

789576

FORM D

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

OMB APPROVAL	
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average burden hours per response:	16.00

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION



04020834

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)

\$300,000,000 5.875% Senior Notes Due 2014

Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULOE

Type of Filing: ☒ New Filing ☐ Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)

MGM MIRAGE

Address of Executive Offices (Number and Street, City, State, Zip Code)

3600 LAS VEGAS BLVD. SOUTH, LAS VEGAS, NV 89109

Telephone Number (Including Area Code)

(702) 693-7120

Address of Principal Business Operations (Number and Street, City, State, Zip Code)

(if different from Executive Offices)

Telephone Number (Including Area Code)

Brief Description of Business

OWN AND OPERATE COLLECTION OF CASINO RESORTS

Type of Business Organization

☒ corporation

☐ business trust

☐ limited partnership, already formed

☐ limited partnership, to be formed

☐ other (please specify):

Actual or Estimated Date of Incorporation or Organization: Month 01 Year 816 ☒ Actual ☐ Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

CN for Canada; FN for other foreign jurisdiction)

DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

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

1 of 9

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

SEE ATTACHED SHEET OF PAPER

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

A. BASIC IDENTIFICATION DATA (Position, Business Address)

J. TERRENCE LANNI – Executive Officer, Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

JOHN T. REDMOND– Executive Officer, Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

JAMES J. MURREN – Executive Officer, Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

ROBERT H. BALDWIN– Executive Officer, Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

GARY N. JACOBS– Executive Officer, Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

JAMES D. ALJIAN – Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

TERRY CHRISTENSEN- Director; Christensen Miller, 19th floor, 10250 Constellation Boulevard, Los Angeles, California 90067

WILLIE D. DAVIS- Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

ALEXANDER M. HAIG, JR. – Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

ALEXIS HERMAN- Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

ROLAND HERNANDEZ- Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

KIRK KERKORIAN – Beneficial Owner, Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

GEORGE J. MASON- Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

RONALD M. POPEIL – Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

DANIEL M. WADE- Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

MELVIN B. WOLZINGER- Director; MGM MIRAGE, 3600 Las Vegas Blvd. South, Las Vegas, Nevada 89109

ALEX YEMENIDJIAN- Director; Metro-Goldwyn-Mayer Inc., 10250 Constellation Boulevard, Los Angeles, California 90067

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes ☐ No ☒

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? \$ N/A

3. Does the offering permit joint ownership of a single unit? Yes ☐ No ☒

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

SEE ATTACHED SHEET OF PAPER

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ☐ All States

AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

THE FOLLOWING INFORMATION IS IN RESPONSE TO QUESTION #4

Deutsche Bank Securities
60 Wall Street
New York, NY 10005
All States

Citigroup
Aviv Lawrence
399 Park Avenue
New York, NY 10043
All States

Banc of America Securities LLC
600 Montgomery Street
San Francisco, CA 94134
All States

Bear, Stearns & Co. Inc.
Daniel Silvers
383 Madison Ave.
New York, NY 10179
All States

Morgan Stanley
Elizabeth Arnold
1585 Broadway
New York, NY 10036
All States

Piper Jaffray
345 California Street
Suite 200
San Francisco, CA 94104
All States

Scotia Capital
Simon Paradine
1 Liberty Plaza
165 Broadway
New York, NY 10006
All States

SG Cowen
Daniel Hwang
1221 6th Avenue
New York, NY 10020
All States

Wachovia Securities
Chris Borin
191 Peachtree Street, NE
22nd Floor
Atlanta, GA 30303
All States

Wells Fargo Securities, LLC
Frank Kim
600 California Street
Suite 1600
San Francisco, CA 94108
All States

Barclays Capital
John Webb
200 Park Avenue
New York, NY 10166
All States

Commerzbank Securities
Werner Schmidbauer
633 West 5th Street
Suite 6600
Los Angeles, CA 90071
All States

The Royal Bank of Scotland
Daniel Bruk
New York Office
All States

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 300M	\$ 300M
Equity	\$ 0	\$ 0
☐ Common ☐ Preferred		
Convertible Securities (including warrants)	\$ 0	\$ 0
Partnership Interests	\$ 0	\$ 0
Other (Specify _____)	\$ 0	\$ 0
Total	\$ 300M	\$ 300M

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	13	\$ 300M
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)	0	\$ 0

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505	N/A	\$ N/A
Regulation A	N/A	\$ N/A
Rule 504	N/A	\$ N/A
Total	N/A	\$ N/A

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	☐ \$ 0
Printing and Engraving Costs	☐ \$ 55,000
Legal Fees	☐ \$ 320,000
Accounting Fees	☐ \$ 30,000
Engineering Fees	☐ \$ 0
Sales Commissions (specify finders' fees separately)	☐ \$ 3,770,083
Other Expenses (identify) <u>TRUSTEE'S FEES</u>	☐ \$ 7,500
Total	☐ \$ 4.182M

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the “adjusted gross proceeds to the issuer.”

\$296M

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments to Others
Salaries and fees	☐ \$0	☐ \$0
Purchase of real estate	☐ \$0	☐ \$0
Purchase, rental or leasing and installation of machinery and equipment	☐ \$0	☐ \$0
Construction or leasing of plant buildings and facilities	☐ \$0	☐ \$0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	☐ \$0	☐ \$0
Repayment of indebtedness	☐ \$0	☐ \$296M
Working capital	☐ \$0	☐ \$0
Other (specify): <u>None</u>	☐ \$0	☐ \$0
.....	☐ \$0	☐ \$0
Column Totals	☐ \$0	☒ \$296M
Total Payments Listed (column totals added)	☐ \$296M	

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) MGM MIRAGE	Signature <i>Bryan L. Wright</i>	Date 3/23/04
Name of Signer (Print or Type) BRYAN L. WRIGHT	Title of Signer (Print or Type) VICE PRESIDENT, ASST. GENERAL COUNSEL AND ASST. SECRETARY	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)