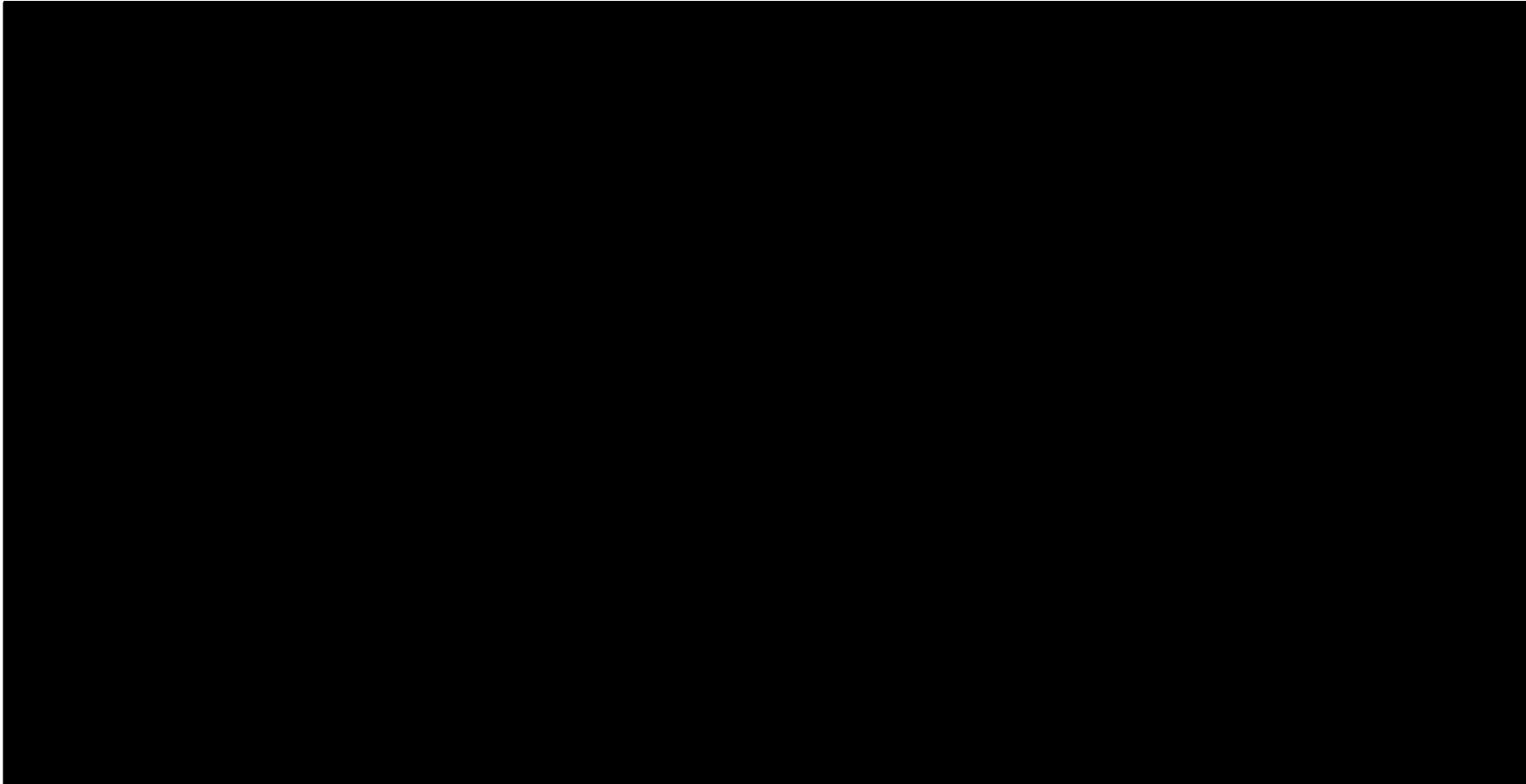


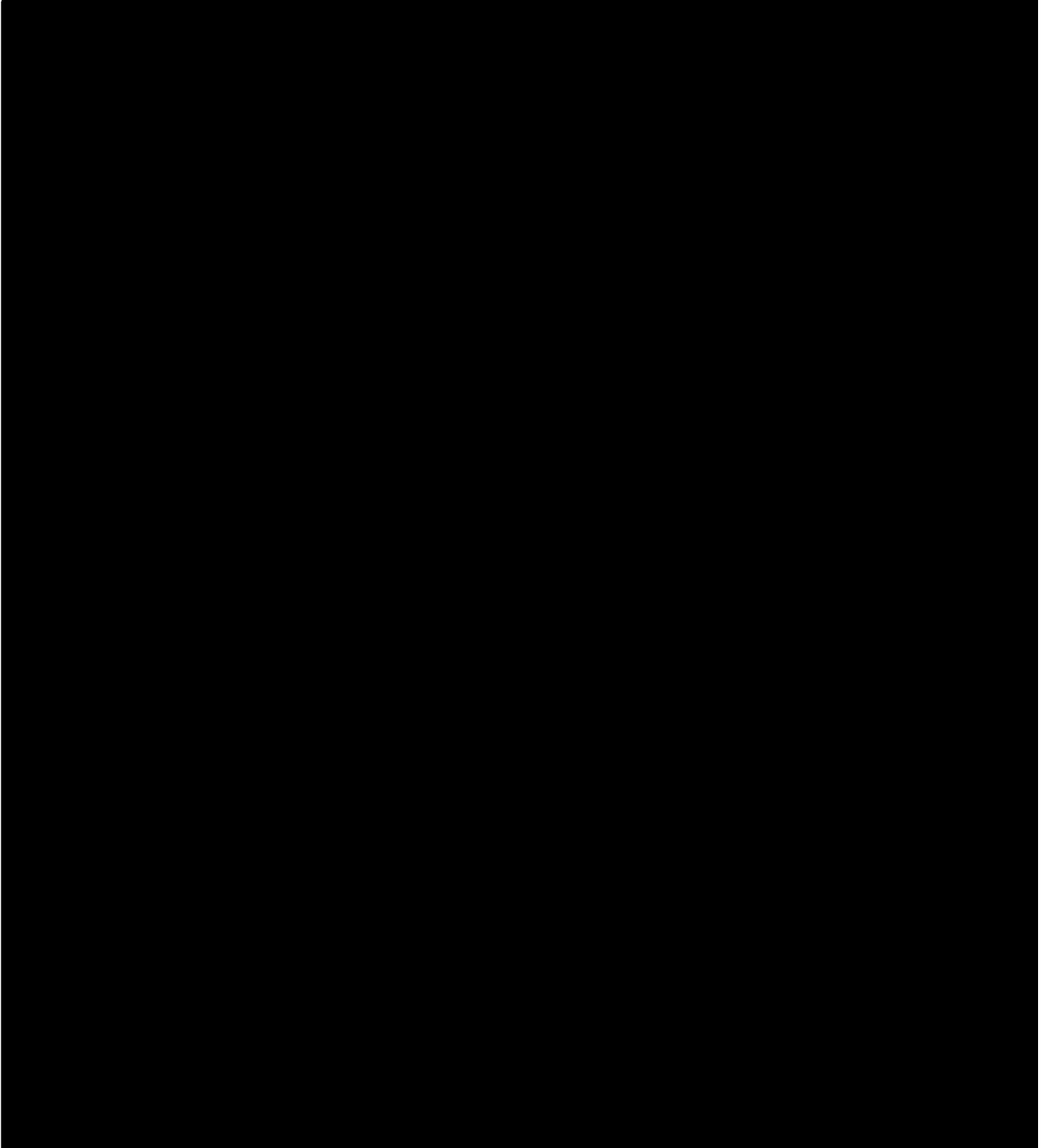
EXHIBIT C

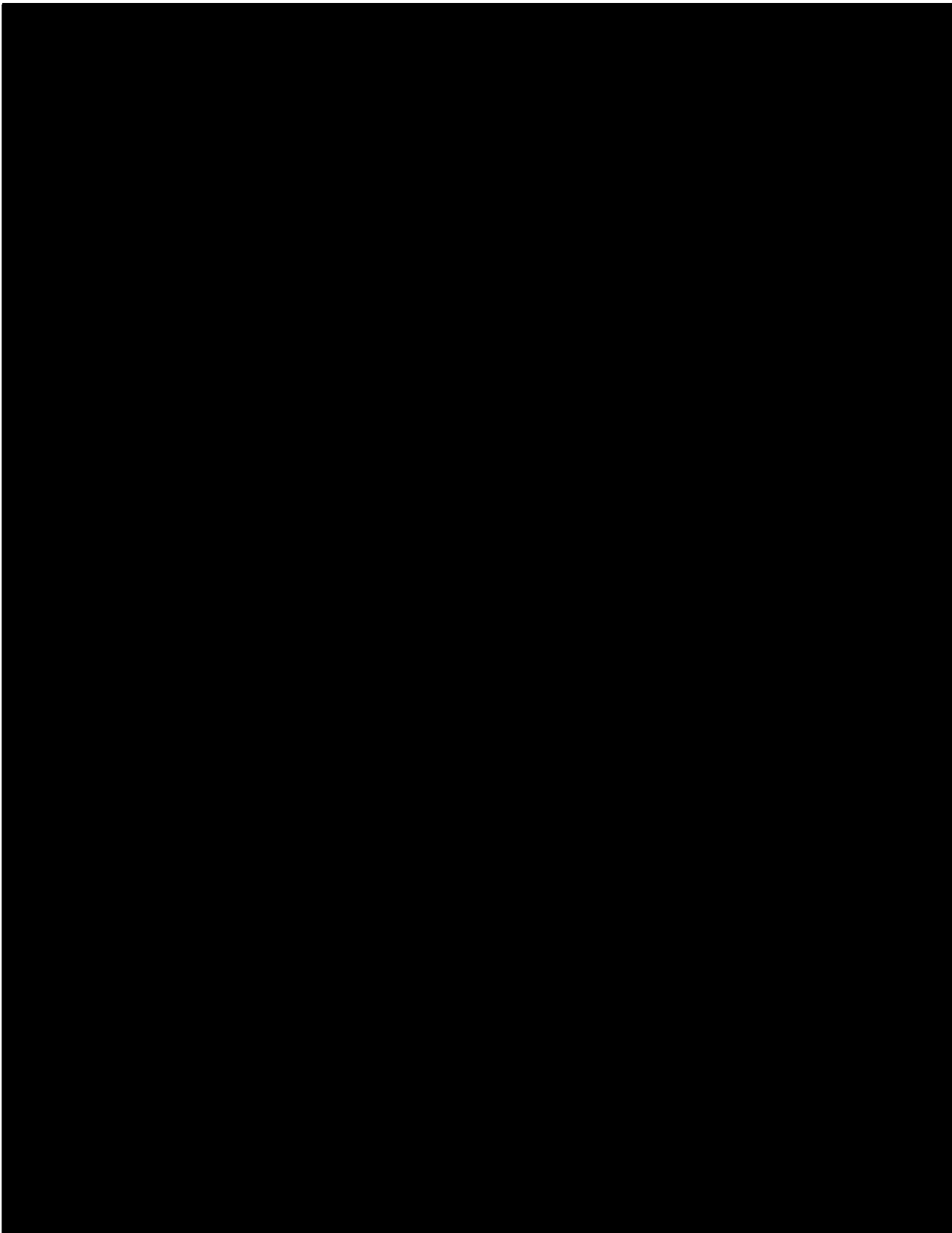
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EXHIBIT D





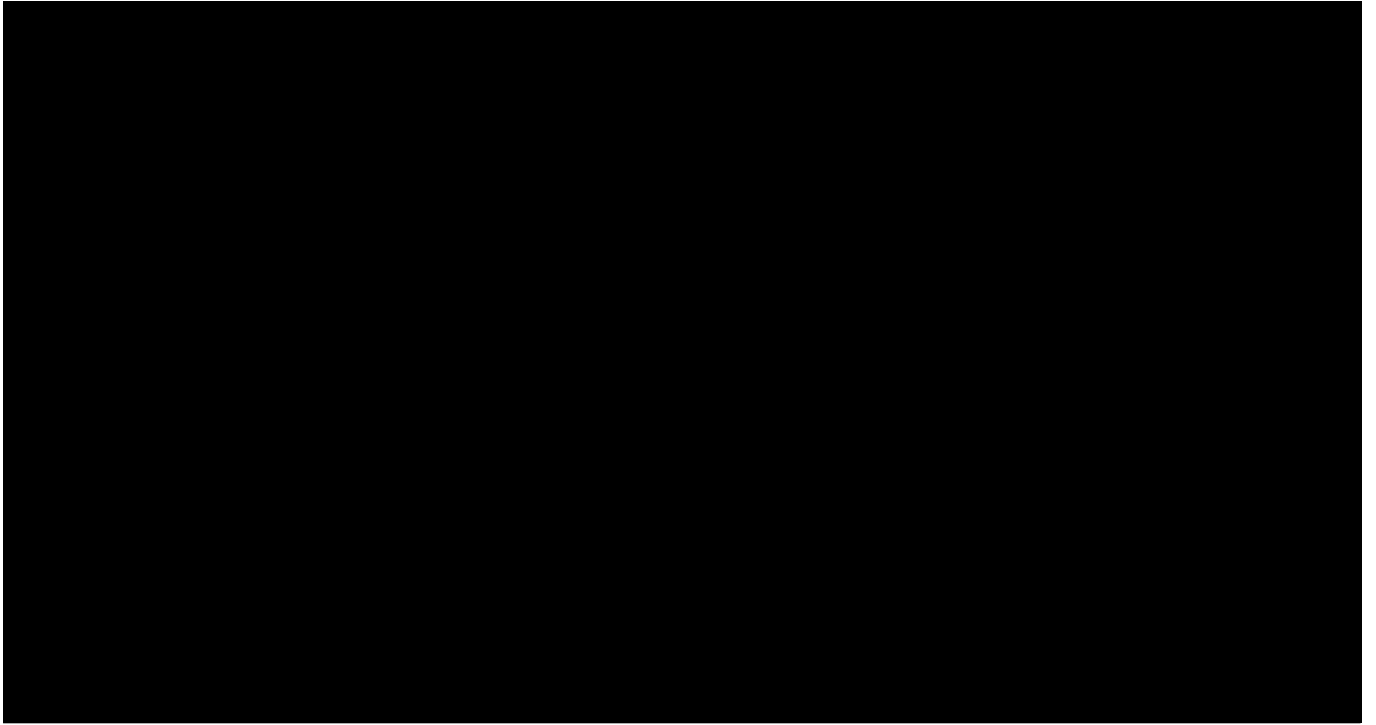
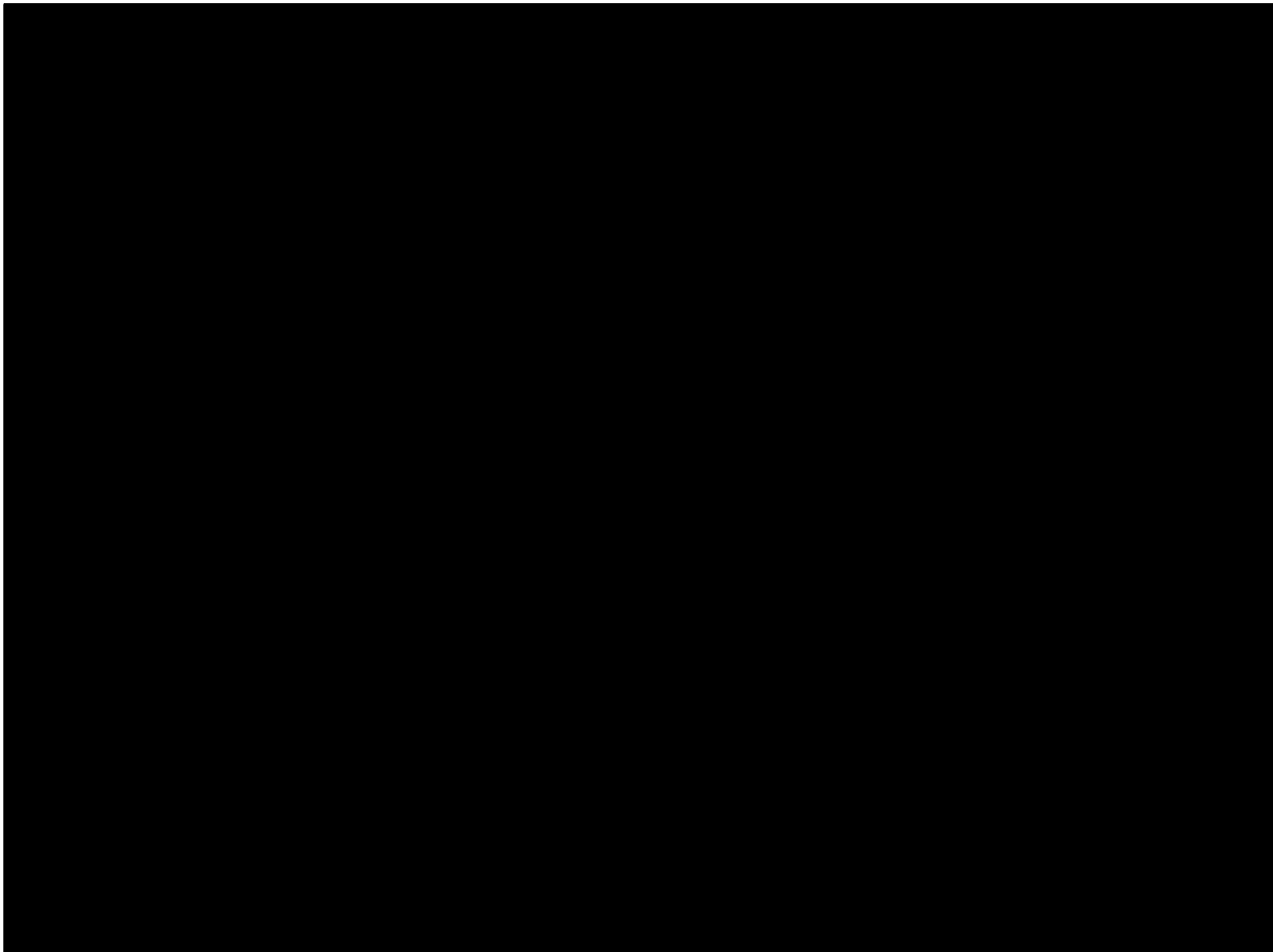
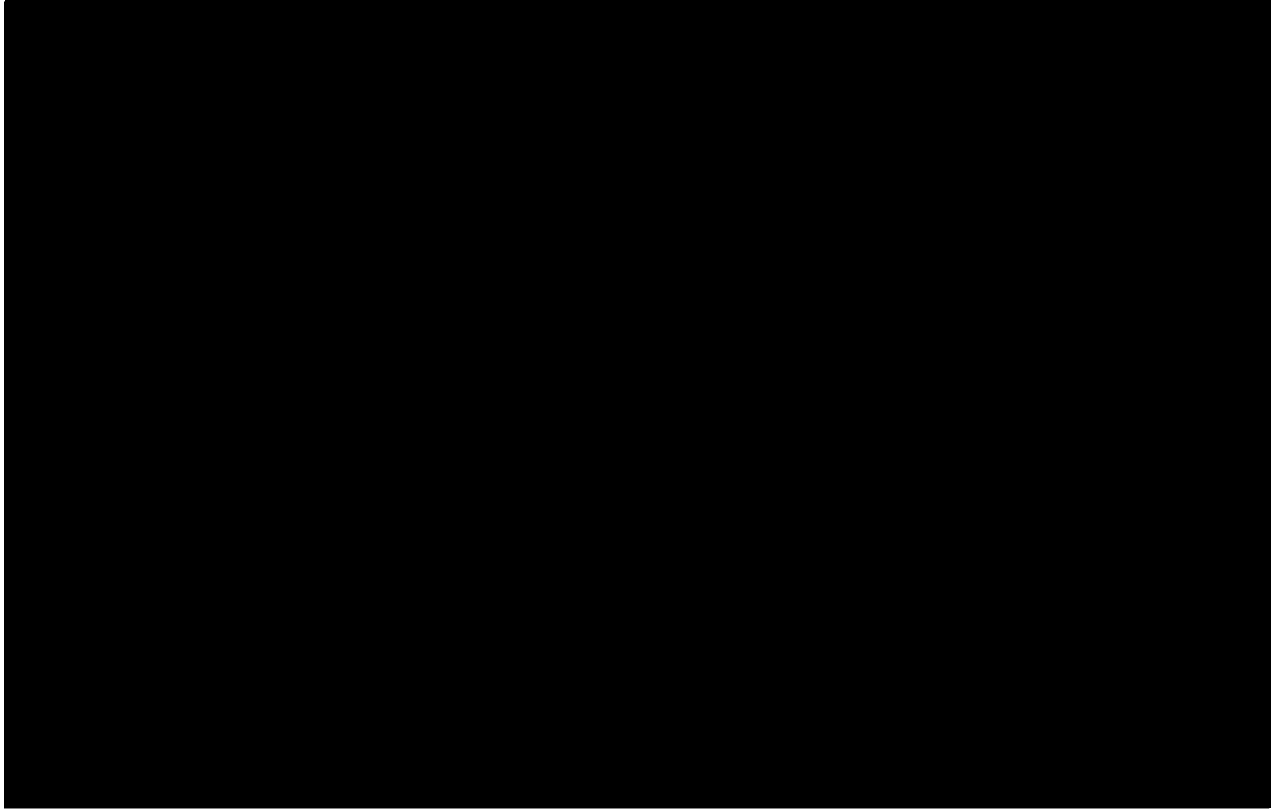


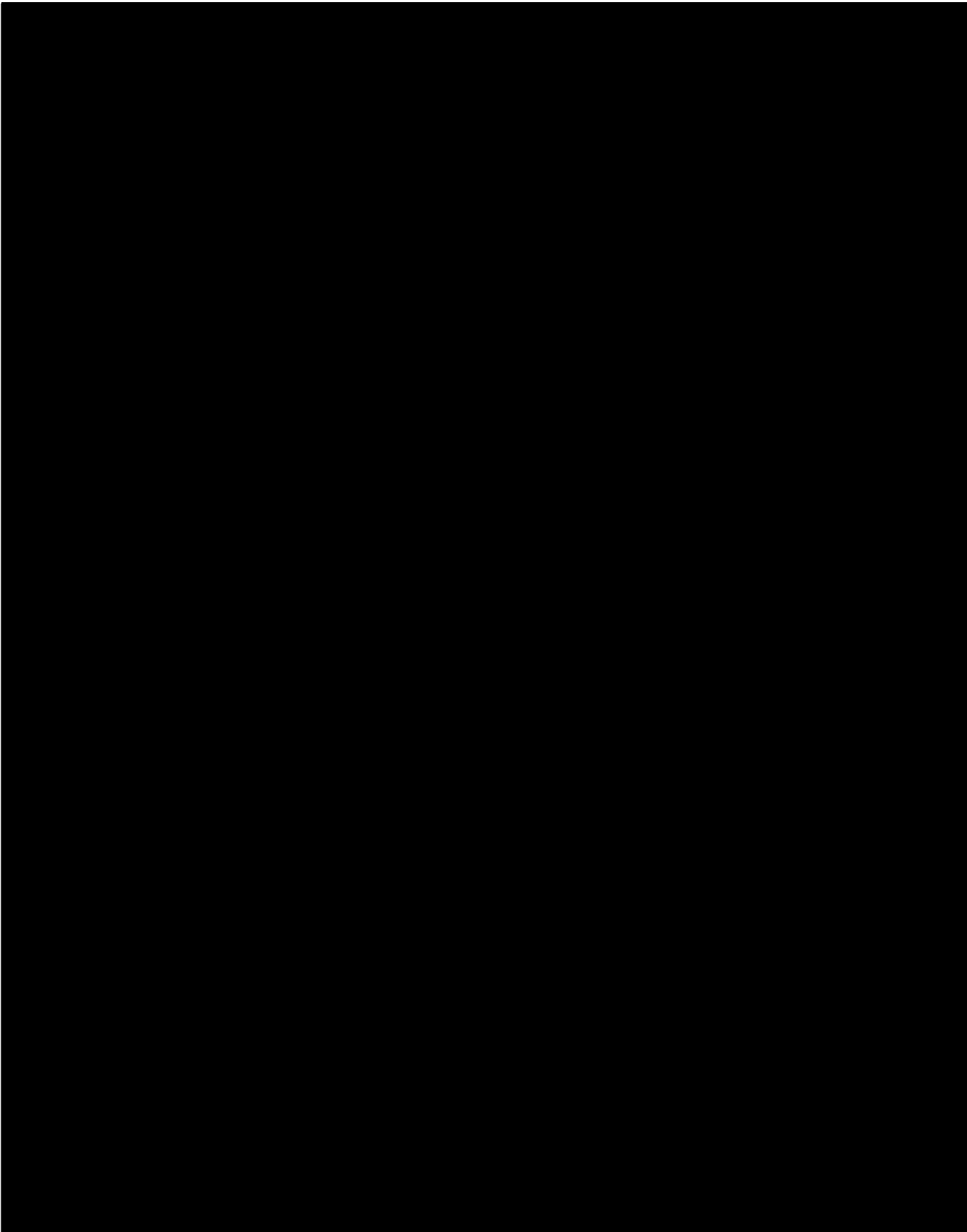
EXHIBIT E





SCHEDULE 3.2







[signature page follows]

**MGM SPORTS & INTERACTIVE GAMING,
LLC**



Name: Daniel J. D'Arrigo
Title: Chief Financial Officer

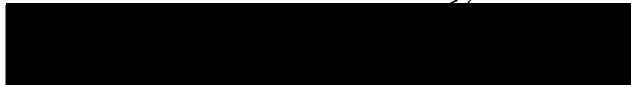
[Signature Page to Side Letter to A&R LLC Agreement]

GAMEDAY INTERACTIVE, LLC

By: MGM SPORTS & INTERACTIVE GAMING, LLC, a
Member

By: _____
Name:
Title:

By: GVC HOLDINGS (USA) INC., a Member

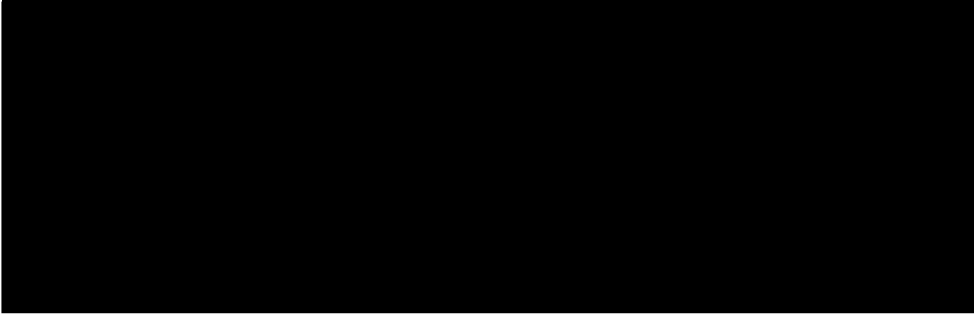


Name: Robert Hoskin
Title: President and Secretary

SCHEDULE A



SCHEDULE B



**FIRST AMENDMENT
TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT**

THIS FIRST AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Amendment") is made as of August 24, 2018 (the "Effective Date") between MGM SPORTS & INTERACTIVE GAMING, LLC, a Delaware limited liability company ("MGM") and GVC HOLDINGS (USA) INC., a Delaware corporation ("GVC").

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

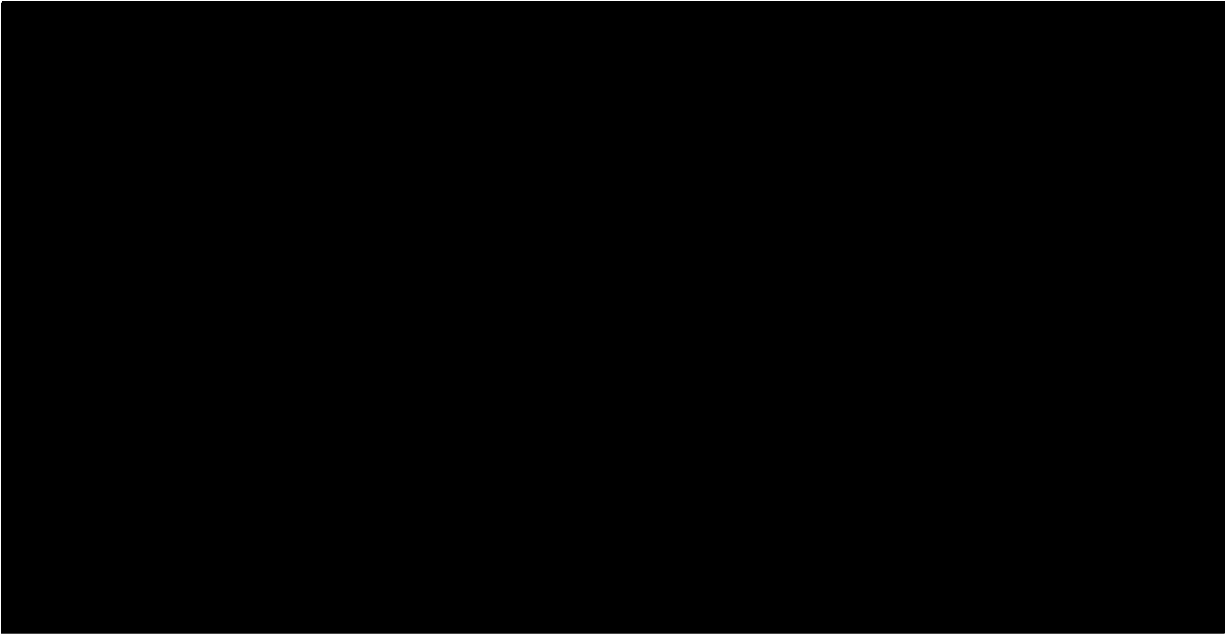
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]



[Signatures appear on the following page]

IN WITNESS WHEREOF, this Amendment has been executed by MGM and GVC as of the Effective Date.

MGM:

MGM SPORTS & INTERACTIVE GAMING, LLC,
a Delaware limited liability company

GVC:

GVC HOLDINGS (USA) INC.,
a Delaware corporation



Name: Michael Carlotti
Title: Treasurer

Name: Robert Hoskin
Title: Director



**SECOND AMENDMENT
TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT**

THIS SECOND AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Amendment") of MGM GVC INTERACTIVE, LLC (f/k/a Gameday Interactive, LLC), a Delaware limited liability company (the "Company") is made as of November 21, 2018 (the "Effective Date") between MGM SPORTS & INTERACTIVE GAMING, LLC, a Delaware limited liability company ("MGM") and GVC HOLDINGS (USA) INC., a Delaware corporation ("GVC").

A) [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[Redacted]

■ [Redacted]

[Redacted]

■ [Redacted]

[Redacted]

■ [Redacted]

■ [Redacted]

[Signatures appear on the following page]

IN WITNESS WHEREOF, this Amendment has been executed by MGM and GVC as of the Effective Date.

MGM:

MGM SPORTS & INTERACTIVE GAMING, LLC,
a Delaware limited liability company

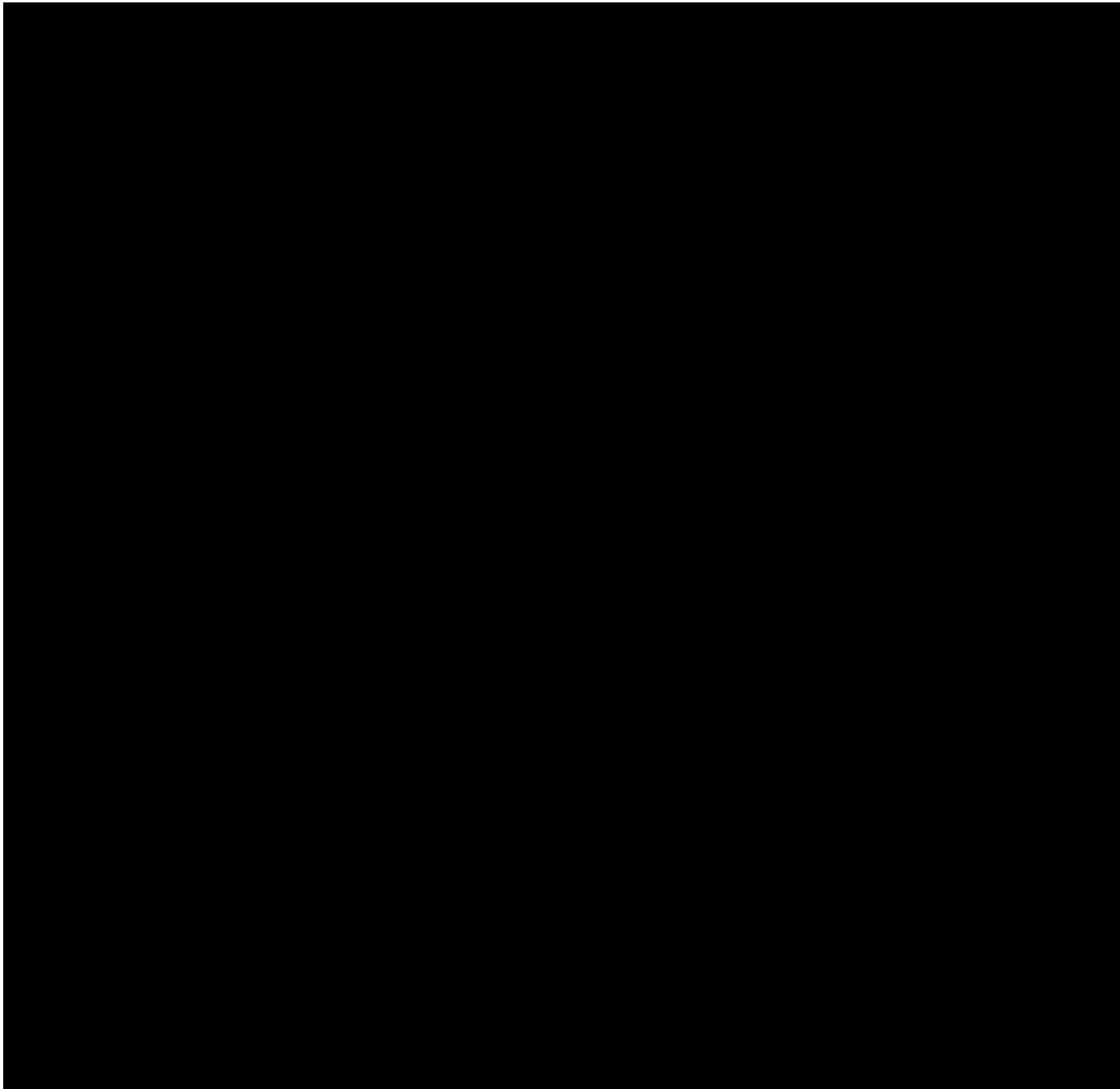
GVC:

GVC HOLDINGS (USA) INC.,
a Delaware corporation



**THIRD AMENDMENT
TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT**

THIS THIRD AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Amendment") of Roar Digital, LLC (f/k/a MGM GVC INTERACTIVE, LLC and Gameday Interactive, LLC), a Delaware limited liability company (the "Company"), is made as of May 18, 2020 (the "Effective Date") between MGM SPORTS & INTERACTIVE GAMING, LLC, a Delaware limited liability company ("MGM") and GVC HOLDINGS (USA) INC., a Delaware corporation ("GVC").



[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Signatures appear on the following page]

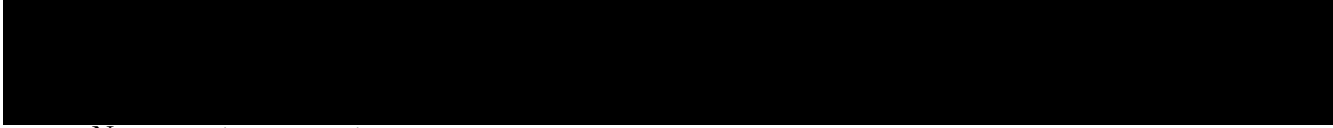
IN WITNESS WHEREOF, this Amendment has been executed by MGM and GVC as of the Effective Date.

MGM:

MGM SPORTS & INTERACTIVE GAMING, LLC,
a Delaware limited liability company

GVC:

GVC HOLDINGS (USA) INC.,
a Delaware corporation



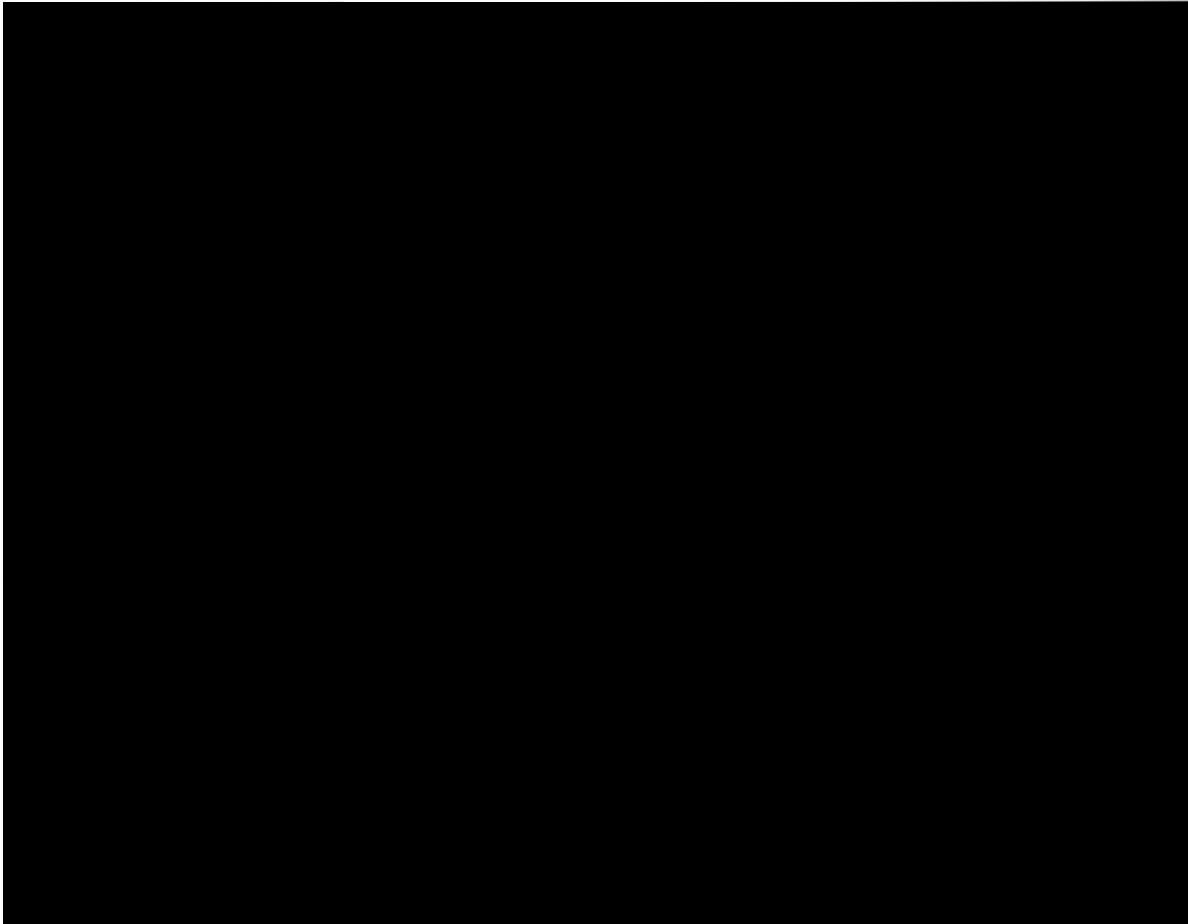
Name: Andrew Hagopian III
Title: Assistant Secretary

Name: Robert Hoskin
Title: Director

[Third Amendment to A&R LLC Agreement of Roar Digital]

**FOURTH AMENDMENT
TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT**

THIS FOURTH AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Fourth Amendment") of ROAR DIGITAL, LLC, a Delaware limited liability company (the "Company") is made as of July 30, 2020 (the "Effective Date") between MGM SPORTS & INTERACTIVE GAMING, LLC, a Delaware limited liability company ("MGM") and GVC HOLDINGS (USA) INC., a Delaware corporation ("GVC").



[Signatures appear on the following page]

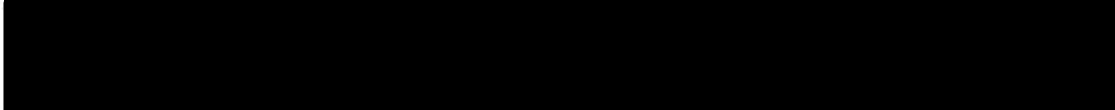
IN WITNESS WHEREOF, this Fourth Amendment has been executed by MGM and GVC as of the Effective Date.

MGM:

MGM SPORTS & INTERACTIVE GAMING, LLC,
a Delaware limited liability company

GVC:

GVC HOLDINGS (USA) INC.,
a Delaware corporation

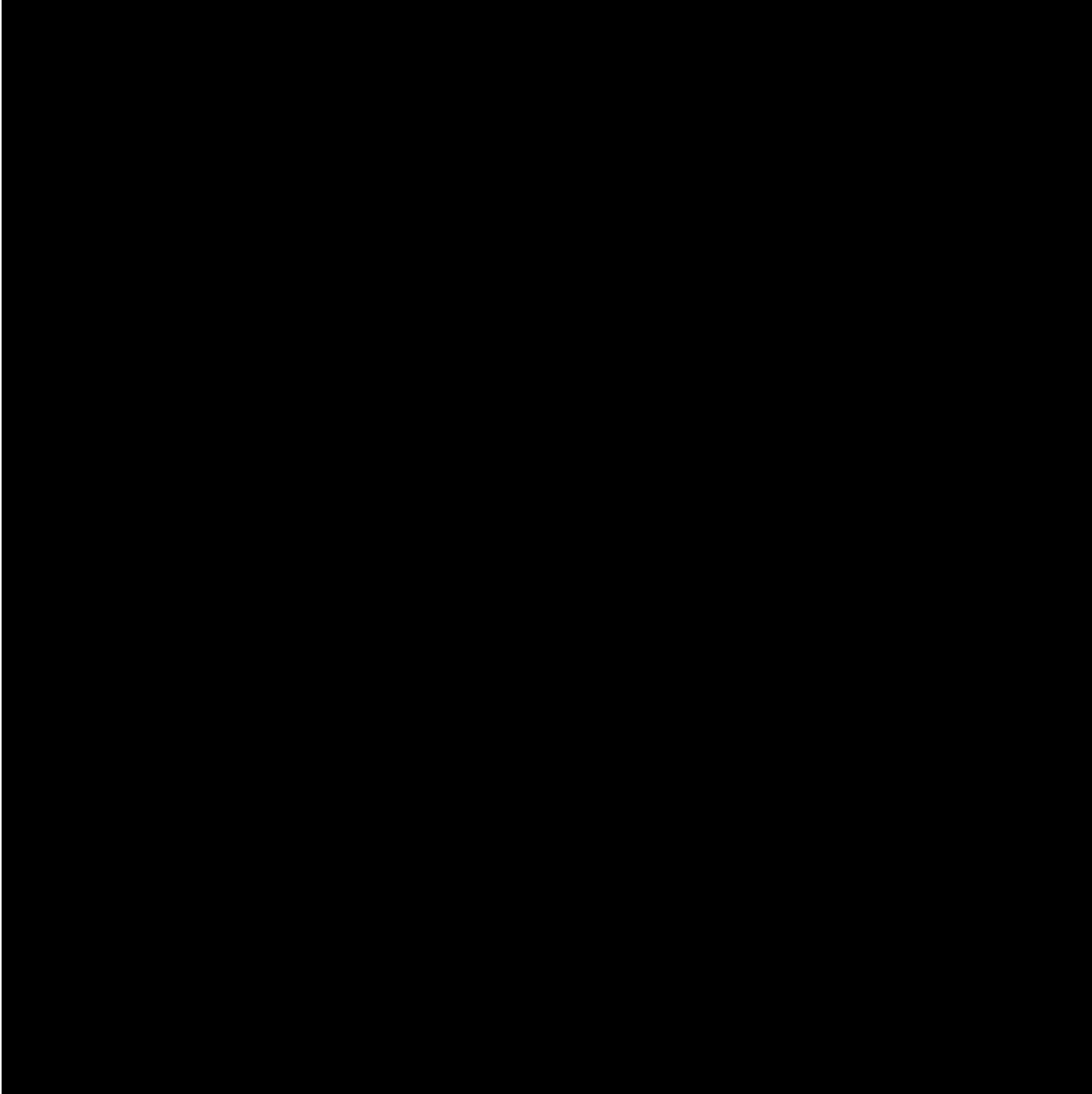


Name: *GEORGE T. KLEINROFF*
Title: *PRESIDENT*

Name: Shay Segev
Title: Director, CFO & Treasurer

**FIFTH AMENDMENT
TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT**

THIS FIFTH AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Amendment") of BetMGM, LLC (f/k/a Roar Digital, LLC), a Delaware limited liability company (the "Company"), is made as of December 8, 2020 (the "Effective Date") between MGM SPORTS & INTERACTIVE GAMING, LLC, a Delaware limited liability company ("MGM") and GVC HOLDINGS (USA) INC., a Delaware corporation ("GVC").



[Signatures appear on the following page]

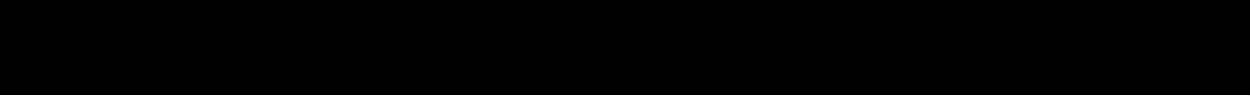
IN WITNESS WHEREOF, this Amendment has been executed by MGM and GVC as of the Effective Date.

MGM:

MGM SPORTS & INTERACTIVE GAMING, LLC,
a Delaware limited liability company

GVC:

GVC HOLDINGS (USA) INC.,
a Delaware corporation



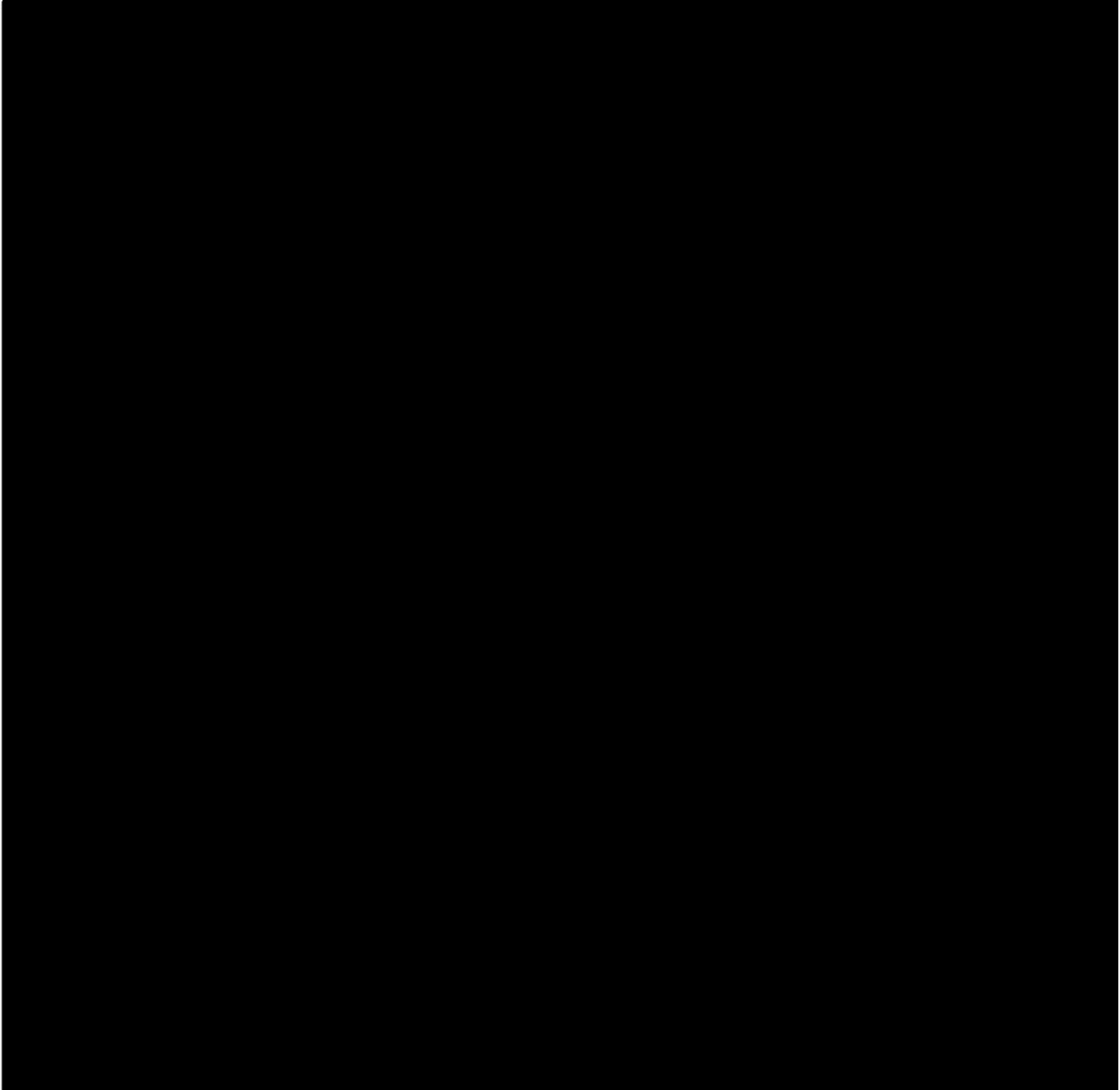
Name: George Kliavkoff
Title: Authorized Representative

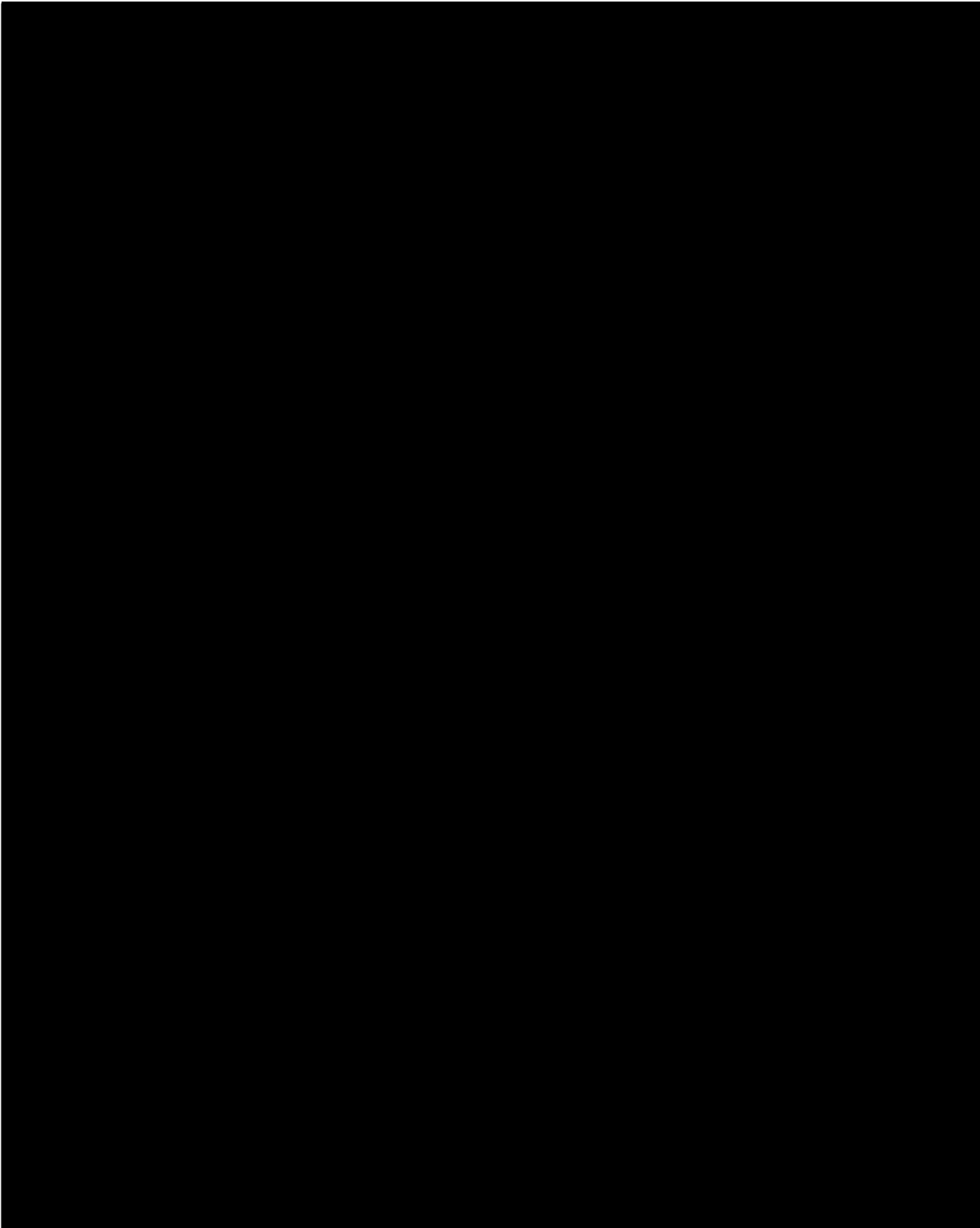
Name: Robert Hoskin
Title: Director

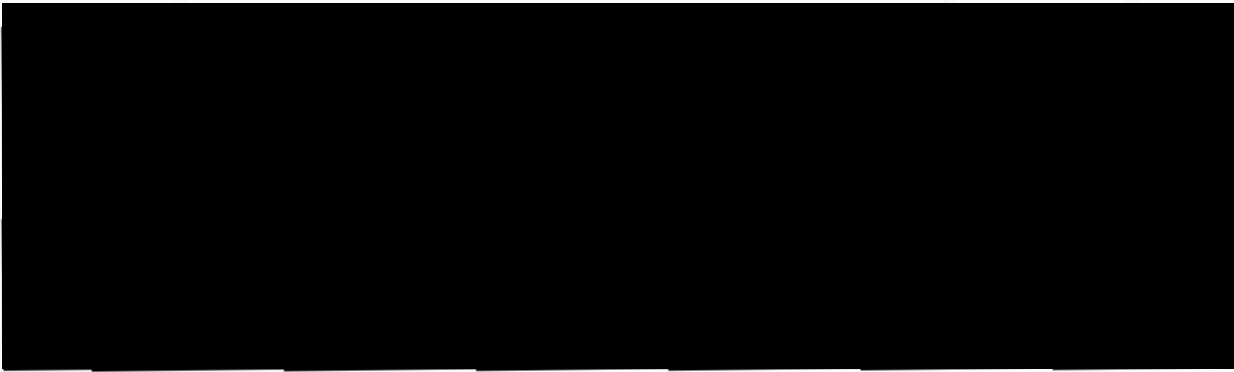
[Fifth Amendment to A&R LLC Agreement of BetMGM]

**SIXTH AMENDMENT
TO
AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT**

THIS SIXTH AMENDMENT TO AMENDED AND RESTATED LIMITED LIABILITY COMPANY AGREEMENT (this "Amendment") of BetMGM, LLC (f/k/a Roar Digital, LLC), a Delaware limited liability company (the "Company"), is made as of June 9, 2021 (the "Effective Date") between MGM SPORTS & INTERACTIVE GAMING, LLC, a Delaware limited liability company ("MGM") and GVC HOLDINGS (USA) INC., a Delaware corporation ("GVC").







[Signatures appear on the following page]

IN WITNESS WHEREOF, this Amendment has been executed by MGM and GVC as of the Effective Date.

MGM:

MGM SPORTS & INTERACTIVE GAMING, LLC,
a Delaware limited liability company

GVC:

GVC HOLDINGS (USA) INC.,
a Delaware corporation

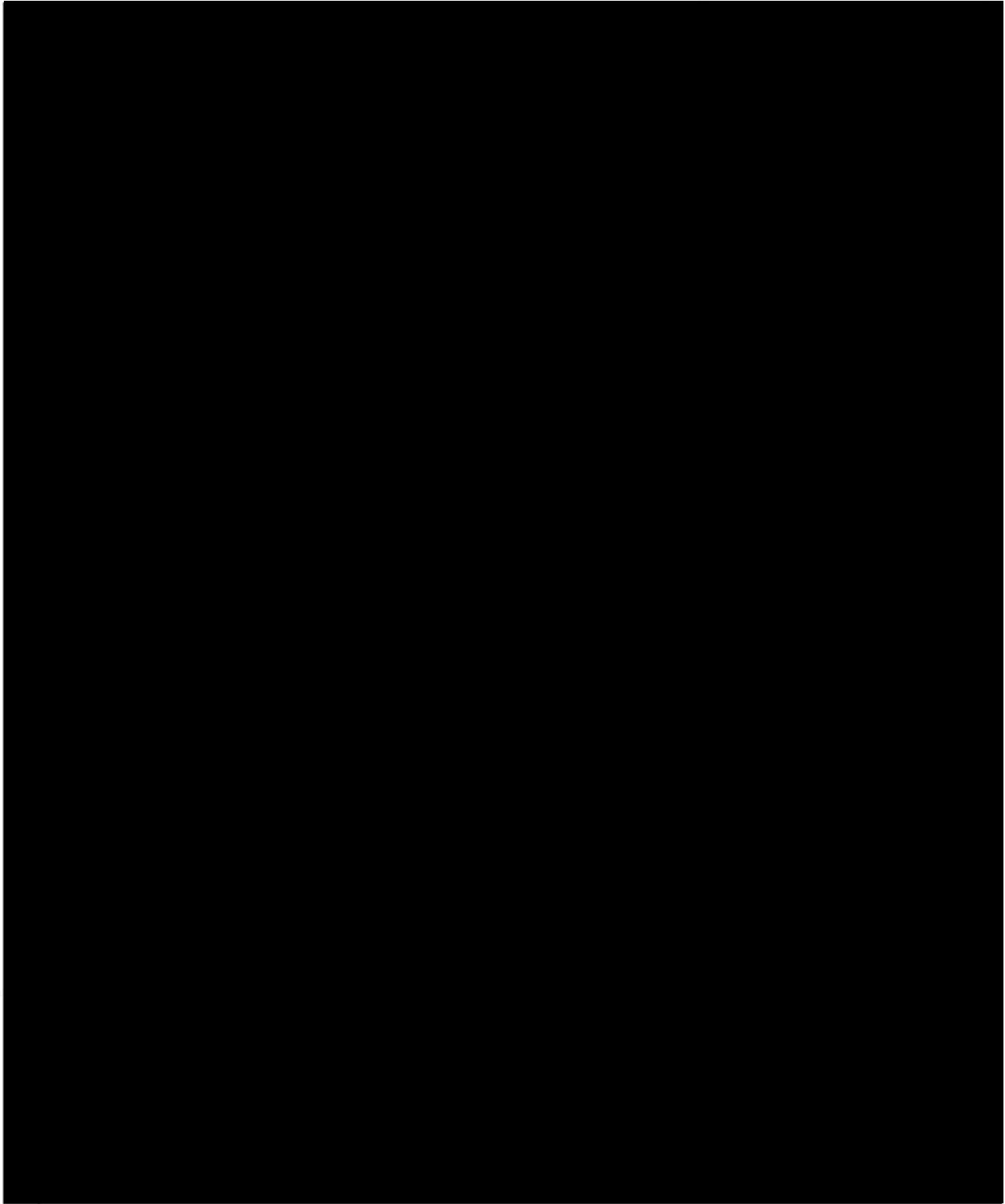


Name: Jessica Cunningham
Title: Assistant Secretary

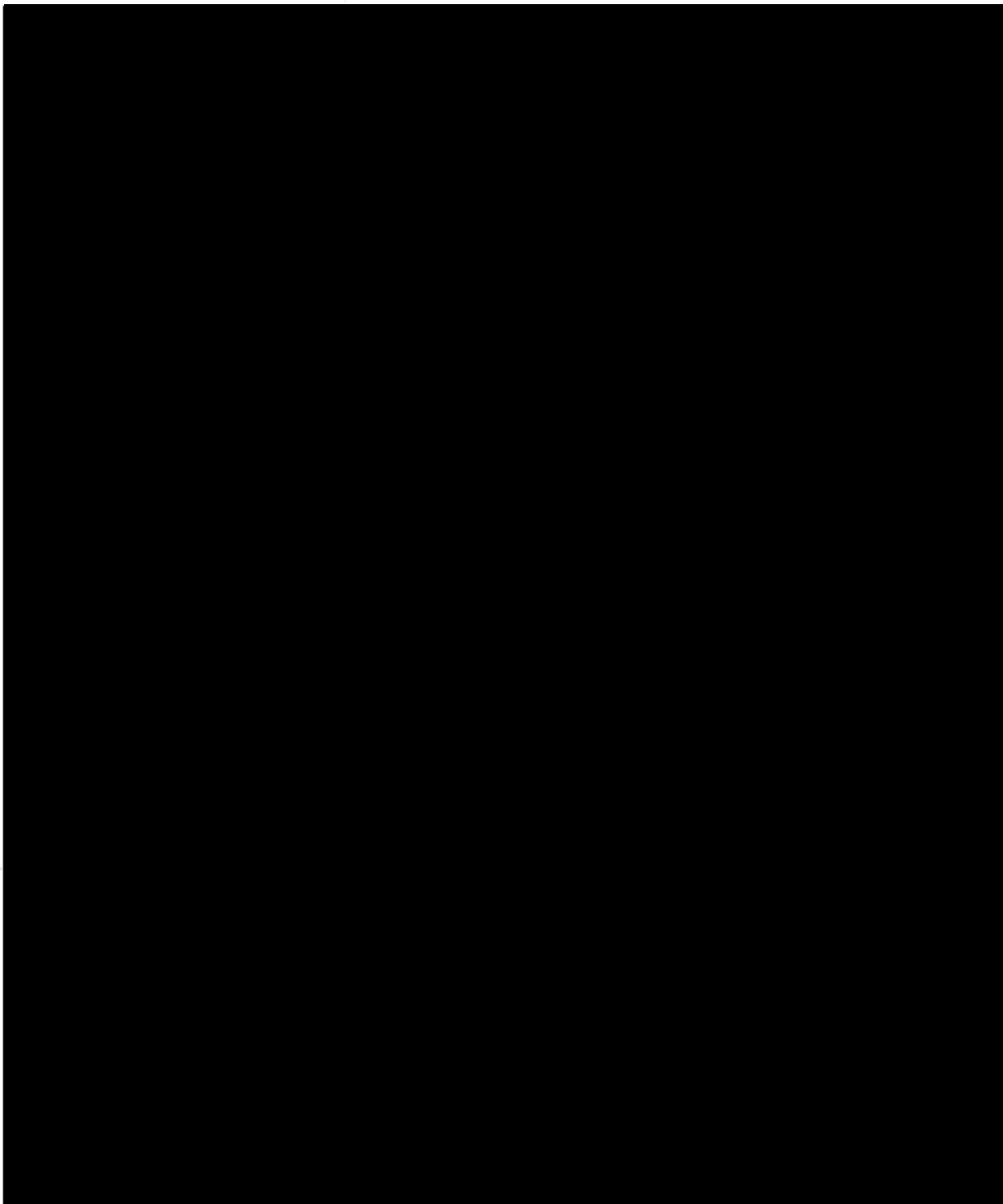
Name: Robert Hoskin
Title: Director

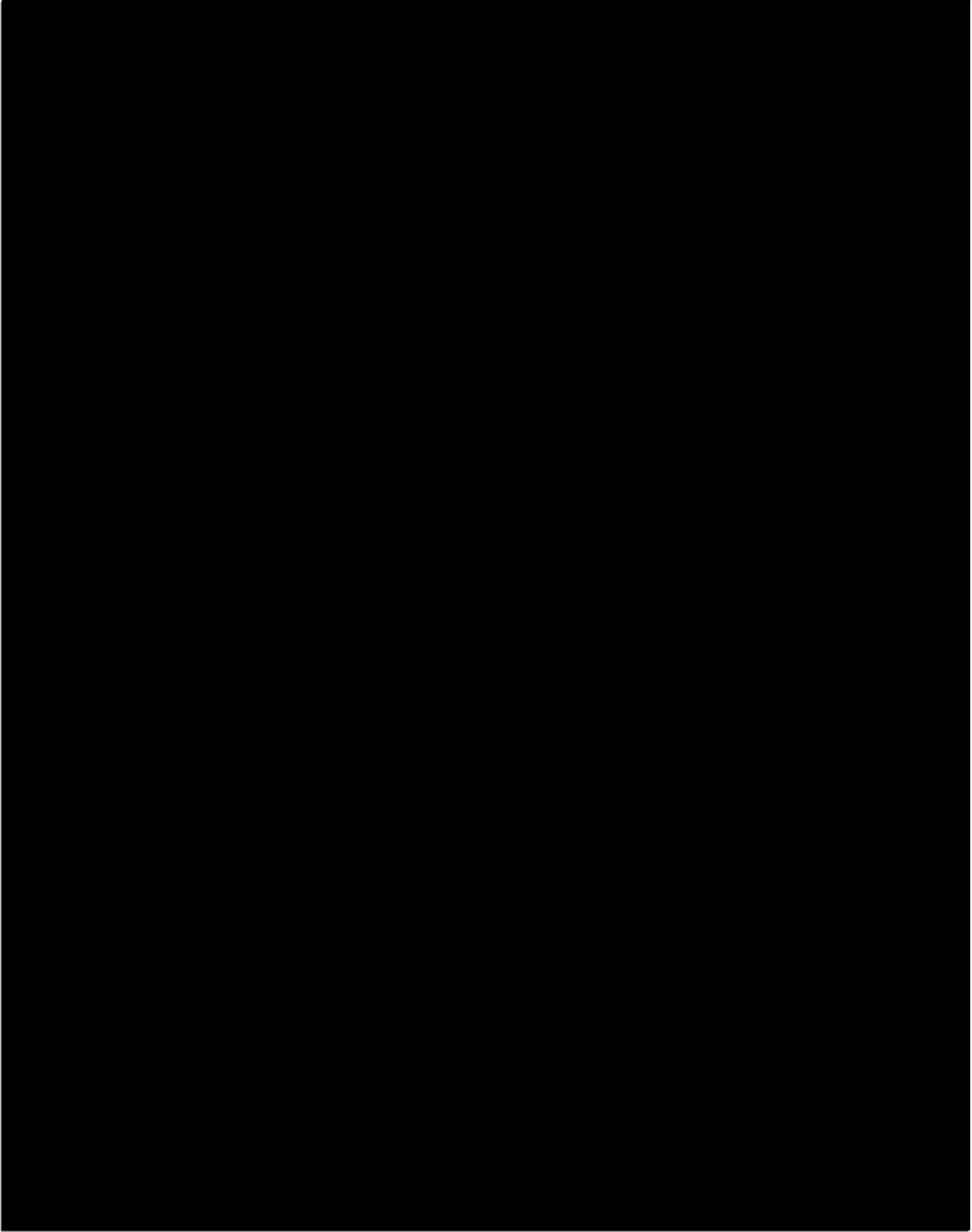
[Sixth Amendment to A&R LLC Agreement of BetMGM]

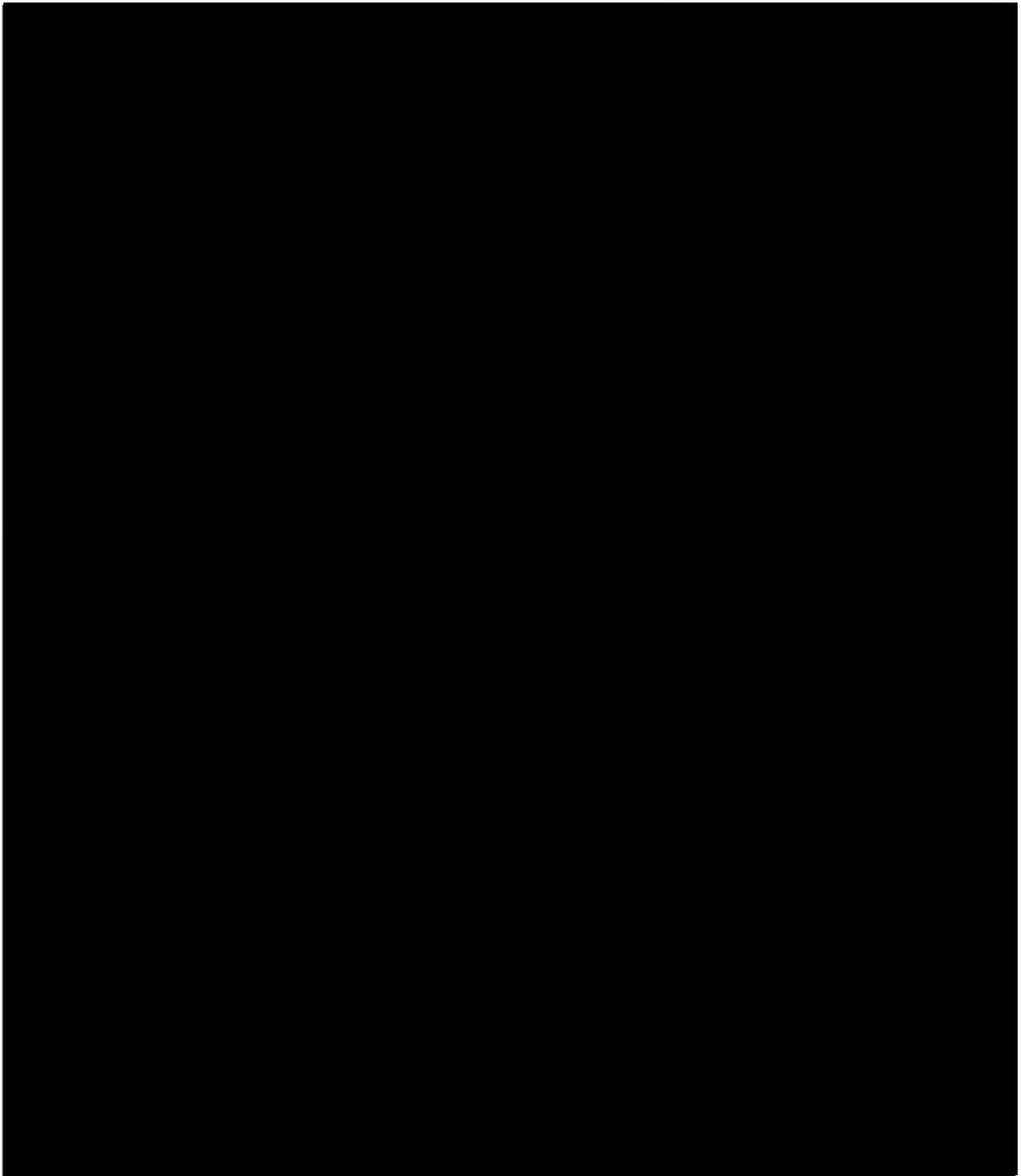
Exhibit 4.14d4

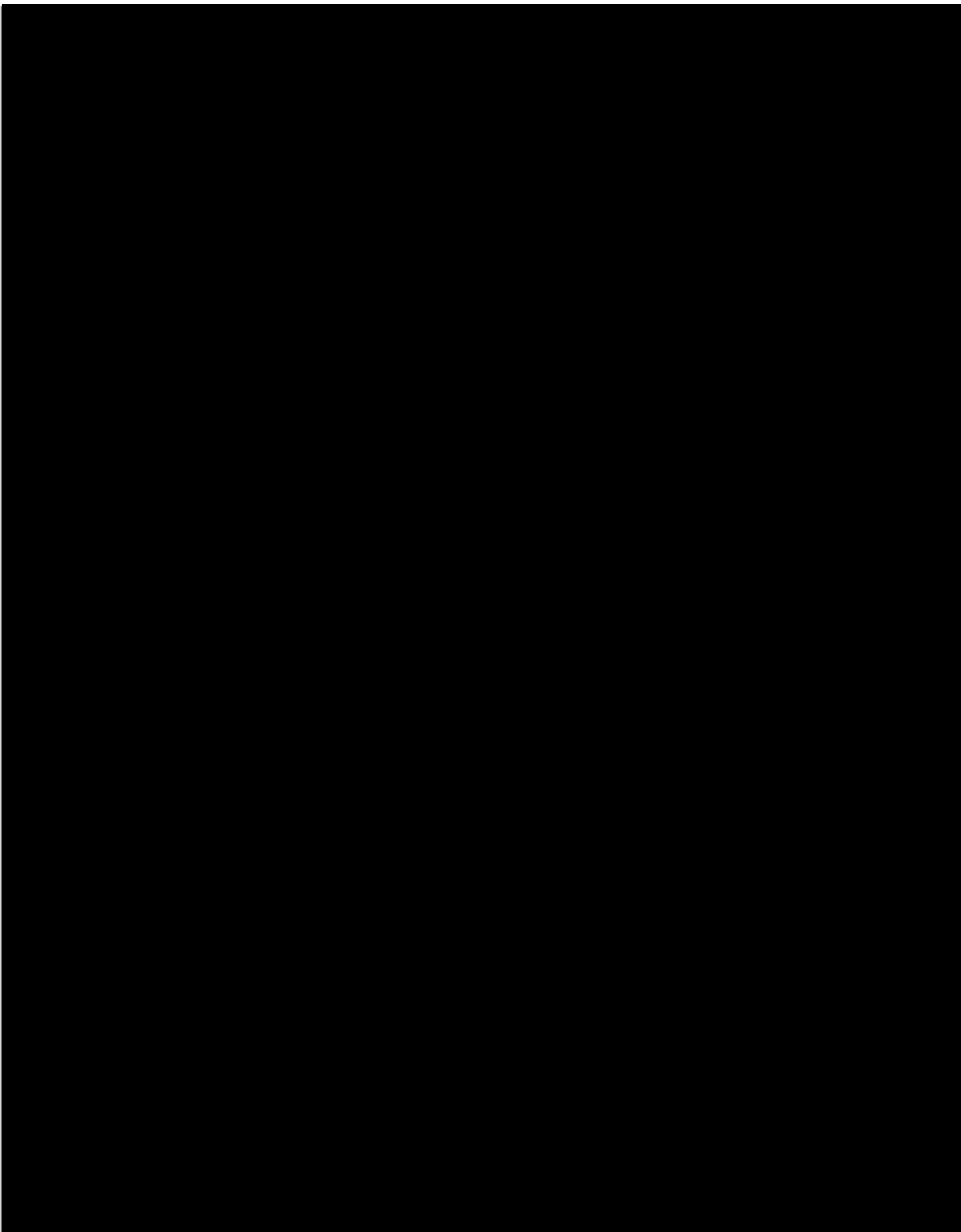


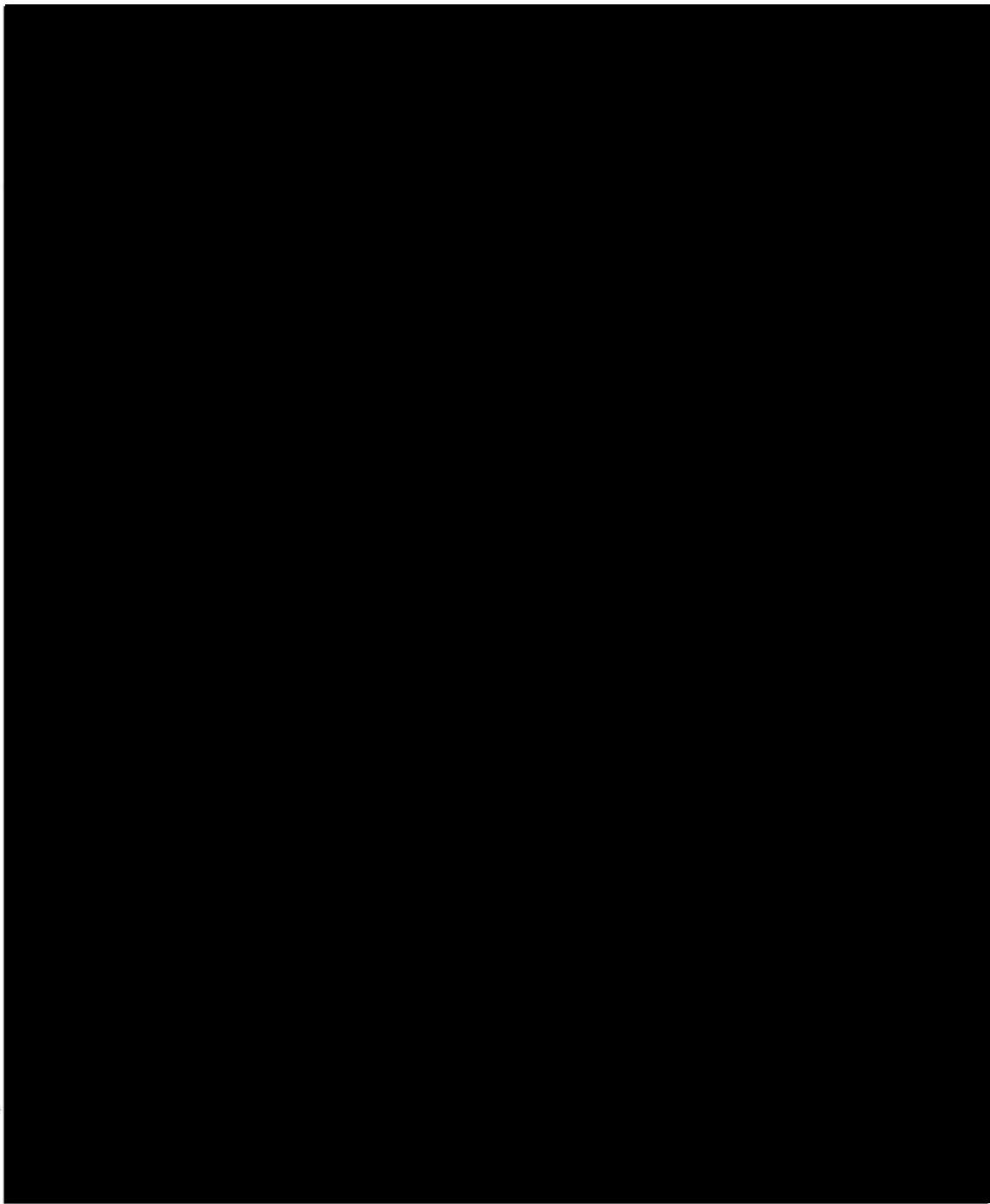
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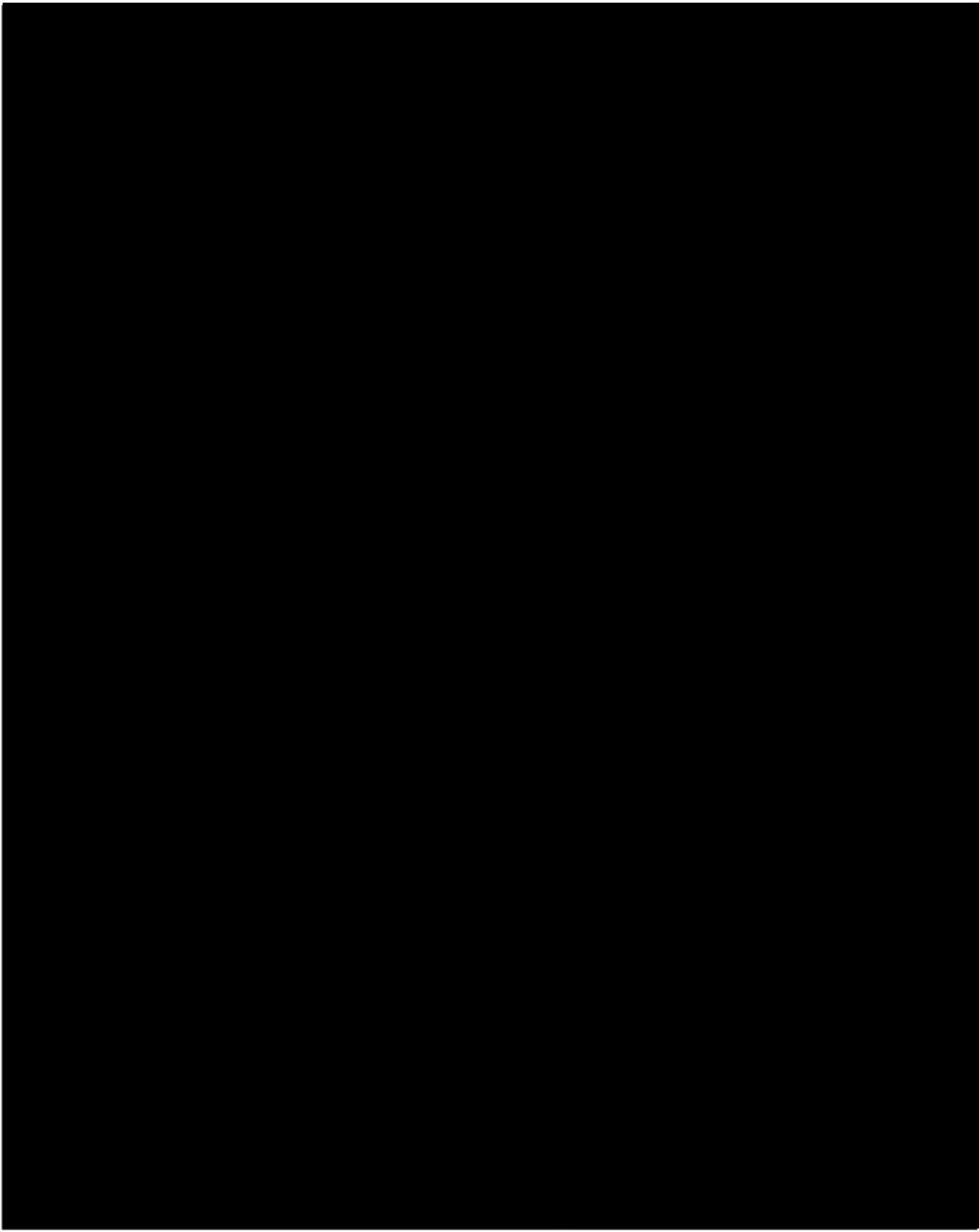


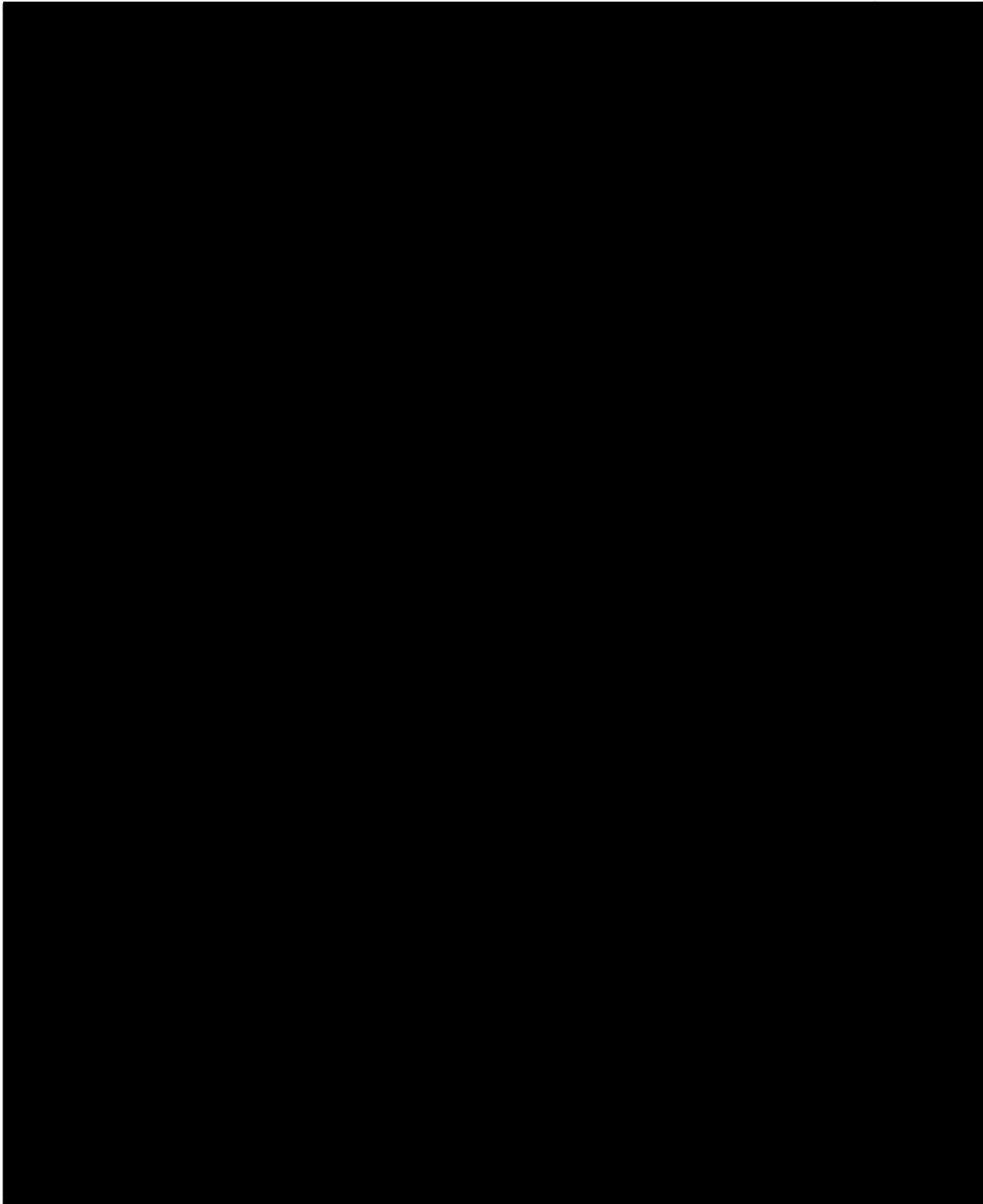


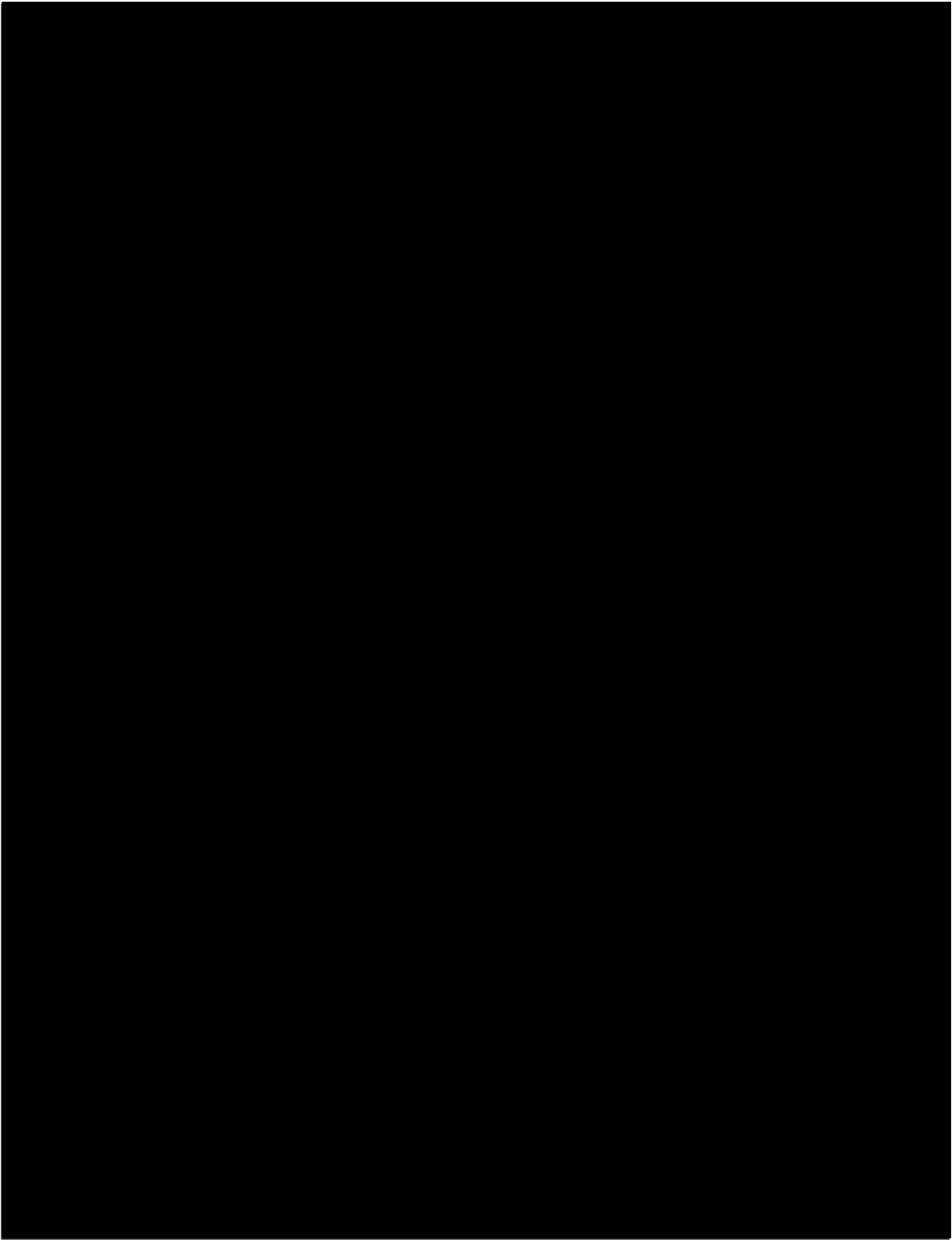


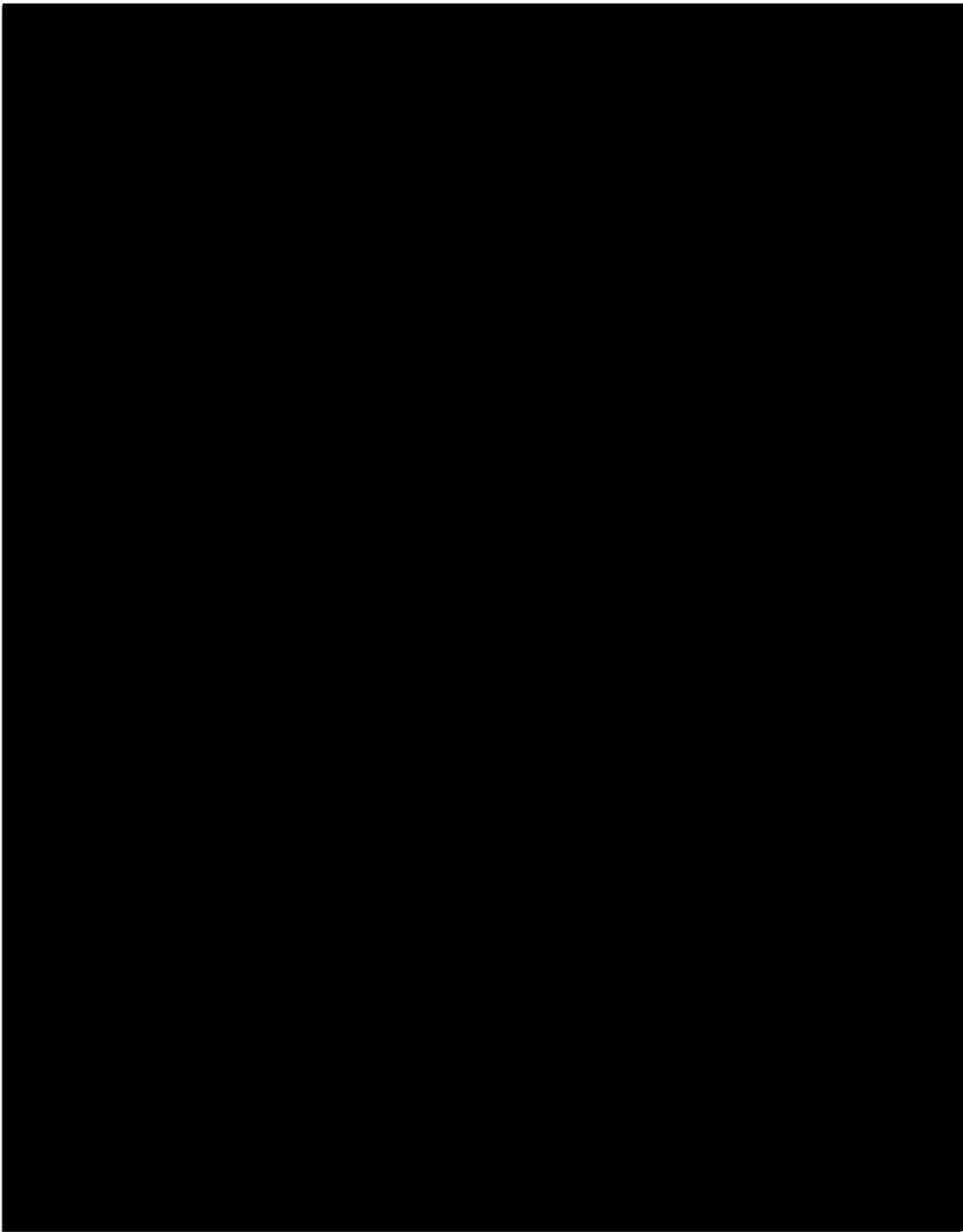






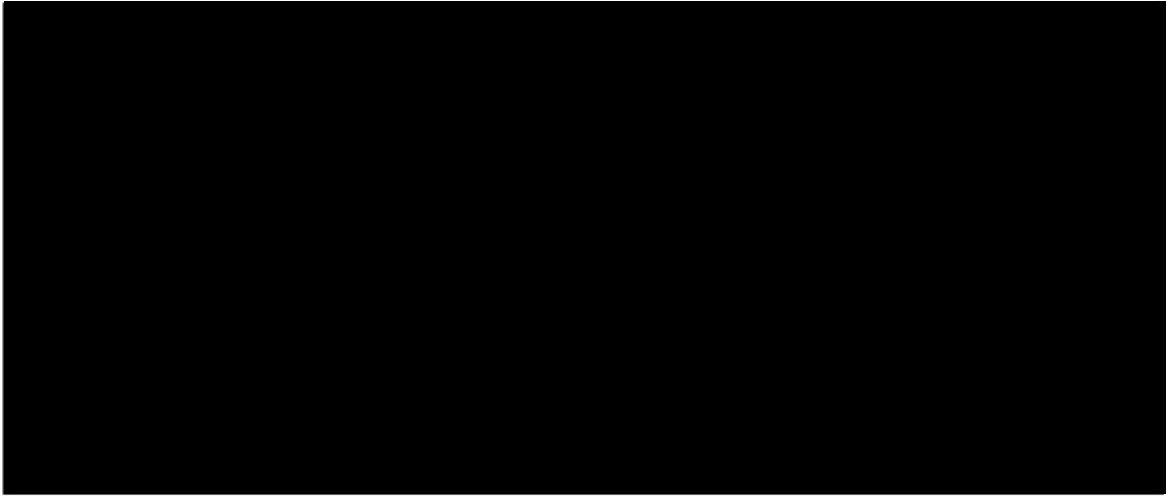






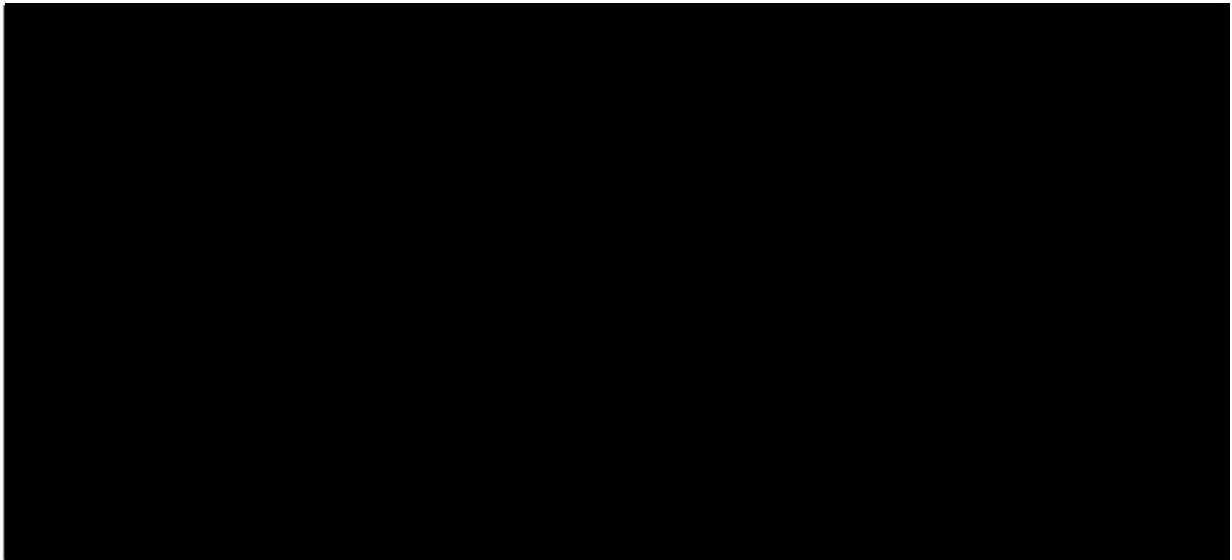


[Signatures are on the following page.]

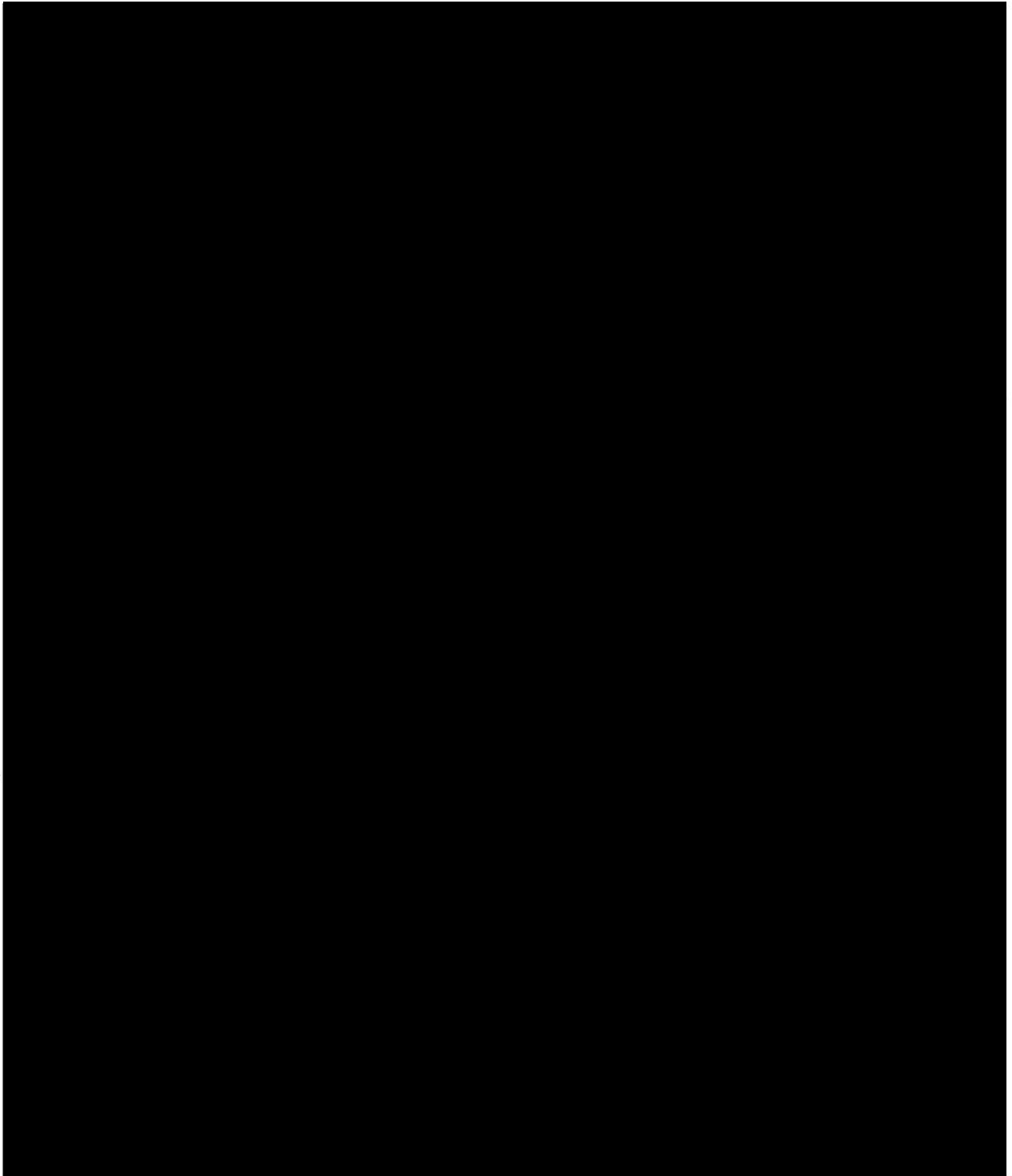


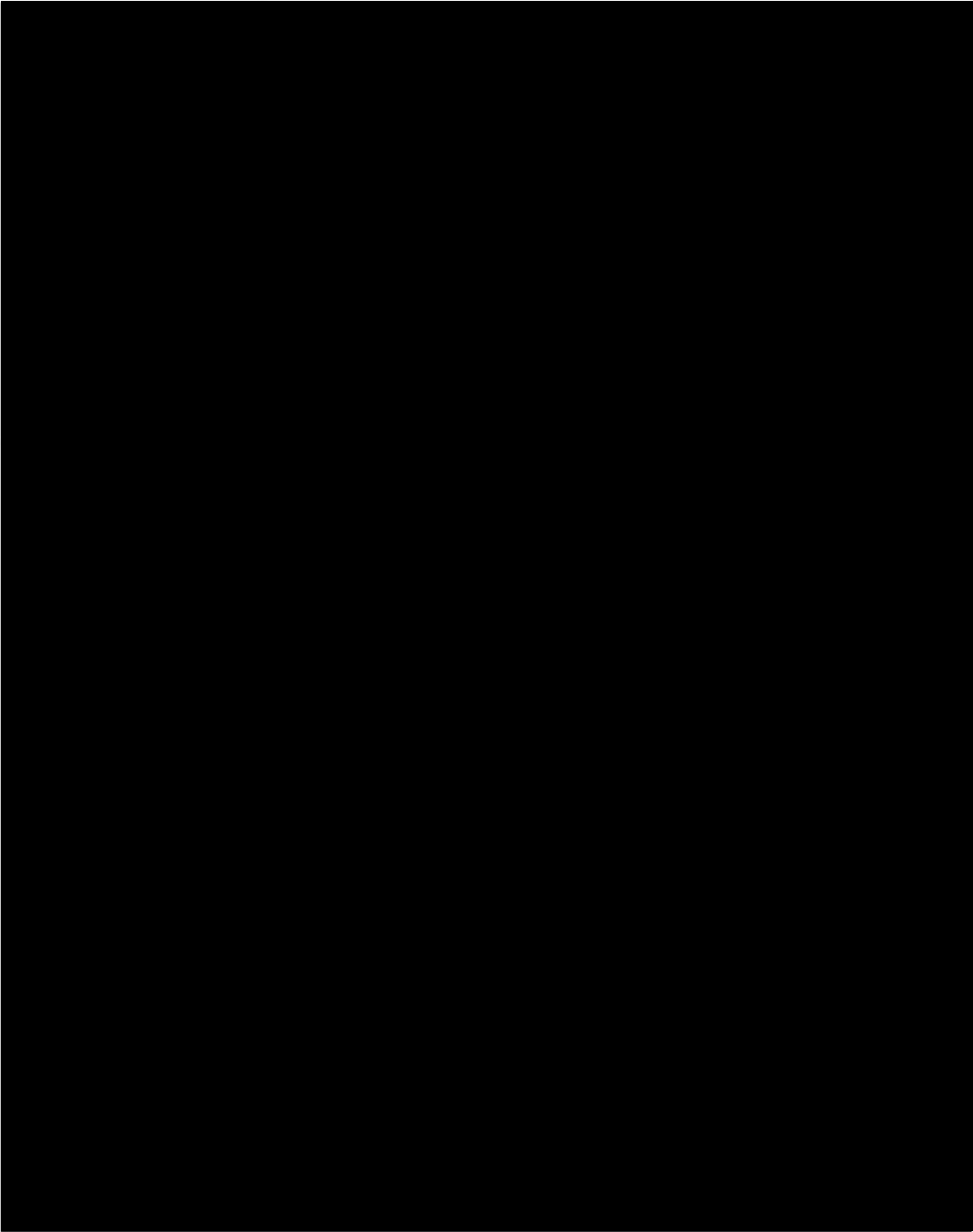
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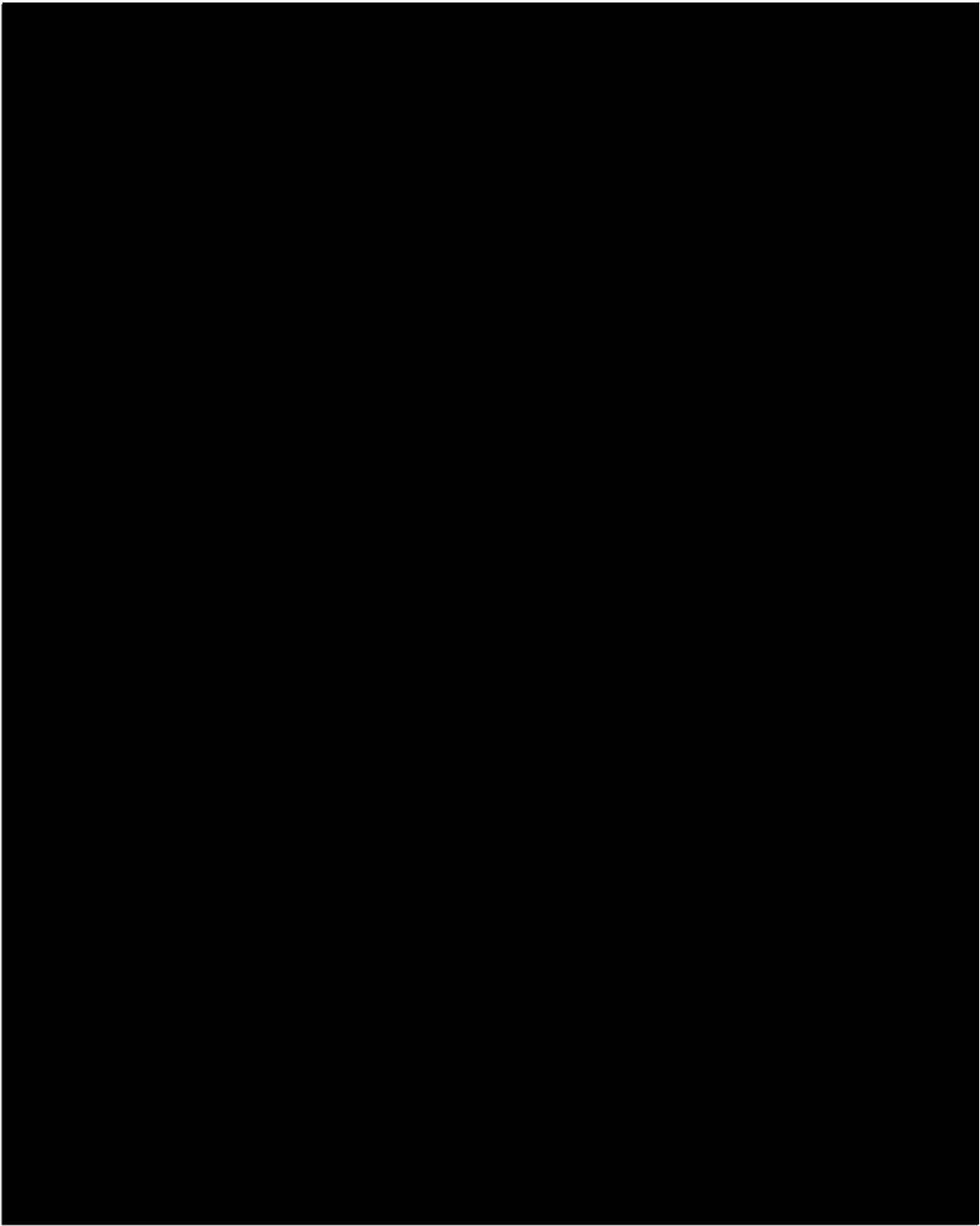
[Signature Page to MGM Sports & Interactive Gaming, LLC Limited Liability Company Agreement]

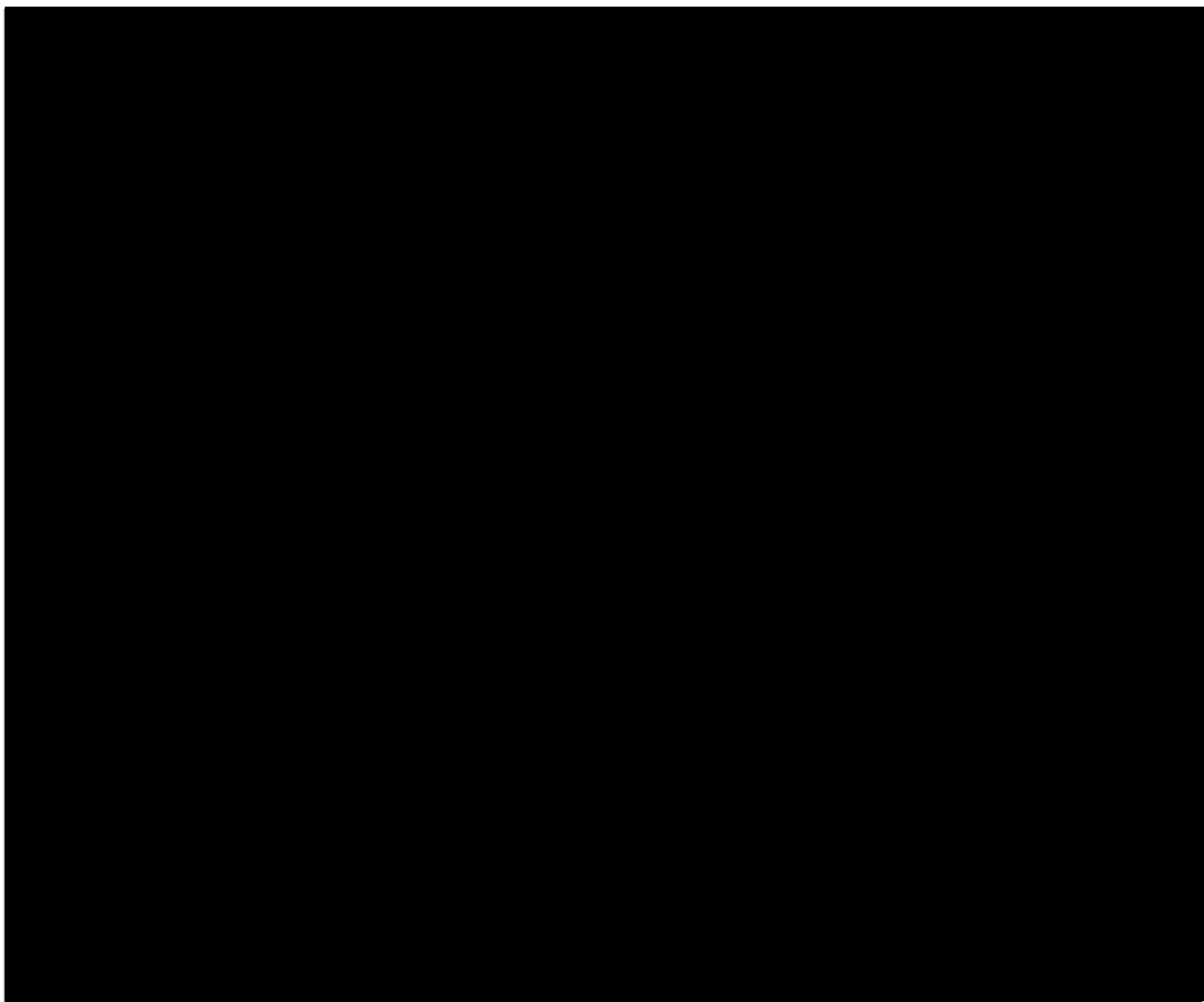


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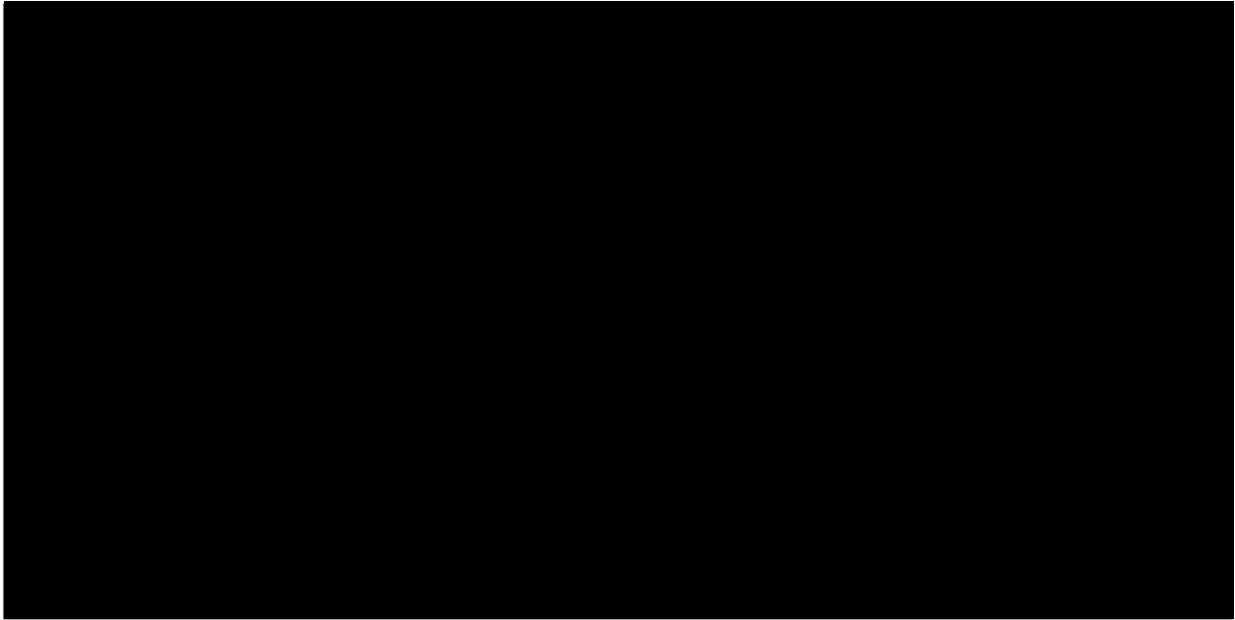






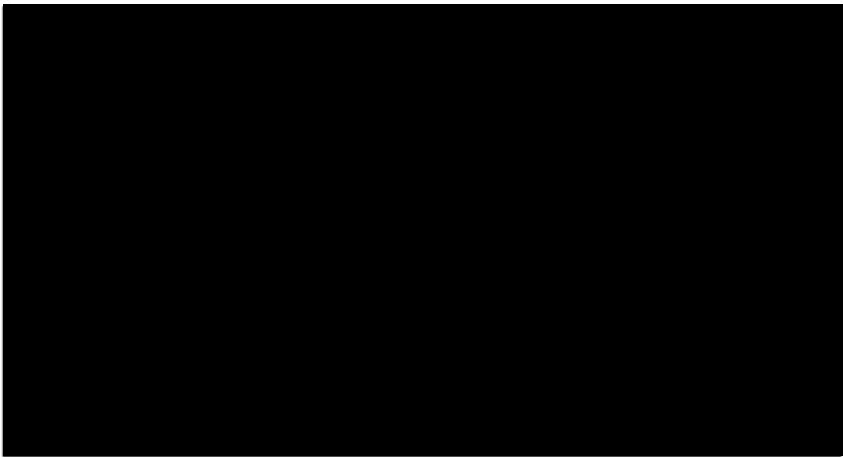


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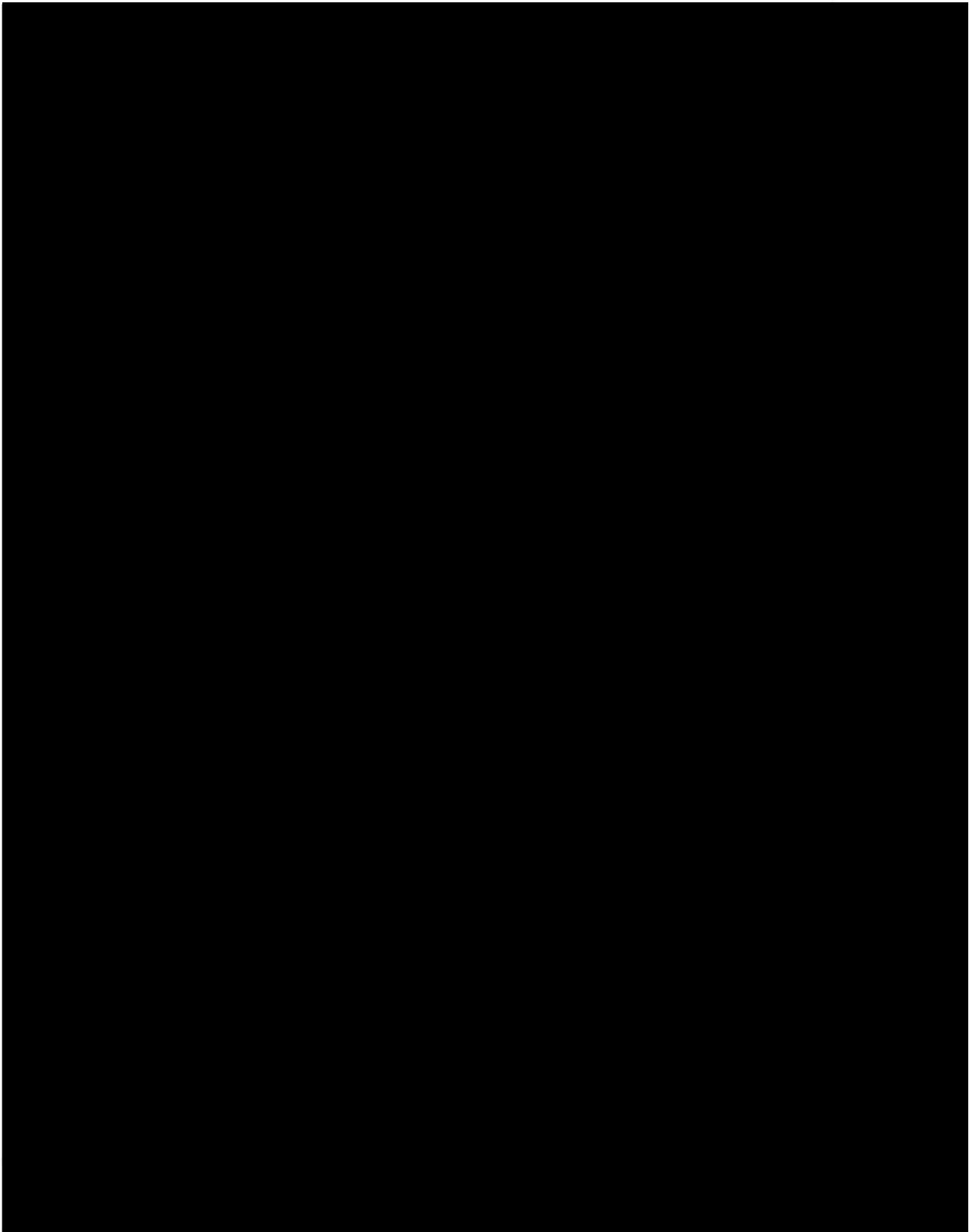


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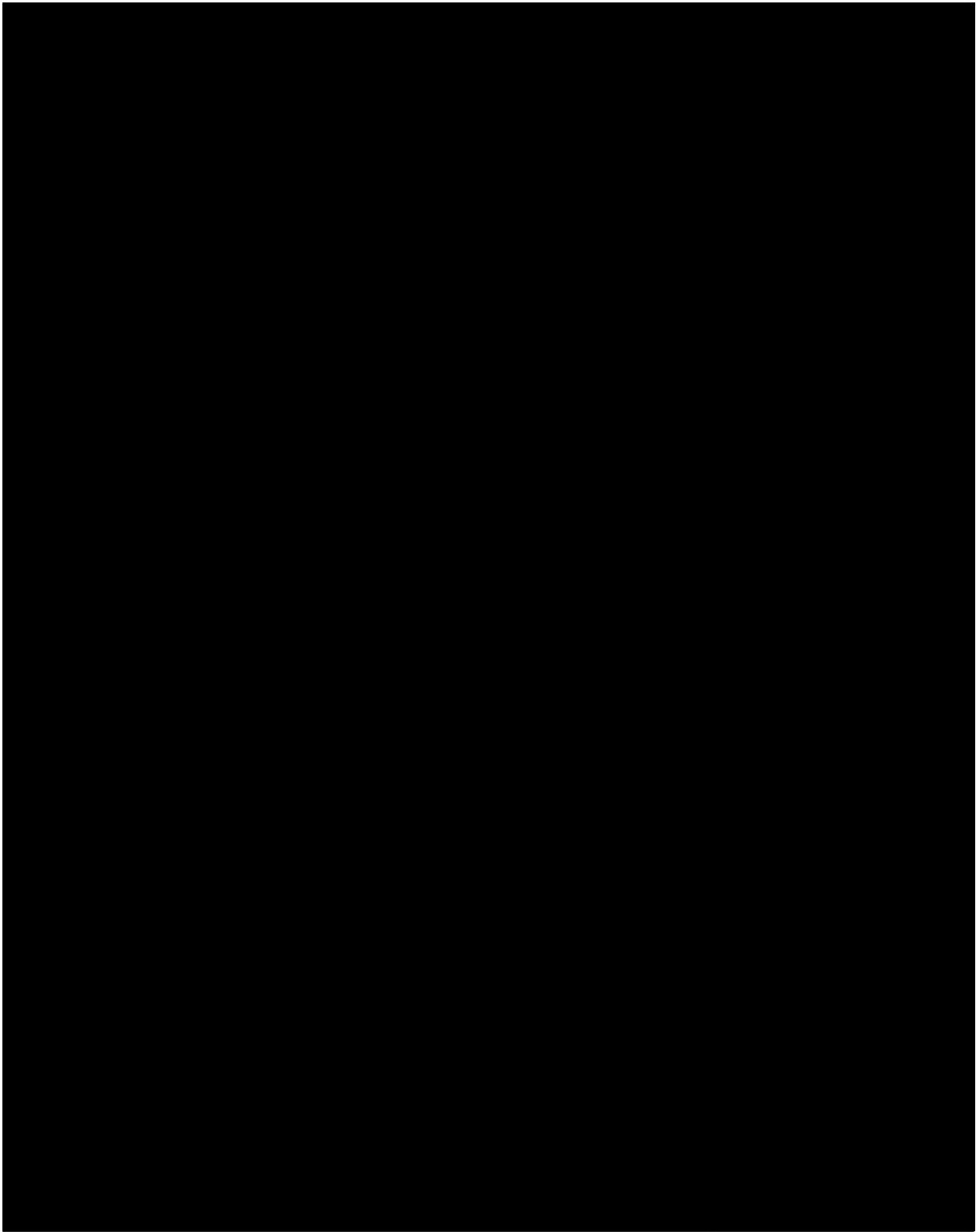




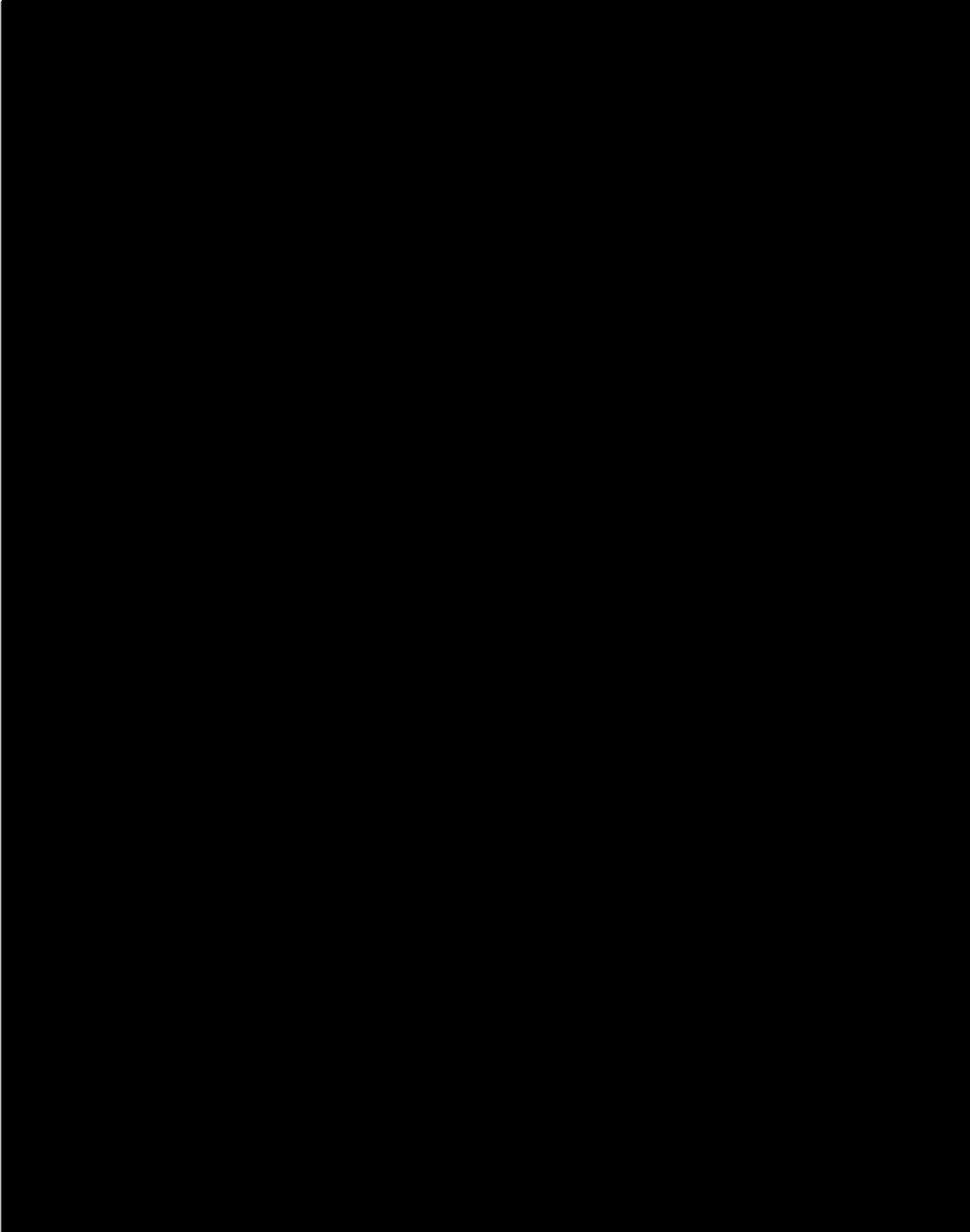
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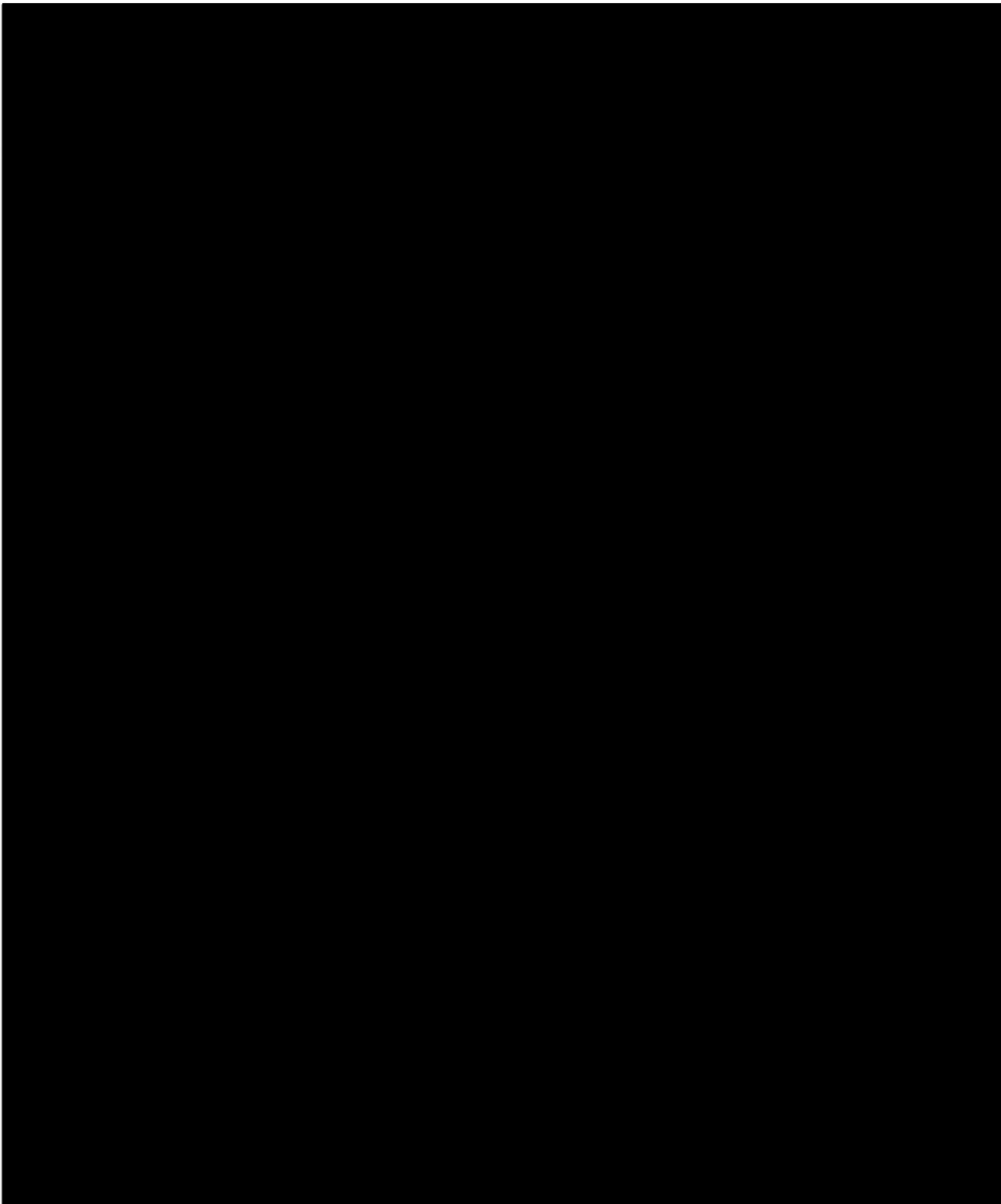
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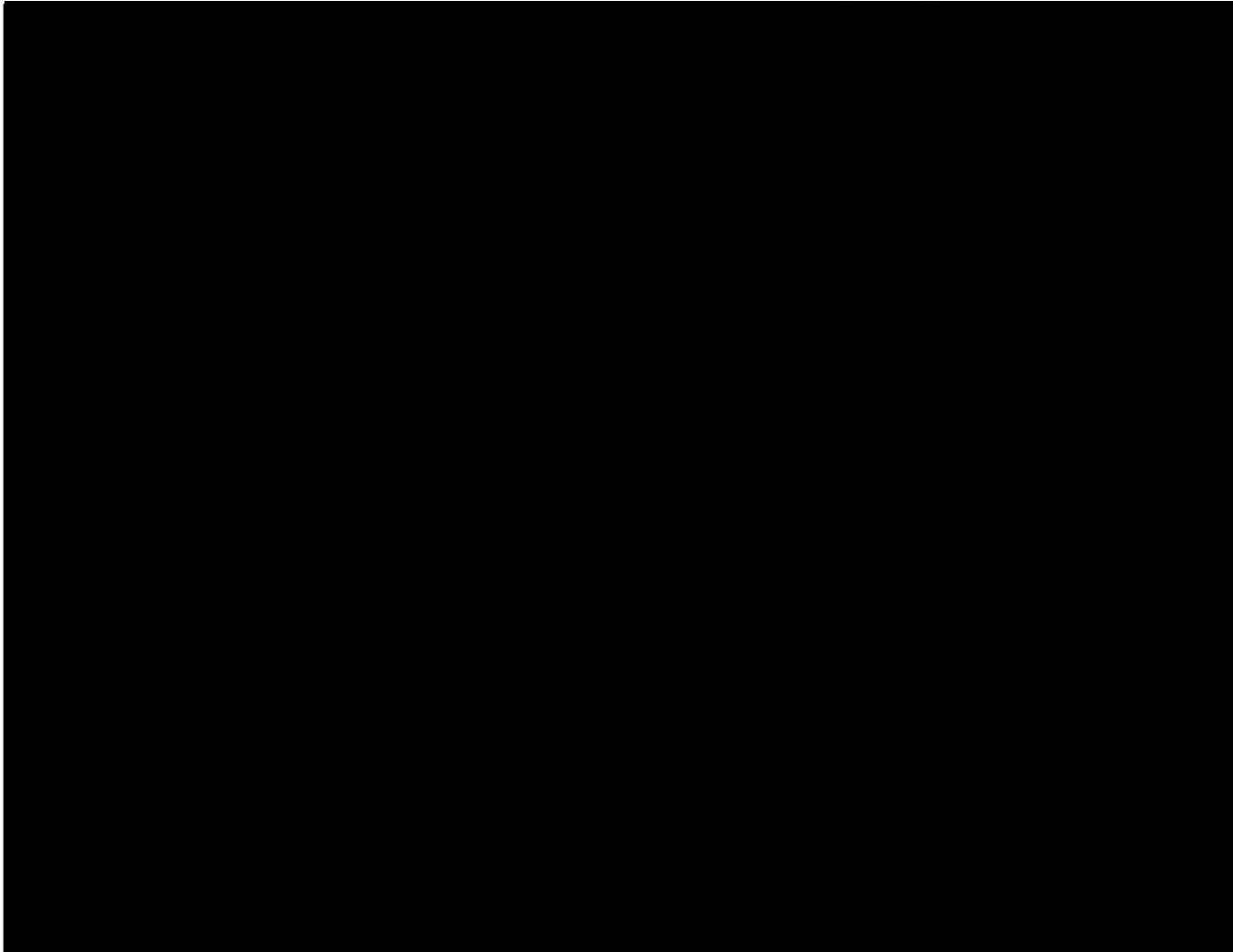
CONFIDENTIAL



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[Signature Page Follows.]

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