

MGM MIRAGE
Form S-8 POS
January 24, 2003

As filed with the Securities and Exchange Commission on January 24, 2003

Registration No. 333-89190

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
POST EFFECTIVE AMENDMENT NO. 1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MGM MIRAGE

(Exact name of registrant specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

88-0215232
(I.R.S. Employer Identification No.)

3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109
(Address of Principal Executive Offices, including zip code)

2002 RESTRICTED STOCK PLAN
(Full title of the plan)

GARY N. JACOBS, ESQ.
Executive Vice President, General Counsel and Secretary
MGM MIRAGE
3600 Las Vegas Boulevard South
Las Vegas, Nevada 89109
(702) 693-7120

(Name, address and telephone number, including area code of agent for service)

CALCULATION OF REGISTRATION FEE

| <u>Title of securities to be registered</u> | <u>Amount to be registered(1)</u> | <u>Proposed maximum offering price per share</u> | <u>Proposed maximum aggregate offering price(2)</u> | <u>Amount of registration fee(2)</u> |
|---------------------------------------------|-----------------------------------|--------------------------------------------------|-----------------------------------------------------|--------------------------------------|
| Common Stock, par value \$0.01 | 1,000,000 shares | \$ 38.41 | \$ 38,410,000 | \$ 3,534 |

(1) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.

(2) Previously paid.

INTRODUCTION

The purpose of this Amendment No. 1 to MGM MIRAGE's Registration Statement on Form S-8 (File No. 333-89190) is to deregister the remaining 103,000 shares of common stock reserved under its 2002 Restricted Stock Plan (the "Plan"). On November 12, 2002, MGM MIRAGE's Compensation and Stock Option Committee approved an amendment to the Plan, which provided that (i) no further grants of restricted stock could be made under the Plan, and (ii) to the extent any existing grants of restricted stock under the Plan lapse in accordance with the Plan, such shares underlying the lapsed grant will be returned to the status of treasury shares and will not be available for re-issuance under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, MGM MIRAGE certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada on January 21, 2003.

MGM MIRAGE

By: /s/ GARY N. JACOBS

Gary N. Jacobs
Executive Vice President,
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------|
| <p><u> /s/ J. TERRENCE LANNI </u></p> <p>J. Terrence Lanni</p> | <p>Chairman of the Board and Chief Executive Officer (Principal Executive Officer)</p> | <p>January 21, 2003</p> |
| <p><u> /s/ JAMES J. MURREN </u></p> <p>James J. Murren</p> | <p>President, Chief Financial Officer, Treasurer and Director (Principal Financial and Accounting Officer)</p> | <p>January 21, 2003</p> |

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| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--------------------------------------------------------------------|-------------------------------------------------------------------------|------------------|
| <u>/s/ GARY N. JACOBS</u> Gary N. Jacobs | Executive Vice President, General Counsel, Secretary and Director | January 21, 2003 |
| <u>/s/ JAMES D. ALJIAN</u> James D. Aljian | Director | January 21, 2003 |
| <u>Robert H. Baldwin</u> | Director | January , 2003 |
| <u>/s/ FRED BENNINGER</u> Fred Benninger | Director | January 21, 2003 |
| <u>/s/ TERRY N. CHRISTENSEN</u> Terry N. Christensen | Director | January 22, 2003 |
| <u>Willie D. Davis</u> | Director | January , 2003 |
| <u>/s/ ALEXANDER M. HAIG, JR.</u> Alexander M. Haig, Jr. | Director | January 21, 2003 |
| <u>Alexis M. Herman</u> | Director | January , 2003 |
| <u>/s/ ROLAND HERNANDEZ</u> Roland Hernandez | Director | January 20, 2003 |
| <u>Kirk Kerkorian</u> | Director | January , 2003 |

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| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--------------------------------------------------------------|--------------|------------------|
| <u>/s/ GEORGE MASON</u> George Mason | Director | January 21, 2003 |
| <u>Ronald M. Popeil</u> | Director | January , 2003 |
| <u>John T. Redmond</u> | Director | January , 2003 |
| <u>/s/ DANIEL M. WADE</u> Daniel M. Wade | Director | January 23, 2003 |
| <u>/s/ DANIEL B. WAYSON</u> Daniel B. Wayson | Director | January 21, 2003 |
| <u>/s/ MELVIN B. WOLZINGER</u> Melvin B. Wolzinger | Director | January 21, 2003 |
| <u>/s/ ALEX YEMENIDJIAN</u> Alex Yemenidjian | Director | January 21, 2003 |