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SEC Mail
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Section
NOV 28 2008

FORM D

Notice of Exempt
Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See Instructions beginning on page 5)

OMB APPROVAL
OMB Number: 3235-0076
Expires: November 30, 2008
Estimated average burden
hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer:

Jurisdiction of Incorporation/Organization:

Year of Incorporation/Organization (Select one):
 Over Five Years Ago
 Within Last Five Years (specify year)
 Yet to Be Formed

Previous Name(s) None

Entity Type (Select one):
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1:

Street Address 2:

City: State/Province/Country: ZIP/Postal Code: Phone No.:

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Item 3. Related Persons

Last Name: First Name: Middle Name:

Street Address 1:

Street Address 2:

City: State/Province/Country: ZIP/Postal Code:

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary)



(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund
- Business Services
- Energy
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Services
 - Oil & Gas
 - Other Energy
- Construction
- REITS & Finance
- Residential
- Other Real Estate
- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physclans
 - Pharmaceuticals
 - Other Health Care
- Manufacturing
- Real Estate
 - Commercial
- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology
- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel
- Other

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the Issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|--|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(12) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(13) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(14) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | |
| | <input type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|---|
| <input type="checkbox"/> Equity | <input type="checkbox"/> Pooled Investment Fund Interests |
| <input checked="" type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |
-

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

FORM D

U.S. Securities and Exchange Commission
Washington, DC 20549

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 0

Item 12. Sales Compensation

Recipient Recipient CRD Number No CRD Number
 (Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation 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

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ 750,000,000 OR Indefinite
 (b) Total Amount Sold \$ 750,000,000
 (c) Total Remaining to be Sold \$ 0 OR Indefinite
 (Subtract (a) from (b))

Clarification of Response (if Necessary)

\$750 million in aggregate principal amount of the above-referenced debt securities was sold by the issuer to the initial investors at an aggregate discounted purchase price of \$688,012,650.

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ Estimate
 Finders' Fees \$ Estimate

Clarification of Response (if Necessary)

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0.00

Estimate

Clarification of Response (if Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each Identified Issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the Issuer is claiming a Rule 505 exemption, the Issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each Identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box and attach Signature Continuation Pages for signatures of Issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)

MGM MIRAGE

Name of Signer

John M. McManus

Signature

[Handwritten signature]

Title

Senior Vice President, Asst. General Counsel and Asst. Secretary

Number of continuation pages attached:

6

Date

[Empty date box]

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

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Murren	James	J.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Baldwin	Robert	H.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Jacobs	Gary	N.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Davis	Willie	D.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Guinn	Kenny	C.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Haig, Jr.	Alexander	M.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Herman	Alexis	M.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Hernandez	Roland	
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Kerkorian	Kirk	
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Mandekic	Anthony	
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
McKinney-James	Rose	
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Taylor	Daniel	J.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Wolzinger First Name: Melvin Middle Name: B.
Street Address 1: 3600 Las Vegas Boulevard South Street Address 2:
City: Las Vegas State/Province/Country: Nevada ZIP/Postal Code: 89109
Relationship(s): Executive Officer Director Promoter
Clarification of Response (If Necessary):

Last Name: Manzini First Name: Aldo Middle Name:
Street Address 1: 3600 Las Vegas Boulevard South Street Address 2:
City: Las Vegas State/Province/Country: Nevada ZIP/Postal Code: 89109
Relationship(s): Executive Officer Director Promoter
Clarification of Response (If Necessary):

Last Name: D'Arrigo First Name: Daniel Middle Name: J.
Street Address 1: 3600 Las Vegas Boulevard South Street Address 2:
City: Las Vegas State/Province/Country: Nevada ZIP/Postal Code: 89109
Relationship(s): Executive Officer Director Promoter
Clarification of Response (If Necessary):

Last Name: Selwood First Name: Robert Middle Name: C.
Street Address 1: 3600 Las Vegas Boulevard South Street Address 2:
City: Las Vegas State/Province/Country: Nevada ZIP/Postal Code: 89109
Relationship(s): Executive Officer Director Promoter
Clarification of Response (If Necessary):

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Feldman	Alan	
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Gebhardt	Bryce	
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
James	Phyllis	A.
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Mathur	Punam	
Street Address 1	Street Address 2	
3600 Las Vegas Boulevard South		
City	State/Province/Country	ZIP/Postal Code
Las Vegas	Nevada	89109
Relationship(s):	<input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter	
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Sani, First Name: Shawn, Middle Name: T.
Street Address 1: 3600 Las Vegas Boulevard South, Street Address 2:
City: Las Vegas, State/Province/Country: Nevada, ZIP/Postal Code: 89109
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary):

Last Name: Santoro, First Name: Cathryn, Middle Name: J.
Street Address 1: 3600 Las Vegas Boulevard South, Street Address 2:
City: Las Vegas, State/Province/Country: Nevada, ZIP/Postal Code: 89109
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary):

Last Name: McManus, First Name: John, Middle Name: M.
Street Address 1: 3600 Las Vegas Boulevard South, Street Address 2:
City: Las Vegas, State/Province/Country: Nevada, ZIP/Postal Code: 89109
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary):

Last Name: , First Name: , Middle Name: .
Street Address 1: , Street Address 2: .
City: , State/Province/Country: , ZIP/Postal Code: .
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary):

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END